

28 October 2022

Dear Shareholder

Annual General Meeting – Notice & Proxy Form

Notice is hereby given that the Annual General Meeting (**Meeting**) of Shareholders of Alchemy Resources Limited (ACN 124 444 122) (the **Company**) will be held at BDO Audit (WA) Pty Ltd, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6000 on Tuesday, 29 November 2022 at 9.30am (WST).

The Board has made the decision that it will hold a physical meeting with the appropriate social distancing measures in place.

In accordance with section 110D(1) of the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting (**NOM**) (other than to shareholders who have made a valid election to receive documents in hard copy only). Instead, a copy of the NOM is available electronically on the Company's website at https://alchemyresources.com.au/investor-centre/asx-announcements/ or alternatively on the ASX website by at https://www2.asx.com.au/ searching under the Company's ASX code "ALY".

You may vote by attending the Meeting in person (or by attorney), by proxy or by appointing a corporate representative. The Company strongly encourages shareholders to submit their proxy appointment and voting instructions prior to the meeting in person, by post, electronically via the internet (https://investor.automic.com.au/#/loginsah) or by facsimile.

Your proxy voting instruction must be received by 9.30am (AWST) on Sunday, 27 November 2022, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting. Instructions for how to lodge the proxy form are set out in the NOM.

Circumstances relating to COVID-19 may change and accordingly, the Company may need to make alternative arrangements to the way in which the Meeting is held. If this occurs, the Company will update Shareholders if such circumstances will impact planning or the arrangements for the Meeting by way of an announcement on the ASX and the details will also be made available on our website at http://www.alchemyresources.com.au.

The NOM is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the NOM, please contact the Company Secretary by telephone on +61 8 6245 2050.

The Company encourages shareholders to provide an email address so we can communicate with you electronically for items such as notices of meeting and annual reports. Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review or update your communication preferences, please visit the Company's share registry website at https://investor.automic.com.au/#/home, or call 1300 288 664 or +61 2 9698 5414.

Yours sincerely

Lindsay Dudfield

Chair

ALCHEMY RESOURCES LIMITED

ACN 124 444 122

NOTICE OF ANNUAL GENERAL MEETING

TIME: 9.30am (WST)

DATE: 29 November 2022

PLACE: BDO Audit (WA) Pty Ltd

Level 9

Mia Yellagonga Tower 2

5 Spring Street Perth WA 6000

YOUR ANNUAL REPORT IS AVAILABLE ONLINE AT:

www.alchemyresources.com.au

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Annual General Meeting, please do not hesitate to contact the Company Secretary on (08) 6245 2050.

CONTENTS

Notice of Annual General Meeting (setting out the proposed Resolutions)	3
Explanatory Statement (explaining the proposed Resolutions)	7
Glossary	15
Schedule 1 – Summary of Employee Incentive Securities Plan	
Schedule 2 – Terms and Conditions of Director Incentive Options	31
Schedule 3 – Value of Director Incentive Options	33
Schedule 4 – Terms of Joint Lead Manager Options	34

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Alchemy Resources Limited to which this Notice of Meeting relates will be held at 9.30am (WST) on Tuesday, 29 November 2022 at BDO Audit (WA) Pty Ltd, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6000.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

HOW TO VOTE

Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote;
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions online, in person, by post, or by facsimile; or
- lodging their proxy and voting online at https://investor.automic.com.au/#/loginsah by following the instructions set out on the attached Proxy Form.

VOTING IN PERSON

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the Meeting.

VOTING BY A CORPORATION

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Shareholders can download and fill out the "Appointment of Corporate Representative" form from the website of the Company's share registry at: https://www.automicgroup.com.au/app/uploads/2019/08/Appointment-of-Corporate-Representative.pdf.

VOTING BY PROXY

A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.

The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).

A proxy need not be a Shareholder.

The proxy can be either an individual or a body corporate.

If a proxy votes, they must cast all directed proxies as directed.

If a proxy does not vote on a resolution which has been directed by the Shareholder, the proxy for that resolution will automatically default to the Chair, who will vote the proxy as directed.

If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1, Resolution 6 and Resolutions 9(a)(b) and (c).

Should any resolution, other than those specified in this Notice of Meeting, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

If a proxy has 2 or more appointments that specify different ways to vote on a resolution then the proxy must not vote on a show of hands.

Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chair as their proxy to vote on their behalf.

If a proxy form is returned but the nominated proxy does not attend the meeting, the Chair will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair, the Company Secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice of Meeting, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed resolutions.

LODGEMENT OF PROXY FORMS

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

Online:

Use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah or scan the QR code on your Proxy Form.

By Mail:

Automic GPO Box 5193 Sydney NSW 2001

In Person:

Automic Level 5, 126 Phillip Street Sydney NSW 2000

By Email:

meetings@automicgroup.com.au

By Fax:

+61 2 8583 3040

so that it is received not later than 9.30am (WST) on Sunday 27 November 2022.

Proxy Forms received after this time will be invalid.

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 4.00pm WST on 27 November 2022.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Alchemy Resources Limited will be held at BDO Audit (WA) Pty Ltd, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6000 at 9.30am (WST) on Tuesday, 29 November 2022 (Meeting).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

1. ORDINARY BUSINESS

Financial Statements and Reports

To receive and 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.

2. RESOLUTION 1: ADOPTION OF THE REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's Annual Report for the year ended 30 June 2022 be adopted."

The Remuneration Report is contained in the Directors' Report in the Company's Annual Report for the year ended 30 June 2022.

Note: Whilst the Corporations Act requires the Remuneration Report to be put to the vote, the vote on this Resolution is advisory only and does not bind the Directors of the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this Resolution.

Voting Prohibition Statement: A vote on this resolution must not be cast on this Resolution (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 person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter 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 of the meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) 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 for the Company.

3. RESOLUTION 2: RE-ELECTION OF DIRECTOR – ANTHONY HO

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, Anthony Ho, being a Director of the Company who retires in accordance with clause 7.2 of the Company's Constitution and, being eligible, offers himself for election, be re-elected a Director of the Company."

4. RESOLUTION 3: RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 132,961,438 Placement Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person who participated in the issue, or a counterparty to the agreement being approved (namely Placement Participants); or
- (b) any associates of that person or those persons.

However, this does not apply to a vote cast in favour of the 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; or
- (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.

5. RESOLUTION 4: RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1A

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 87,038,562 Placement Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1A, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person who participated in the issue, or a counterparty to the agreement being approved (namely, Placement Participants), or
- (b) any associates of that person or those persons.

However, this does not apply to a vote cast in favour of the 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; or
- (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.

6. RESOLUTION 5: APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, for the purpose and on the terms set out in the Explanatory Statement."

7. RESOLUTION 6: APPROVAL OF EMPLOYEE SECURITIES INCENTIVE PLAN

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.2 Exception 13(b) and for all other purposes, Shareholders approve:

- (a) the establishment of a new employee securities incentive plan, to be called "ALY Employee Securities Incentive Plan" (Plan); and
- (b) the issue of up to 58,500,000 securities under the Plan,

in accordance with the terms of the Plan described in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who is eligible to participate in the employee incentive scheme; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the 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; or
- (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) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) 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 for the Company.

Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) The Proxy is either:
 - (i) A member of the Key Management Personnel; or
 - (ii) A Closely Related Party of such a member; and
- (b) The appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) The proxy is the Chair;
- (b) The appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

8. RESOLUTION 7 – AMENDMENTS TO CONSTITUTION

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

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes approval is given for the Company to amend its Constitution in the manner set out in the Explanatory Statement with effect from close of the Meeting."

RESOLUTION 8 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

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

"That the proportional takeover provisions in Schedule 5 of the Company's Constitution, be renewed for a period of three (3) years commencing on the day this resolution is passed."

10. RESOLUTION 9 (A), (B) AND (C) – APPROVAL TO ISSUE INCENTIVE OPTIONS TO DIRECTORS UNDER NEW EMPLOYEE INCENTIVE PLAN

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

"That, subject to the passing of Resolution 6, for the purposes of section 195(4) and section 208 of the Corporations Act and ASX Listing Rule 10.14, and for all other purpose, approval is given for the Company to issue:

- (a) 2,000,000 Director Incentive Options to Lindsay Dudfield (and/or his nominees);
- (b) 2,000,000 Director Incentive Options to Liza Carpene (and/or her nominees); and
- (c) 2,000,000 Director Incentive Options to Anthony Ho (and/or his nominees);

on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of *Resolutions 9(a, 9(b) and 9(c)) by or on behalf of:*

(a) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or

(b) an Associate of that person or those persons;

However, this does not apply to a vote case in favour of the Resolution by:

- (a) a person as a 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.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 9 Excluded Party). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 9 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

11. RESOLUTION 10 - RATIFICATION OF PRIOR ISSUE OF JOINT LEAD MANAGER OPTIONS – LISTING RULE 7.1

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Options issued to the Joint Lead Managers pursuant to the Company's placement capacity under Listing Rule 7.1, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person who participates in the issue or is a counterparty to the agreement being approved (namely, the Joint Lead Managers); or
- (b) any Associate of that person or those persons.

However, this does not apply to a vote case in favour of the Resolution by:

- (d) a person as a 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;
- (e) 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
- f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (iii) 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
 - (iv) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

DATED: 28 OCTOBER 2022 BY ORDER OF THE BOARD

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of Alchemy Resources Limited (**Alchemy** or the **Company**).

Certain abbreviations and other defined terms are used throughout this Explanatory Statement. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Statement.

1. FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Company to lay its Financial Report, Directors' Report and Auditor's Report for the last financial year before the Annual General Meeting (**AGM**).

No resolution is required for this item, but Shareholders will be given a reasonable opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's Auditor will also be present at the meeting and Shareholders will be given the opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the Auditor.

In addition to taking questions at the Meeting, written questions to the Company's auditor about:

- (a) the content of the auditor's report to be considered at the Meeting; and
- (b) the conduct of the audit of the annual financial report to be considered at the Meeting,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

The Company's 2022 Annual Report is available on the Company's website at www.alchemyresources.com.au.

2. RESOLUTION 1: ADOPTION OF THE REMUNERATION REPORT

2.1 Introduction

In accordance with section 250R(2) of the Corporations Act, the Company is required to put a resolution at its AGM to its Shareholders that the Remuneration Report be adopted.

The Directors' Report for the year ended 30 June 2022 contains a Remuneration Report which explains the Board's policies in relation to the nature and level of remuneration paid to Key Management Personnel (including Directors), and sets out remuneration details, service agreements and the details of any share-based compensation.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (the Spill Resolution) that a further meeting (the Spill Meeting) be held within 90 days at which all of the Company's Directors who were directors of the Company when the resolution to make the directors' report considered at the second of those annual general meetings was passed (other than the Managing Director) must go up for re-election.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. A reasonable opportunity will be provided for Shareholders to ask questions about, or make comments on, the Remuneration Report at the Annual General Meeting.

2.2 Voting on the Remuneration Report

Pursuant to the Corporations Act, if you elect to appoint a member of Key Management Personnel whose remuneration details are included in the Remuneration Report (other than the Chair) or any Closely Related Party of that member as your proxy to vote on the Remuneration Report, you must direct the proxy how they are to vote. Where you do not direct a member of Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report or Closely Related Party of that member

on how to vote on the Remuneration Report, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution.

The above note on voting does not apply if the voter is the Chair of the meeting and the undirected proxy expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

3. RESOLUTION 2: RE-ELECTION OF DIRECTOR – ANTHONY HO

3.1 General

Clause 7.2(a) of the Company's Constitution requires that a Director must not hold office, without re-election, past the third annual general meeting following the Director's appointment or last re-election, or for more than three years, whichever is longer. This does not apply to a Managing Director.

A Director who retires by rotation under clause 7.2(a)of the Constitution is eligible for re-election under clause 7.2(b)(iii).

Mr Anthony Ho, who has been a director of the Company since 25 November 2011 and was last elected by Shareholders on 22 November 2019, retires in accordance with clause 7.2(a) of the Constitution and being eligible, seeks re-election.

3.2 Qualifications and other material directorships

Mr Ho is a Chartered Accountant and a partner in a consulting practice focused principally on corporate and financial services to listed companies. He has significant experience in the resource industry, having served as director and secretary of companies listed on the ASX. He is currently a Non-Executive Director of Australian Agricultural Projects Limited and Mustera Property Group Limited.

3.3 Independence

If re-elected, the Board considers Mr Ho will be an independent director.

3.4 Directors' Recommendation

The Directors unanimously support the re-election of Mr Ho as a Director of the Company (with Mr Ho abstaining) and recommend that Shareholders vote in favour of this Resolution.

The Chair intends to exercise all available proxies in favour of this Resolution, unless the Shareholder has expressly indicated a different voting intention.

4. RESOLUTIONS 3 AND 4: RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULES 7.1 AND 7.1A

4.1 General

On 11 October 2022, the Company announced a placement of 220,000,000 ordinary fully paid shares (Placement Shares) to be issued at a price of \$0.025 (Placement).

Discovery Capital Partners Pty Ltd and Canaccord Genuity Australia Pty Ltd acted as joint lead managers to the Placement.

The maximum number of the Placement Shares to be issued without prior Shareholder approval from its 15% annual placement capacity under ASX Listing Rule 7.1 was 132,961,438. The remaining 87,038,562 Placement Shares were to be issued from the Company's additional 10% placement capacity under ASX Listing Rule 7.1A as approved by Shareholders at the previous annual general meeting on 18 November 2021. The issue of the Placement Shares occurred on 17 October 2022.

The issue price of all Placement Shares, whether issued using the placement capacity under Listing Rule 7.1 or the additional placement capacity under Listing Rule 7.1A, was the same, being \$0.025. As some of the Placement Shares were issued using the additional placement capacity under Listing Rule 7.1A, the issue price was required not to be lower than 75% of the 15 day VWAP prevailing at the time of the agreement to issue the Placement Shares, in accordance with Listing Rule7.1A.3. The issue price of the Placement Shares complied with this requirement.

Listing Rule 7.1

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.

Listing Rule 7.1A

ASX Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1. Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

As noted above, the Company obtained Shareholder approval to have this additional 10% placement capacity under Listing Rule 7.1A at the 2021 AGM. That approval expires at this year's AGM. (The Company is seeking Shareholder approval to have the additional 10% placement capacity under Listing Rule 7.1A for the coming year under Resolution 5.)

Placement Shares – number issued using placement capacity under Listing Rule 7.1

The issue of the abovementioned 132,961,438 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it effectively uses up 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 issue date.

Placement Shares-number issued using additional placement capacity under Listing Rule 7.1A

The issue of the abovementioned 87,038,562 Placement Shares also does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders it effectively uses up part of the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1A for the 12 month period following the issue date.

Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of, or an agreement to issue, 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 Listing 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 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 132,961,438 of the Placement Shares. By ratifying this issue, the base figure (i.e. variable "A" in the formulas in ASX Listing Rules 7.1 and 7.1A) in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

If this Resolution is passed, the 132,961,438 Placement Shares issued will be excluded in calculating the Company's 15% in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue under that Rule without Shareholder approval over the 12 month period following the issue date.

If this Resolution is not passed, the 132,961,438 Placement Shares issued 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 date.

Similarly, Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 87,038,562 of the Placement Shares to be issued using the Company's additional placement capacity under Listing Rule 7.1A. By ratifying this issue, the base figure (i.e. variable "A" in the formulas in ASX Listing Rules 7.1 and 7.1A) in which the Company's 15% and 10% annual placement capacities are calculated will be a higher

number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

If this Resolution is passed, the 87,038,562 Placement Shares issued will be excluded in calculating the Company's 10% additional placement capacity in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue under that Rule without Shareholder approval over the 12 month period following the issue date (assuming shareholders approve the renewal of the Listing Rule 7.1A capacity under Resolution 5).

If this Resolution is not passed, the 87,038,562 Placement Shares issued will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date of those securities.

4.2 Resolutions 3 and 4 – Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the Placement Shares:

- a) the number of Placement Share issued was 220,000,000 Shares being:
 - (i) 132,961,438 Shares issued under Listing Rule 7.1 (Resolution 3); and
 - (ii) 87,038,562 Shares issued under Listing Rule 7.1A (Resolution 4);
- b) the Placement Shares were issued on 17 October 2022);
- c) the issue price of the Placement Shares is \$0.025 per Share;
- d) the Placement Shares are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- e) the Placement Shares were issued to sophisticated and professional investors identified by the joint lead managers, Canaccord Genuity (Australia) Limited and Discovery Capital Partners Limited. None of the parties participating in the Placement is a related party of the Company, or a person whose identity would be deemed to be material in terms of the criteria set out in ASX Listing Rules Guidance Note 21 (being a member of Key Management Personnel, a substantial shareholder of the Company, an adviser to the Company, or any of their respective associates, who will receive a number of Placement Shares equal to or greater than 1% of the Company's current issued capital);
- f) the funds raised will be used to fund:
 - (i) Reverse Circulation (RC) drilling, Aircore drilling and soil sampling at the Karonie Lithium and Gold Projects;
 - (ii) Exploration programs at the Lake Rebecca Project targeting Lithium and Gold;
 - (iii) Diamond drilling and RC drilling at the Overflow and Yellow Mountain Gold/Base Metals Projects in the Cobar Basin, New South Wales to test for extensions to existing mineralisation; and
 - (iv) corporate costs and general working capital requirements;
- g) the Placement Shares were not issued pursuant to any agreement; and
- h) a voting exclusion statement in respect of each of Resolutions 3 and 4 is included in the Notice.

4.3 Directors' Recommendation

The Directors unanimously support Resolutions 3 and 4 and recommend that Shareholders vote in favour of the Resolution.

The Chair intends to exercise all available proxies in favour of this Resolution, unless the Shareholder has expressly indicated a different voting intention.

5. RESOLUTION 5: APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

5.1 General

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.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to have an additional separate 10% placement capacity

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes as at the date of this Notice.

This Resolution seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without shareholder approval (10% Placement Facility).

If this Resolution is passed, the Company will be able to issue Equity Securities up to the additional 10% limit in Listing Rule 7.1A without any further shareholder approval.

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

Only securities in an existing quoted class of Equity Securities can be issued using the 10% Placement Facility. As at the date of the Notice, the only quoted class of Equity Securities that the Company has on issue is the Shares (ASX trading code: ALY).

The Board considers it is in the Company's best interests to have the opportunity to take advantage of the flexibility to issue additional securities provided under ASX Listing Rule 7.1A. As at the date of this Notice, no decision has been made by the Board to undertake any issue of securities under the 10% Placement Facility if Shareholders approve this Resolution.

Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the period of the approval, a number of Equity Securities calculated in accordance with the following formula:

 $(A \times D) - E$

Where:

'A' is the number of Shares on issue 12 months immediately preceding the date of issue or agreement ("relevant period"):

- (B) plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (C) plus the number of Shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (D) plus the number of Shares issued in the relevant period under an agreement to issue Shares within Listing Rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the relevant period; or
 - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (E) plus the number of any other Shares issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;
- (F) plus the number of partly paid Shares that became fully paid in the relevant period;
- (G) less the number of Shares cancelled in the relevant period.
- 'D' is 10%
- E' is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

5.2 Technical information required by Listing Rule 7.3A

a) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained:
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

b) Minimum Issue Price

Any Equity Securities issued under Listing Rule 7.1A must be in an existing class of quoted Equity Securities and issued for a cash consideration per security that is not less than 75% of the VWAP of Equity Securities in the same 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 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

c) Purposes of funds raised

The Company intends to use any funds raised from the issue of any Equity Securities issued under Listing Rule 7.1A towards:

- (i) general working capital;
- (ii) activities on its current projects, including exploration, sampling and drilling on the Karonie and Lake Rebecca gold and lithium Projects in Western Australia, and the Overflow and Yellow Mountain Gold-Base Metal projects in New South Wales; or
- (iii) the acquisition of new assets and/or investments (including any expenses associated with such an acquisition).

d) Statement of risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, there is a risk of the economic and voting dilution of existing Shareholders' including the risks that:

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

The table below shows the dilution of existing Shareholders on the basis of the market price of Shares as at 6 October 2022, and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 6 October 2022 (being \$0.033, the closing price on that date).

		Dilution		
Variable "A" in		\$0.017	\$0.033	\$0.066
Listing Rule 7.1A		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
Current Variable A	10% voting dilution	117,307,626 Shares	117,307,626 Shares	117,307,626 Shares
1,173,076,256 Shares	Funds raised	\$1,935,576	\$3,871,152	\$7,742,303
50% increase in current variable A	10% voting dilution	175,961,438 Shares	175,961,438 Shares	175,961,438 Shares
1,759,614,384 Shares	Funds raised	\$2,903,364	\$5,806,727	\$11,613,455
100% increase in current variable A	10% voting dilution	234,615,251 Shares	234,615,251 Shares	234,615,251 Shares
2,346,152,512 Shares	Funds raised	\$3,871,152	\$7,742,303	\$15,484,607

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Options are exercised into Shares before the date of the issue of the Equity Securities.
- (iii) 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%.
- (iv) The table shows only the effect of issue of Equity Securities under the 10% Placement Facility under Listing Rule 7.1A, not the issue of any Equity Securities under the 15% placement capacity under Listing Rule 7.1 or with shareholder approval under that Rule.
- (v) The issue price is \$0.033 being the closing price of the Shares on ASX on 6 October 2022.
- vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- e) Allocation Policy for issues under Listing Rule 7.1A

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The Company has not as at the date of this Notice formed any intentions in relation to parties who may be invited to participate in any issues that may be made under the 10% Placement Facility, but they may include existing substantial Shareholders and/or new Shareholders, provided that they are not related parties or associates of a related party of the Company.

f) Previous issues under the 10% Placement Facility

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its 2021 annual general meeting (Previous Approval). The Company has issued 87,038,562 Equity Securities under Listing Rule 7.1A.2 under the Previous Approval, being the component of the Placement Shares to be issued under the Previous Approval and which is the subject of Resolution 4. This represents approximately 10.36% of the total number of Equity Securities on issue at the time of the Previous Approval. Details of that issue of Equity Securities by the Company are as follows:

Date of issue:	17 October 2022
Number of Equity Securities issued:	87,038,562
Class of Equity Security:	Fully paid ordinary shares
Summary of the terms of the class of Equity Security:	The Shares will rank equally in all respects with existing fully paid ordinary shares of the Company.

Names of persons to whom the Equity Securities were issued or the basis on which those persons were determined:	The Shares are to be issued to sophisticated and professional investors. Refer to Section 4.2.
Price at which the Equity Securities were issued:	\$0.025 per Share
Discount of price to closing market price (if any):	Nil discount to the closing market price as at the date of issue.
Total cash consideration received:	\$2,175,964 (before costs)
Amount of cash consideration spent and its use:	As at the date of this Notice, none of the cash consideration has been spent as the issue has not yet been completed
Amount of cash consideration remaining:	\$2,175,964
Intended use of remaining cash consideration:	The Shares are to be issued as part of the Placement. The uses of the funds raised under the Placement are set out at Section 4.2.

g) At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under the 10% Placement Facility and accordingly there is no voting exclusion statement in respect of this Resolution in the Notice.

5.3 Directors' Recommendation

The Directors unanimously support this Resolution and recommend that Shareholders vote in favour of the Resolution.

The Chair intends to exercise all available proxies in favour of this Resolution, unless the Shareholder has expressly indicated a different voting intention.

6. RESOLUTION 6: APPROVAL OF EMPLOYEE SECURITIES INCENTIVE PLAN

6.1 General

The Company considers that it is desirable to adopt a new employee incentive scheme to be called the "ALY Employee Securities Incentive Plan" (Plan).

The Plan is intended to provide an opportunity to eligible participants to participate in the Company's future. Further, the Plan acts as a mechanism to ensure the interests of Shareholders and the management and employees of the Company are aligned.

Resolution 6 seeks Shareholder approval for the adoption of the Plan in accordance with Listing Rule 7.2, exception 13(b).

A summary of the Plan is set out in Schedule 1.

The Plan incorporates recent amendments to the Corporations Act for employee share schemes (New Legislation).

6.2 Summary of New Legislation

The *Treasury Laws Amendment (Cost of Living Support and Other Measures) Act 2022* (Cth) introduced a new Division 1A into Part 7.12 of the Corporations Act in relation to employee share schemes (New Rules). The legislation came into effect on 1 October 2022.

The New Rules will eventually replace the existing ASIC Class Order [CO 14/1000] and ASIC Class Order [CO 14/1001] (together, the Class Orders).

A summary of the key changes applicable to the Company under the New Rules are set out below.

a) Expanded eligibility

Class Order relief is only available for issues to directors, full time and part time employees and casual employees or contractors that are 40% or more full time equivalent.

Under the New Rules, an offer may only be made to specified "primary participants" (being directors, employees and service providers, with no minimum requirements of hours of service provided) or certain related persons of a primary participant (including a spouse, parent, child or sibling of the primary participant; controlled bodies corporate of the primary participant or bodies corporate that are trustees of the primary participant's self-managed superannuation fund).

b) Issue cap

The Class Orders provide for an issue cap of 5% of a listed entity's fully paid shares over a rolling period of three (3) years (irrespective of whether monetary consideration is required).

Under the New Rules, there is no cap on issues made for no monetary consideration. Caps only apply to issues made for monetary consideration (being the cap set out in the company's constitution or if there is no such cap in the constitution, then 5% for listed entities unless a higher cap is specified in the relevant regulations (if any)).

Further, offers of eligible interests to participants under an employee securities incentive plan which would not ordinarily require disclosure, such as offers to senior managers or small-scale offerings, are not required to comply with the issue cap.

c) Disclosure requirements

The Class Order does not distinguish between offers for monetary consideration and those without, with the same disclosure requirements for both offers.

Under the New Rules, offers made for no monetary consideration do not have any specific disclosure requirements. In the case of offers made for monetary consideration, an offer document is required (with specific disclosure requirements) and participants cannot acquire their interests until 14 days after receiving the necessary offer disclosure from the entity.

d) Quotation and suspension requirements

Class Order relief is only available where an entity meets the minimum quotation period of three (3) months prior to making an offer of eligible interests. In addition, relief is prohibited if an entity is suspended from quotation for over 5 days in the preceding 12-month period.

Under the New Rules, listed entities can offer eligible interests without first meeting any minimum quotation period, and regardless of any suspensions to the trading of securities.

e) On-sale relief

The Class Order provides relief from the on-sale provisions for securities issued under the Class Order.

Pursuant to the New Rules, listed entities must issue a cleansing notice to ensure that any Shares issued (including following the exercise of any options and performance rights) may be on-sold within 12 months of issue.

f) Criminal offences

A number of new offences created under the New Rules, including misleading and deceptive statement offences and offences relating to holding participants' money. In addition, regulatory relief can be revoked if any of the below are breached:

- (i) compliance with the monetary cap;
- (ii) compliance with the issue cap; and
- (iii) providing disclosure documents at the required time.

6.3 Regulatory requirements and Listing Rules 7.1 and 7.2, exception 13(b)

Shareholder approval is not required under the Corporations Act or the Listing Rules for the operation of the Plan. However, Shareholder approval is being sought to allow the Company to rely on an exception to the calculation of the Listing Rules 7.1 and 7.1A on the number of securities that may be issued without Shareholder Approval. Listing Rule 7.2 exception 13(b) provides that Listing Rules 7.1 and 7.1A do not apply to an issue of securities under an employee incentive scheme that has been approved by Shareholders, where the issue of securities is within three (3) years from that date of Shareholder approval of the issue of securities under the employee incentive scheme.

The Plan participation is limited to Directors, employees and service providers of the Company. If an issue is to be made to Directors, then separate Shareholder approval will need to be obtained.

A summary of the key terms of the Plan is set out in Schedule 1.

As this is a new plan being put to Shareholders, no securities have been issued under it to date.

A maximum of 58,500,000 securities would be available to be issued under the Plan if approved by Shareholders, determined as 4.99% of the ordinary shares on issue at 17 October 2022. The maximum number is not intended to be a prediction of the actual number of securities to be granted under the Plan, but simply a ceiling for the purpose of Listing Rule 7.2 exception 13(b).

The passing of Resolution 6 will allow the Company to issue securities for the benefit of participants of the Plan whilst preserving the Company's placement limits for issuing securities and provide flexibility in the manner in which the Plan is managed.

If Resolution 6 is not passed, the Company may still issue securities to key personnel other than Directors on the terms as set out in Schedule 1, however those securities will count towards the Company's 15% placement capacity under Listing Rule 7.1.

6.4 Voting Exclusion Statement

A Voting Exclusion applies to this Resolution.

6.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 6. The Chair intends to vote all undirected Proxies in favour of Resolution 6.

7. RESOLUTION 7 – AMENDMENTS TO CONSTITUTION

7.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

Resolution 7 is a special resolution which will enable the Company to amend its Constitution to incorporate amendments to the Corporations Act since the current Constitution was adopted.

A summary of the proposed material changes is set out below.

A copy of the amended Constitution is available for review by Shareholders at the Company's website https://alchemyresources.com.au/corporate/corporate-governance/ and at the office of the Company.

A copy of the amended Constitution can also be sent to Shareholders upon request to the Company Secretary by sending an email to <u>carly@alchemyresources.com.au</u>. Shareholders are invited to contact the Company if they have any queries or concerns.

7.2 Summary of material proposed changes

a) Notice (clause 5.2(b))

The Corporations Amendment (Meetings and Documents) Act 2022 (Cth) permits a notice of meeting and any other information provided with that notice to be communicated using technology. For example, an entity may send its shareholders an email setting out or attaching a notice of meeting and other material relating to that notice of meeting (for example, a proxy form). Alternatively, an entity may send an email to its shareholders with a link to where the notice and other materials can be viewed or downloaded. In circumstances where the entity does not have the email address for certain shareholders, the entity may send a letter or postcard setting out a URL for viewing or downloading the notice and other materials.

Shareholders may elect to receive documents in a physical form or electronically and the Company must provide that member with the documents in the form based on the shareholder's election (unless it falls under ASIC's emergency power to grant relief).

The amended Constitution makes it clear at clause 5.2(b), that unless the applicable law otherwise provides, a notice of meeting and proxy form do not need to be provided physically in writing, and that the Company may provide a notice of meeting and proxy form to Shareholders electronically.

b) Meeting at more than one place (clause 5.3)

The amended Constitution includes a provision at clause 5.3 to expressly permit the Company to hold 'hybrid meetings' – that being meetings which are held partly in person and partly by virtual technology. The amended Constitution allows Shareholders to elect how they wish to attend hybrid meetings.

c) Virtual Meetings (clause 5.4)

The recent updates to the Corporations Act, (by way of the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth)), provides that a company may use technology to allow Shareholders to attend general meetings virtually if a wholly virtual meeting is expressly permitted in the company's constitution.

The amended Constitution includes a provision which allows a meeting of Shareholders to be held by virtual means only, which provides greater flexibility or the Company and Shareholders. Any technology used at a general meeting must give Shareholders as a whole a reasonable opportunity to participate in the meeting.

d) Joint Holders (clause 2.5)

Further proposed amendments to the Constitution are aimed at addressing the changes to the ASX CHESS System which was originally due to be replaced in April 2023 but has since been delayed to a date to be announced by the ASX (CHESS Replacement). As part of the CHESS Replacement, the new system will permit companies to register up to four joint holders per share, whereas currently the system only permits up to three joint holders.

Despite this systematic change, ASX has not proposed any change to the ASX Settlement Operating Rules (ASXSOR) in this regard. Pursuant to the ASXSOR, a participant must not establish a joint holding with more than three holders unless permitted by an issuer's constitution.

The Company seeks to update clause 2.5 of the Constitution to permit the Company to register the maximum number of joint holders permitted under the ASX Settlement Operating Rules. This will ensure that the Company's Constitution will enable the maximum number of joint holders to be registered once the CHESS Replacement occurs.

8. RESOLUTION 8: RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

8.1 General

Paragraphs 1 to 5 of Schedule 5 of the Constitution provide that the Company must not register a transfer of shares which would give effect to a contract, resulting from the acceptance of an offer made under a proportional takeover bid unless shareholders, in a general meeting, approve the offer.

Under section 648G of the Corporations Act and paragraph 6 of Schedule 5 of the Constitution, paragraphs 1 to 5 of Schedule 5 cease to have effect on the date that is three (3) years after the later of their adoption or renewal.

Resolution 8 seeks to reinstate the provisions of paragraphs 1 to 5 of Schedule 5 of the Constitution for three (3) years from the date of approval of this Resolution 8.

The Directors consider that it is in the interests of Shareholders for the Company to include a proportional takeover rule and approval is therefore being sought to renew paragraphs 1 to 5 of the Schedule 5 of the Constitution.

A copy of the Constitution is available on the Company's website at [insert].

8.2 What is a Proportional Takeover Bid

In a proportional takeover bid, the bidder offers to buy a proportion only of each shareholder's shares in the target company.

8.3 Information required by Section 648G of the Corporations Act

Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- b) assisting in preventing Shareholders from being locked in as a minority;
- c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- a) proportional takeover bids may be discouraged;
- b) lost opportunity to sell a portion of their Shares at a premium; and
- c) the likelihood of a proportional takeover bid succeeding may be reduced.

8.4 Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provisions in the Constitution are in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 8.

9. RESOLUTION 9 (A), (B) AND (C) – APPROVAL TO ISSUE INCENTIVE OPTIONS TO DIRECTORS

9.1 General

The Company has agreed, subject to obtaining Shareholder approval and to the adoption of the Plan (refer to Resolution 6), to issue of a total of 6,000,000 Options (Director Incentive Options) to be issued equally to each of Lindsay Dudfield, Liza Carpene and Anthony Ho (Directors) in accordance with section 208 of the Corporations Act and Listing Rule 10.14.

The Director Incentive Options are being issued to incentivise and reward the Directors of the Company.

9.2 Section 195(4) of the Corporations Act

Each of the Directors have a material personal interest in the outcome of Resolutions 9(a) to 9(c) (as applicable to each Director) by virtue of the fact that Resolutions 9(a) to 9(c) are concerned with the issue of Director Incentive Options to Directors. Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered. In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions. The Directors have accordingly exercised their right under section 195(4) of the Corporations act to put the issue to Shareholders to determine.

9.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party of that public company unless one of a number of exceptions applies.

A "financial benefit" is defined in the Corporations Act in broad terms and includes the issue of securities. For the purpose of the General Meeting, a related party includes a director of the Company.

For the purposes of Chapter 2E of the Corporations Act, the Directors are related parties of the Company by virtue of the fact that they are Directors of the Company.

Section 208 of the Corporations Act provides that for a public company, or an entity that a public company controls, to give a financial benefit to a related third party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

Given that all Directors have a material personal interest, the Directors cannot form a quorum to determine whether the giving of the financial benefit falls within an exception set out in Section 210 to 216 of the Corporations Act. Shareholder approval is therefore also sought for the purpose of Chapter 2E of the Corporations Act.

9.4 ASX Listing Rule 14.1A

If Resolutions 9(a) to 9(c) are passed, the Company will be able to proceed with issuing 6,000,000 Director Incentive Options. This will occur within one (1) month after the date of the Meeting (or such later date as permitted by an ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Incentive Options (because approval is being obtained under Listing Rule 10.11), the issue of the Director Incentive Options will not use up any of the Company's 15% placement capacity under Listing Rule 7.1.

If Resolutions 9(a) to 9(c) are not passed, the Company will not be able to proceed with the issue of the 6,000,000 Director Incentive Options to the Directors and the Company may consider alternative forms of remuneration in lieu of such issue.

9.5 ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

9.6 Technical Information required by Listing Rule 10.15 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.15 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 9(a) to 9(c):

- a) the Director Incentive Options will be issued to each of the existing Directors of the Company being Lindsay Dudfield, Liza Carpene and Anthony Ho (and/or their nominees);
- b) each of Lindsay Dudfield, Liza Carpene and Anthony Ho fall within the category of Listing Rule 10.14.1 by virtue of being Directors of the Company;
- c) the total number of Director Incentive Options to be issued to the Directors is 6,000,000 Director Incentive Options comprising:
 - (i) 2,000,000 Director Incentive Options to be issued to Lindsay Dudfield, (and/or his nominee);
 - (ii) 2,000,000 Director Incentive Options to be issued to Liza Carpene, (and/or her nominee);
 - (iii) 2,000,000 Director Incentive Options to be issued to Anthony Ho, (and/or his nominee);
- d) Director Incentive Options are exercisable at the greater of \$0.03 and 150% of the VWAP of the fully paid ordinary Shares of the Company on the 5 trading days prior to the date of Shareholder approval at the Meeting, vest 12 months from the issue date and expire three years from the issue date. Refer to Schedule 2 for the full terms of the Director Incentive Options
- e) the Director Incentive Options will be granted to the Directors no later than 3 years after the date of the meeting and it is anticipated the Director Incentive Options will be allocated on one date;
- f) the Director Incentive Options will be issued for nil cash consideration and accordingly no funds will be raised;
- g) the Director Incentive Options will be issued under the Plan, a summary of which is included in Schedule 1;
- h) the Director Incentive Options have the values shown in Schedule 3;
- i) the purpose of the issue is to incentivise the Directors;
- j) no loan will be made to the Directors in respect of the acquisition of the Director Incentive Options;
- k) the relevant interests of the Directors in securities of the Company as at the date of this Notice are:

Related Party	Shares	Options
Lindsay Dudfield	60,880,611	nil
Liza Carpene	2,916,666	nil
Anthony Ho	nil	nil

l) the remuneration from the Company to each Director and his associates for the prior financial year and the proposed remuneration for the current financial year are set out below:

Related Party	Current Financial Year (ending 30 June 2023) ¹	Prior Financial year (ending 30 June 2022) ¹
Lindsay Dudfield	\$20,000	\$20,000
Liza Carpene	\$20,000	\$20,000
Anthony Ho	\$20,000	\$19,998

Notes:

- m) if the Director Incentive Options granted to the Directors are exercised, a total of 6,000,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 1,173,076,256 to 1,179,076,256 (assuming that no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing shareholders would be diluted by an aggregate of 0.51%;
- n) the market price of Shares during the term of the Director Incentive Options would normally determine whether or not the Director Incentive Options are exercised. If, at any time any of the Director Incentive Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Director Incentive Options, there may be a perceived cost to the Company.

The trading history of the Shares on ASX in the twelve (12) months before the date of this Notice of General Meeting is set out below:

	Price	Date
Highest	\$0.038	28 April 2022 29 April 2022
Lowest	\$0.01	10 December 2021 13 December 2021
Last	\$0.027	12 October 2022

- o) If Lindsay Dudfield, Liza Carpene and Anthony Ho exercise all Director Incentive Options the subject of resolutions 9(a) to 9(c) and no other Shares were issued by the Company, they would hold 5.33%, 0.42% and 0.17%, respectively of the issued capital of the Company (including their current shareholding set out in section 9.6(k) above), on an undiluted basis;
- p) in respect of Resolutions 9(a) to 9(c):
 - (i) the primary purpose of the grant of the Director Incentive Options is to reward the Directors and to provide cost effective consideration to the Directors for their ongoing commitment and contribution to the Company in their respective roles as Directors, whilst allowing the Company to maintain cash reserves for acquisitions and operations. In addition, the Board considers the grant of the Director Incentive Options to the Directors to be reasonable, given the necessity to attract high calibre professionals to the Company whilst maintaining the Company's cash reserves;
 - (ii) the Board (other than in respect of the relevant Resolution that they have an interest in) considered the extensive experience and reputation of the relevant Director within the industry, the current

¹ Excluding superannuation

- market price of Shares and current market practices when determining the number and exercise price of the Director Incentive Options to be issued to the Directors; and
- (iii) the Board does not consider there are any significant opportunity costs to the Company in issuing the Director Incentive Options to the Directors.
- q) each Director has a material personal interest in the outcome of Resolutions 9(a) to (c) on the basis that all the Directors (or their nominee/s) are to be issued Director Incentive Options. For this reason, the Directors do not believe that it is appropriate to make recommendations on Resolution 9(a) to (c) of this Notice;
- r) details of any securities issued under the Plan will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14;
- s) any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule;
- t) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass these Resolutions; and
- u) a voting exclusion statement is included for Resolutions 9(a) to (c) of this Notice.

10. RESOLUTION 10 - RATIFICATION OF PRIOR ISSUE OF JOINT LEAD MANAGER OPTIONS - LISTING RULE 7.1

10.1 General

On 17 October 2022 the Company issued 10,000,000 Options in consideration for lead manager services (Joint Lead Manager Options) for a placement, provided by Canaccord Genuity (Australia) Limited (Canaccord) and Discovery Capital Partners Limited (Discovery) (together, Joint Lead Managers). The issue was made pursuant to the mandate between the Company and the Joint Lead Managers dated 7 July 2022 (Joint Lead Manager Mandate).

10.2 Summary of Joint Lead Manager Mandate

The key terms of the Joint Lead Manager Mandate are as follows:

- a) (Services): to act as joint lead managers, joint brokers and joint bookrunners to the Placement (Offer);
- b) (Term): the mandate is for an initial term of three (3) months and may be extended upon the mutual agreement of both the Company and the Joint Lead Managers;
- c) (Fees): the Company has agreed to pay the Joint Lead Managers the following for the Services provided:
 - (i) a capital raising fee of 4% of the gross proceeds under the Offer (Capital Raising Fee); and
 - (ii) a management fee of 2.0% of the gross proceeds raised under the Offer (Management Fee);
- d) (Option Fee): at the time of settlement of the Offer, the Company agrees to issue the Joint Lead Managers 10,000,000 options, exercisable at a 100% premium to the issue price on or before a date three years from the date of issue. The Option Fee will be split equally between the Joint Lead Managers
- e) (Termination): the mandate may be terminated at any time by the Joint Lead Managers by giving the Company 30 days' notice in writing. The Company may terminate the mandate in the event that the Joint Lead Managers have materially breached the mandate.

The Joint Lead Manager Mandate otherwise contains terms considered standard for an agreement of this nature.

10.3 ASX Listing Rules 7.1 And 7.4

A summary of ASX Listing Rules 7.1 and 7.4 are included at Section 4.1 above.

By ratifying the issue of the Joint Lead Manager Options, the subject of this Resolution 10, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

10.4 Technical Information Required by ASX Listing Rule 14.1A

If Resolution 10 is passed, the Joint Lead Manager 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 date.

If Resolution 10 is not passed, the Joint Lead Manager 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 months period following the issue date.

10.5 Technical Information Required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 10:

- a) the Joint Lead Manager Options were issued to the Joint Lead Managers, being Canaccord and Discovery (and/or its nominees), who are not related parties of the Company;
- b) 10,000,000 Joint Lead Manager Options were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1;
- c) the Joint Lead Manager Options were issued on the terms set out in Schedule 4;
- d) the Joint Lead Manager Options were issued on 17 October 2022;
- e) the Joint Lead Manager Options were issued for nil consideration;
- f) the purpose of the issue was to satisfy the Company's obligations to pay fees owed by the Company for services provided, pursuant to the Joint Lead Manager Mandate;
- g) the Joint Lead Manager Options were issued pursuant to the Joint Lead Manager Mandate. A summary of the material terms of the Joint Lead Manager Mandate is set out in Section 10.2 above; and
- h) a voting exclusion statement is included in Resolution 10 of this Notice.

The Directors of the Company believe Resolution 10 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution 10.

GLOSSARY

\$ means Australian dollars.

10% Placement Facility has the meaning given in Section 5.1.

10% Placement Period has the meaning given in Section 5.2.

AGM or Annual General Meeting means the meeting convened by the Notice of Meeting.

Annual Report means the Directors' Report, the Financial Report the and Auditor's Report, in respect to the year ended 30 June 2022.

ASIC means the Australian Securities and Investment Commission.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that the ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- e) a company the member controls; or
- f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means Alchemy Resources Limited (ACN 124 444 122).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Equity Securities has the meaning given in the ASX Listing Rules.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company (or of an entity within the consolidated group).

Meeting means the meeting convened by the Notice of Meeting.

Notice, Notice of Meeting or Notice of Annual General Meeting means this notice of Annual General Meeting including the Explanatory Statement.

Placement Shares has the meaning given in Section 4.1.

Proxy Form means the proxy form accompanying this Notice.

Remuneration Report means the remuneration report set out in the Director's Report.

Resolution means a resolution as set out in the Notice of Meeting, or any of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company, unless specified to the contrary.

Shareholder means a registered holder of a Share.

Trading Day or **Trading Days** has the meaning given in the ASX Listing Rules.

VWAP means volume weighted average price as defined in the ASX Listing Rules.

WST means Western Standard Time as observed in Perth, Western Australia.

A summary of the terms of the Plan is set out below:

- (a) (Eligible Participant): Eligible Participant means a person that:
 - (i) is an 'ESS participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company for an invitation made on or after 1 October 2022; and
 - (ii) has been determined by the Board to be eligible to participate in the Plan from time to time.
- (b) (Purpose): The purpose of the Plan is to:
 - (i) assist in the reward, retention and motivation of Eligible Participants;
 - (ii) link the reward of Eligible Participants to Shareholder value creation; and
 - (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
- (c) (Plan administration): The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion except to the extent that it prevents the Company relying on the deferred tax concessions under Subdivision B3A-C of the *Income Tax Assessment Act 1997* (Cth). The Board may delegate its powers and discretion.
- (d) (Eligibility, invitation and application): The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.
 - On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
- (e) (Grant of Securities): The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (f) (Terms of Convertible Securities): Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.
 - Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. Unless in 'Special Circumstances' (as defined in the Plan) with the consent of the Board, a Participant may not sell, assign, transfer, grant a security interest over, collateralise a margin loan against, utilise for the purposes of short selling, enter into a Derivative with reference to, or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
- (g) (Vesting of Convertible Securities): Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
- (h) (Exercise of Convertible Securities and cashless exercise): To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.
 - A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
- (i) (Cashless exercise of Convertible Securities): At the time of exercise of the Convertible Securities, subject to Board approval at that time, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those

Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

- (j) (Market Value) means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.
 - If the difference between the total exercise price otherwise payable for the Convertible Securities being exercised and the then Market Value of the Share at the time of exercise and the exercise price is zero or negative, then the Eligible Participant will not be entitled to use the cashless exercise facility.
- (k) (Delivery of Shares on exercise of Convertible Securities): As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
- (I) (Forfeiture of Convertible Securities): Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to yest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, acted negligently, acted in contravention of a Group policy or wilfully breached his or her duties to the Group, the Board will deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
- (m) (Change of control): If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- (n) (Rights attaching to Plan Shares): All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (Plan Shares) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
- (o) (Disposal restrictions on Plan Shares): If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
- (p) (Adjustment of Convertible Securities): If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

- Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.
- (q) (Participation in new issues): There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
- (r) (Compliance with Applicable Laws): Notwithstanding the Plan rules or any terms of a Security, no Security may be offered, granted, vested or exercised, and no Share may be issued or transferred, if to do so would contravene any applicable laws.

Where monetary consideration is payable by the Eligible Participant, and in respect to Convertible Securities where the Exercise Price on exercise of those Convertible Securities is greater than zero, the Company must reasonably believe when making an invitation:

- (i) the total number of Plan Shares that are, or are covered by the Securities that may be issued under an invitation; and
- (ii) the total number of Plan Shares that are, or are covered by the Securities that have been issued, or could have been issued in connection with the Plan in reliance on Division 1A of Part 7.12 of the Corporations Act at any time during the previous three (3) year period prior to the date the invitation is made,

does not exceed:

- (iii) if the Constitution specifies an issue cap percentage, that percentage; or
- (iv) if the Constitution does not specify an issue cap percentage, 5% (or such other maximum permitted under any Applicable Law),

of the total number of Shares on issue at the date of the invitation.

- (s) (Amendment of Plan): Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.
 - No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
- (t) (Plan duration): The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.
 - If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

(a) Entitlement

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

(b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Option is the greater of:

- (i) \$0.03; and
- (ii) 150% of the VWAP of the fully paid ordinary Shares of the Company on the 5 trading days prior to the date of Shareholder approval at the Meeting;

(Exercise Price).

(c) Expiry Date

Each Option will expire at 5:00 pm (WST) on the date that is the third (3) year anniversary of the issue date (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Vesting

The Options will vest and become exercisable into Shares 12 months from the date of issue.

(e) Exercise Period

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

(f) Quotation

The Company will not apply for quotation of the Options.

(g) 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.

(h) 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 in cleared funds (Exercise Date).

(i) Timing of issue of Shares on exercise

Following the Exercise Date and within the time period specified by the ASX Listing Rules, 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 (g)(ii) 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.

(j) Shares issued on exercise

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

(k) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in

a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(l) 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 the Options.

(m) Transferability

The Options may not be assigned, transferred, encumbered with a Security Interest in or over them, or otherwise disposed of by an Eligible Participant, unless such assignment or transfer occurs by force of law upon the death or total and permanent disablement of an Eligible Participant to the Eligible Participant's legal personal representative.

Schedule 3 – Value of Director Incentive Options

Pursuant to and in accordance with section 219 of the Corporations Act, the following information (in addition to the information provided in Section 9) is provided in relation to the issue of the Director Options the subject of Resolutions 9(a) to to 9(c):

- (a) the Director Options will be issued to each of the Directors specified in Section 9.6(c);
- (b) the nature of the financial benefit being provided is the Director Options. The quantity and terms of the Director Options are set out in Schedule 2;
- (c) each Director's interests in the Resolutions, and their reasons for not giving a recommendation on these Resolutions, is set out in Sections 9.2 and 9.3;
- (d) the value of the Director Options, based on a valuation completed by internal Company management using the Black & Scholes option model and based on the assumptions, is set out below.

Assumption	Director Options
Valuation Date	10 October 2022
Exercise price	Higher of \$0.03 and 150% of the 5day VWAP
Share price	\$0.033
Term (years)	3
Risk free interest rate	3.23%
Volatility (expected)	131.79%
Indicative Value (\$) (per Director Option)	\$0.0125
(rounded to fourth decimal place)	
Quantity	6,000,000
Value (\$) (Total)	\$74,910
Value (\$) (per Director)	
L Dudfield	\$24,970
L Carpene	\$24,970
А Но	\$24,970
Total Value	\$74,910

Schedule 4 – Terms of Joint Lead Manager Options

The rights attaching to the Options are regulated by the Constitution, the Corporations Act, the Listing Rules and the general law.

(a) Entitlement

Subject to the term (Adjustment for bonus issues), each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to the term (Reconstruction of capital), the amount payable upon exercise of each Option is \$0.05. (Exercise Price).

(c) Expiry Date

Each Option will expire at 5:00 pm (WST) on the date that is the third (3) year anniversary of the issue date (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) Quotation

The Company will not apply for quotation of the Options.

(f) 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.

(g) 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 in cleared funds (Exercise Date).

(h) Timing of issue of Shares on exercise

Following the Exercise Date and within the time period specified by the ASX Listing Rules, or if not applicable within 5 Business Days, 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, where the Shares to be issued on exercise of the Options are admitted to official quotation on ASX, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (Cleansing Notice), or, if the Company is unable to issue such a Cleansing 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 (Cleansing Prospectus); and
- (iii) if admitted to the official list of ASX at the time, subject to any restriction or escrow arrangements imposed by ASX, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a Cleansing Notice delivered under (h)(ii) 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 Cleansing 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.

(i) Shares issued on exercise

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

(j) Reconstruction of capital

In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the expiry date of the Options, all rights of the Option holder will be varied in accordance with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) 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 the Options.

(l) Change in exercise price

There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).

(m) Adjustment for bonus issues

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder of the Options had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Option exercise price.

(n) Transferability

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



Alchemy Resources Limited | ABN 17 124 444 122

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **9.30am (WST) on Sunday, 27 November 2022,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: https://investor.automic.com.au/#/home Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item 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 item 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 items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxu at

https://investor.automic.com.au/#/log insah

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic GPO Box 5193 Sydney NSW 2001

IN PERSON:

Automic Level 5, 126 Phillip Street Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: https://automicgroup.com.au/

PHONE: 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

(WST) on Tuesday, 29 November 2022 at BDO Audit (WA) Pty Ltd, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6000 Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof. The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention. AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 6 and 9a – 9c (except where I/we have indicated a different voting intention below) even though Resolutions 1, 6 and 9a - 9c are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair. STEP 2 - Your voting direction For For Resolutions **Abstain** Resolutions Against Abstain Against Adoption of the Remuneration Amendments to Constitution Report 2. Re-Election of Director – Anthony 8. Renewal of Proportional Takeover Provisions Ratification of Prior Issue of Approval to Issue Incentive 3. Placement Shares – Listing Rule 7.1 Options to Lindsay Dudfield Under New Employee Incentive

Rule 7.1

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Plan

9b.

9c.

Approval to Issue Incentive

Approval to Issue Incentive

Options to Anthony Ho Under

New Employee Incentive Plan

Ratification of Prior Issue of Joint

Lead Manager Options - Listing

Options to Liza Carpene Under New Employee Incentive Plan

STEP 3 – Signatures and contact details

Ratification of Prior Issue of

Approval of Additional 10%

Placement Facility

Incentive Plan

Placement Shares - Listing Rule

Approval of Employee Securities

4.

5.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
Sole Director and Sole Company Secretary Contact Name:	Director	Director / Company Secretary	
Email Address:			
Contact Daytime Telephone		Date (DD/MM/YY)	
By providing your email address, you elect to receive	all of your communications despatched by	y the Company electronically (where legally permissible).	