

**TYRANNA**  
RESOURCES LTD

ACN 124 990 405

**NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company will be held at Pathways Corporate Boardroom, Level 3, 101 St Georges Terrace, Perth, Western Australia on Tuesday, 29 November 2022 at 10:00am (WST).**

*The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

*Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (08) 6558 0886.*

**Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice.**

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# TYRANNA RESOURCES LIMITED

ACN 124 990 405

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Tyranna Resources Limited (**Company**) will be held at Pathways Corporate Boardroom, Level 3, 101 St Georges Terrace, Perth, Western Australia on Tuesday, 29 November 2022 at 10:00am (WST) (**Meeting**).

**Due to the public health measures mandated by various regulatory authorities as means of combating the ongoing Covid-19 pandemic, for the health and safety of all Shareholders and Company officers, Tyranna Resources Limited encourages shareholders to vote by proxy, rather than attending the Meeting in person. As at the date of this Notice, the Company intends to hold a physical in-person Meeting.**

If it becomes necessary to make changes to the current arrangements for the Meeting, Tyranna Resources will advise Shareholders through its website and by making an ASX announcement.

Shareholders are encouraged to lodge proxy forms by no later than 10.00am (WST) 27 November 2022. Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Notice of Meeting.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 27 November 2022 at 5:00pm (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

## AGENDA

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### 1. Annual Report

To consider the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

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### 2. Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a **non-binding advisory resolution**, the following:

*"That the Remuneration Report be adopted by Shareholders on the terms and conditions in the Explanatory Memorandum."*

#### Voting Prohibition

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

However, a vote may be cast by such person as a proxy if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, and expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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### 3. Resolution 2 – Election of Director – Paul Williams

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*"That, for the purposes of Listing Rule 14.4, Article 6.3(c) of the Constitution, and for all other purposes, Mr Paul Williams, a Director who was appointed on 18 August 2022 and retires in accordance with Article 6.3(j) of the Constitution, being eligible and offering himself for election, is elected as a Director on the terms and conditions in the Explanatory Memorandum."*

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### 4. Resolution 3 – Election of Director – Peter Spitalny

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*"That, for the purposes of Listing Rule 14.4, Article 6.3(c) of the Constitution, and for all other purposes, Mr Peter Spitalny, a Director who was appointed on 18 August 2022 and retires in accordance with Article 6.3(j) of the Constitution, being eligible and offering himself for election, is elected as a Director on the terms and conditions in the Explanatory Memorandum."*

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### 5. Resolution 4 – Ratification of issue of Shares to S3 Consortium

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution**:

*"That Shareholders ratify the issue 12,500,000 Shares to S3 Consortium under and for the purposes of Listing Rule 7.4."*

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**6. Resolution 5 – Ratification of issue of Options to 61 Financial**

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution**:

*"That Shareholders ratify the issue 2,000,000 Options to 61 Financial under and for the purposes of Listing Rule 7.4."*

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**7. Resolution 6 – Approval of 10% placement capacity**

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*"That the Company have the additional capacity to issue equity securities provided for in Listing Rule 7.1A."*

**Note:** Resolution 6 is a **special resolution**. To be passed, it must be approved by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

**BY ORDER OF THE BOARD**

Tim Slate

**Company Secretary**

Dated: 27 October 2022

## **PROXY APPOINTMENT, VOTING AND MEETING INSTRUCTIONS**

### **Lodgement of Proxy Form**

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address given below by **10:00am (WST) on Sunday, 27 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid. Proxy Forms may be lodged as follows:

*by hand:* Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009

*By post:* Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO BOX 1156 Nedlands WA 6909

*by fax:* +61 (8) 6370 4203

*by e-mail:* [admin@advanceshare.com.au](mailto:admin@advanceshare.com.au)

*online* [www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)

### **Appointment of a proxy**

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

If you wish to appoint the Chairman as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairman, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form or an additional Proxy Form may be obtained by telephoning the Company on +61 (0)8 6558 0886.

To appoint a second proxy, you must state on each Proxy Form (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

### **Corporate Shareholders**

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

### **Corporate representatives**

A body corporate may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

### **Votes on Resolutions**

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the

Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

#### **Chairman voting of undirected proxies**

At the date of this Notice, the Chairman intends to vote all undirected proxies **FOR** each of the Resolutions. In exceptional cases, the Chairman's intentions may subsequently change, and in this event, the Company will make an announcement to the market.

The Proxy Form expressly authorises the Chairman to exercise undirected proxies on all Resolutions.

#### **Voting eligibility (snapshot date)**

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **5:00pm (WST) on 27 November 2022**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

#### **Corporations Act voting prohibitions**

Pursuant to section 250BD of the Corporations Act, members of Key Management Personnel and their Closely Related Parties (other than the Chairman) may not vote as a proxy on Resolution 1 except where the appointment specifies how the proxy is to vote, or in the case of the Chairman, in accordance with an express authorisation on the Proxy Form. Any votes cast in contravention of section 250BD of the Corporations Act will not be counted in working out a percentage of votes cast or whether the Resolution is approved.

<b>Resolution</b>	<b>Nature of Resolution</b>	<b>Persons excluded from voting</b>
<b>1</b>	Remuneration Report	Members of Key Management Personnel (details of whose remuneration are included in the Remuneration Report) and their Closely Related Parties.

#### **ASX voting exclusion statements**

The Listing Rules require that certain persons must not vote, and the Company will disregard any votes cast in favour by or on behalf of certain persons and their associates, on certain Resolutions to be considered at the Meeting.

However, the Company need not disregard a vote if it is cast in favour of a Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will disregard any votes cast in favour on a Resolution as set out in the table below:

<b>Resolution</b>	<b>Nature of resolution</b>	<b>Persons excluded from voting</b>
<b>4</b>	Ratification of issue of Shares to S3 Consortium	S3 Consortium (or its nominees) and any associates of those persons.
<b>5</b>	Ratification of issue of Shares to 61 Financial	61 Financial (or its nominees) and any associates of those persons.

#### **Questions from Shareholders**

The Chairman will allow a reasonable opportunity at the Meeting for Shareholders to ask questions or make comments on the Resolutions, the management of the Company, or any related issue.

To assist the Board in responding to any questions that you may have, please submit any questions to the Company by **26 November 2022** in the same manner as outlined above for lodgement of Proxy Forms.

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# TYRANNA RESOURCES LIMITED

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## EXPLANATORY MEMORANDUM

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### 1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Pathways Corporate Boardroom, Level 3, 101 St Georges Terrace, Perth, Western Australia on Tuesday, 29 November 2022 at 10:00am (WST) (**Meeting**).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolution will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolution:

Section 2	Financial Statements and Reports
Section 3	Resolution 1 – Adoption of Remuneration Report
Section 4	Resolutions 2 & 3 – Election of Paul Williams and Peter Spitalny
Section 5	Resolution 4 – Ratification of issue of Shares to S3 Consortium
Section 6	Resolution 5 – Ratification of issue of Options to 61 Financial
Section 7	Resolution 6 – Approval of 10% Placement Capacity
Schedule 1	Definitions
Schedule 2	Terms of 61 Financial Options

The Proxy Form is located at the end of the Explanatory Memorandum.

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### 2. Financial Statements and Reports

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.tyrannaresources.com](http://www.tyrannaresources.com).

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### 3. Resolution 1 – Adoption of Remuneration Report

#### 3.1 Background

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the



remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

### **3.2 Previous voting results**

The Company's Remuneration Report did not receive a Strike at the 2021 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2023 annual general meeting, this may result in the re-election of the Board.

### **3.3 Board recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 1.

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## **4. Resolutions 2 & 3 – Election of Paul Williams and Peter Spitalny**

### **4.1 General**

#### Listing Rules

Listing Rule 14.4 provides that a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. However, a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

#### Constitution

Article 6.3(c) of the Constitution requires that one third of the Directors (excluding the Managing Director) must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third, rounded down).

Article 6.3(j) of the Constitution requires that unless a Director appointed under Article 6.2(b) (being a Director appointed to fill a casual vacancy or as an addition to the Board) has retired under Article 6.3(i), that Director must retire at the next AGM.

Directors retiring in accordance with Articles 6.3(c) or 6.3(j) are eligible for re-election.

### **4.2 Qualifications and other material directorships**

#### Paul Williams

Mr Paul Williams was appointed as an addition to the Board on 18 August 2022. In accordance with Listing Rule 14.4 and Article 6.3(j), Mr Williams retires at this Meeting and, being eligible, seeks re-election pursuant to Resolution 2.

Mr Williams spent his initial working years in accounting, finance and project management and the last twenty years in the mining and resources sector with ASX-listed companies involved in Australia, Angola, Mauritania and Kenya.

Mr Williams has not held directorships with listed companies in the past 3 years:

Mr Williams has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as an executive director.

#### Peter Spitalny

Mr Peter Spitalny was appointed as an addition to the Board on 18 August 2022. In accordance with Listing Rule 14.4 and Article 6.3(j), Mr Spitalny retires at this Meeting and, being eligible, seeks re-election pursuant to Resolution 3.

Mr Spitalny is an exploration geologist having three decades of experience with a range of minerals and mineralisation styles and a particular interest in pegmatites, especially those that contain lithium minerals. He has investigated pegmatite-hosted lithium mineralisation in Australia, Canada, Brazil, Argentina, Namibia, Democratic Republic of Congo and most recently Angola. Mr Spitalny is a Fellow of the Australasian Institute of Mining and Metallurgy (AusIMM) and is a Competent Person (compliant with the JORC Code 2012) with respect to pegmatite-hosted lithium mineralisation and reporting of associated exploration results, along with other commodities. He also has experience in the operation of public companies, having served as a director of Artiden Limited, and having served as a high-level consultant collaborating with directors of several other public companies and as chief technical officer.

Mr Spitalny has not held directorships with listed companies in the past 3 years:

Mr Spitalny has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as an executive director.

#### **4.3 Independence**

If elected, the Board does not consider Messrs Williams and Spitalny to be independent Directors

#### **4.4 Board recommendation**

The Board supports the election of Messrs Williams and Spitalny and recommends that Shareholders vote in favour of Resolutions 2 and 3.

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## **5. Resolution 4 – Ratification of issue of Shares to S3 Consortium Pty Ltd**

### **5.1 Background**

On 5 September 2022, the Company issued 12,500,000 Shares to S3 Consortium (**S3 Consortium Shares**) as consideration for investor relations services which S3 Consortium was engaged to provide for a period of 24 months.

The S3 Consortium Shares were issued as consideration for the provision of investor relations services.

The Company had sufficient placement capacity under Listing Rule 7.1 for the issue of the S3 Consortium Shares.

### **5.2 Requirement for shareholder approval**

Resolution 4 seeks Shareholder ratification of the issue of the S3 Consortium Shares pursuant to Listing Rule 7.4.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. The issue of the S3 Consortium Shares does not fit within any of these exceptions and, as the issue has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the dates of the issues of the 61 Financial Options.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 4 seeks shareholder approval for the issue of the S3 Consortium Shares under and for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the issue of the S3 Consortium Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue of the S3 Consortium Shares.

If Resolution 4 is not passed, the S3 Consortium Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue of the S3 Consortium Shares.

### **5.3 Required information – Listing Rule 7.5**

Pursuant to Listing Rule 7.5, the following information is provided in respect of Resolution 13.

- (a) The S3 Consortium Shares were issued to S3 Consortium.
- (b) The Company issued 12,500,000 S3 Consortium Shares.
- (c) The S3 Consortium Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) The S3 Consortium Shares were issued on 5 September 2022.
- (e) The S3 Consortium Shares were issued at a deemed issue price of \$0.03 per Share.
- (f) No funds were raised by the issue of the S3 Consortium Shares which were issued as consideration for investor relations services which S3 Consortium was engaged to provide for a period of 24 months.
- (g) A voting exclusion statement is included in the Notice.

### **5.4 Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

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## **6. Resolution 5 – Ratification of issue of Options to 61 Financial**

### **6.1 Background**

On 19 September 2022, the Company issued 2,000,000 Options to 61 Financial (**61 Financial Options**) as part consideration for investor relations which 61 Financial was engaged to provide.

The 61 Financial Options were issued as part consideration investor relation services

The Company had sufficient placement capacity under Listing Rule 7.1 for the issue of the 61 Financial Options.

### **6.2 Requirement for shareholder approval**

Resolution 5 seeks Shareholder ratification of the issue of the 61 Financial Options pursuant to Listing Rule 7.4.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. The issue of the 61 Financial Options does not fit within any of these exceptions and, as the issue has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the dates of the issues of the 61 Financial Options.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have

been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 5 seeks shareholder approval for the issue of the 61 Financial Options under and for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the issue of the 61 Financial Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue of the 61 Financial Options.

If Resolution 5 is not passed, the 61 Financial Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue of the 61 Financial Options.

### **6.3 Required information – Listing Rule 7.5**

Pursuant to Listing Rule 7.5, the following information is provided in respect of Resolution 5.

- (a) The 61 Financial Options were issued to 61 Financial.
- (b) The Company issued 2,000,000 61 Financial Options, in the following allotments:
  - (i) 1,000,000 61 Financial Options exercisable at \$0.075 each and expiring on 19 September 2024; and
  - (ii) 1,000,000 61 Financial Options exercisable at \$0.10 each and expiring on 19 September 2024.
- (c) The 61 Financial Options are unquoted options and upon exercise will convert in to fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) The 61 Financial Options were issued on 19 September 2022.
- (e) The 61 Financial Options were issued for a nil cash consideration as they were issued as partial consideration for the provision of investor relations services.
- (f) No funds were raised by the issue of the 61 Financial Options; however, if all the 61 Financial Options are exercised, the Company will receive \$175,000, being 2,000,000 multiplied by the relevant exercise price of the 61 Financial Options.
- (g) A voting exclusion statement is included in the Notice.

### **6.4 Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

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## **7. Resolution 6 – Approval of 10% Placement Capacity**

### **7.1 General**

Resolution 6 seeks Shareholder approval for an additional issuing capacity under Listing Rule 7.1A.

If approved, Resolution 6 would enable the Company to issue additional Equity Securities (calculated below) over a 12-month period without obtaining Shareholder approval.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes (**Eligible Entity**).

Resolution 6 seeks Shareholder approval for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 6 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without Shareholder approval.

If Resolution 6 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Resolution 6 is a special resolution. To be passed, it must be approved by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

## **7.2 Technical information required by Listing Rule 7.1A**

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 6:

### **(a) Period for which the 7.1A Mandate is valid**

The 7.1A Mandate will commence on the date of the Meeting and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

### **(b) Minimum price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in Section 7.2(b)(i), the date on which the Equity Securities are issued.

### **(c) Use of funds under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for cash consideration for the acquisition of new resources, assets, or investments (including expenses associated with such acquisition such due diligence costs and external advisors), continued exploration on the Company's current projects, and general working capital requirements.

### **(d) Risk of economic and voting dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 6 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 4 October 2022.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

<b>Number of Shares on Issue (Variable 'A' in Listing Rule 7.1A2)</b>	<b>Dilution</b>			
	<b>Issue Price (per Share)</b>	<b>0.022 50% decrease in Issue Price</b>	<b>0.044 Issue Price</b>	<b>0.066 50% increase in Issue Price</b>
<b>2,398,925,325 (Current Variable A)</b>	<b>Shares issued - 10% voting dilution</b>	239,982,532 Shares	239,982,532 Shares	239,982,532 Shares
	<b>Funds raised</b>	\$5,277,636	\$10,555,271	\$15,832,907
<b>3,598,387,988 (50% increase in Variable A)</b>	<b>Shares issued - 10% voting dilution</b>	359,838,798 Shares	359,838,798 Shares	359,838,798 Shares
	<b>Funds raised</b>	\$7,916,454	\$15,832,907	\$23,749,361
<b>4,797,850,650 (100% increase in Variable A)</b>	<b>Shares issued - 10% voting dilution</b>	479,785,065 Shares	479,785,065 Shares	479,785,065 Shares
	<b>Funds raised</b>	\$10,555,271	\$21,110,543	\$31,665,814

The table above uses the following assumptions:

1. There are currently 2,398,925,325 Shares on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on 4 October 2022.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the previous 12 months that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous issues under Listing Rule 7.1A in previous 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 29 November 2021.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company issued 120,000,000 Shares pursuant to Listing Rule 7.1A.2 representing 9.4% of the Company's total equity securities at the commencement of that period.

The Shares issued under Listing Rule 7.1A were issued on 27 May 2022 as a portion of a placement to sophisticated and professional investors who participated in the placement at an issue price of \$0.005 (0.5 cents), representing a discount of 16.67% to the closing market price of the date the Shares were agreed to be issued.

The total cash consideration raised by the Company for the Shares issued under Listing Rule 7.1A was \$600,000, all of which will be used to fund exploration on the Company's current exploration projects. The issue of those Shares was ratified at a general meeting of shareholders on 4 August 2022.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities under Listing Rules 7.1A.2. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

### 7.3 **Voting exclusion**

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

## Schedule 1 – Definitions

In the Notice, words importing the singular include the plural and vice versa.

**61 Financial** means 61 Financial Information Technology Pty Ltd (ACN 618 439 820)

**61 Financial Options** has the meaning given in Section 6.1 of the Explanatory Statement

**7.1A Mandate** has the meaning given in Section 7.1

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context requires, the Australian Securities Exchange operated by ASX Limited.

**Board** means the board of Directors.

**Chairman** means the person appointed to chair the Meeting of the Company convened by the Notice.

**Closely Related Party** has meaning given to that term in section 9 of the Corporations Act.

**Company** means Tyranna Resources Limited (ACN 124 990 405).

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**\$** means Australian Dollars.

**Eligible Entity** has the meaning given in Section 7.1 of the Explanatory Statement.

**Equity Security** has the meaning given to that term in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum which forms part of the Notice.

**Key Management Personnel** has the meaning given to that term in section 9 of the Corporations Act.

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning given in the introductory paragraph on page 2 of the Notice.

**Notice** means this notice of Annual General Meeting.

**Official List** means the official list of ASX.

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2022.

**Resolution** means a resolution referred to in the Notice.

**S3 Consortium** means S3 Consortium Pty Ltd (ACN 135 239 968).

**S3 Consortium Shares** has the meaning given in Section 5.1 of the Explanatory Statement.

**Schedule** means a schedule to the Notice.

**Section** means a section of the Explanatory Memorandum.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a shareholder of the Company.

**WST** means Western Standard Time being the time in Perth, Western Australia.



## Schedule 2 - Terms of 61 Financial Options

The terms and conditions of the 61 Financial Options (in this Schedule 2, **Options**) are:

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

The amount payable upon exercise of each Option will be:

- (i) in respect of 1,000,000 Options, \$0.075; and
- (ii) in respect of 1,000,000 Options, \$0.10,

**(Exercise Price)**.

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AWST) on the date that is two (2) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under section 708A(5)(e) of the Corporations Act for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(m) **Quotation**

The Company will not seek to have the Options quoted by ASX.



**ONLINE PROXY APPOINTMENT**

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



**MOBILE DEVICE PROXY APPOINTMENT**

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

**ANNUAL GENERAL MEETING PROXY FORM**

I/We being shareholder(s) of Tyranna Resources Limited and entitled to attend and vote hereby:

**APPOINT A PROXY**

The Chair of the Meeting **OR**



**PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held **at Pathways Corporate Boardroom, Level 3, 101 St Georges Terrace, Perth, Western Australia on 29 November 2022 at 10:00am (WST)** and at any adjournment or postponement of that Meeting.

**Chair's voting intentions in relation to undirected proxies:** The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

**VOTING DIRECTIONS**

Resolutions	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director – Paul Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director – Peter Spitalny	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of issue of Shares to S3 Consortium	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of issue of Options to 61 Financial	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)  Joint Shareholder 2 (Individual)  Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary  Director/Company Secretary (Delete one)  Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

#### Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10:00am (WST) on 27 November 2022, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033