



EMU NL

ACN 127 291 927

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY STATEMENT

AND

PROXY FORM

Date of Meeting

Wednesday 30 November 2022

Time of Meeting

4:00pm AWST

Place of Meeting

Celtic Club
48 Ord Street
WEST PERTH WA 6005

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

The **2022 Annual Report** may be viewed on the Company's website at www.emunl.com.au



EMU NL
ACN 127 291 927
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2022 Annual General Meeting of Emu NL (**Company**) will be held at the Celtic Club, 48 Ord Street Avenue, West Perth, Western Australia on Wednesday 30 November 2022 at 4:00pm AWST (**Meeting**) for the purpose of transacting the following business, in each case, as more particularly described in the Explanatory Statement accompanying this Notice.

Capitalised terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

All Resolutions will be conducted by poll.

2022 FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, together with the Directors' Report and the Auditor's Report, for the financial year ended 30 June 2022.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following **advisory only resolution**:

"That, for the purpose of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report forming part of the Company's 2022 Annual Report be adopted."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1:

- (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- (b) by a person who is a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties, as a proxy.

However, the Company will not disregard a vote if the vote is cast as a proxy for a person entitled to vote on Resolution 1:

- (a) in accordance with a direction as to how to vote on the Proxy Form; or
- (b) by the Chair pursuant to an express authorisation to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

RESOLUTION 2 – RE-ELECTION OF GAVIN RUTHERFORD AS A DIRECTOR

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

"That, for the purpose of article 73.1 of the Constitution and for all other purposes, Mr Gavin Rutherford retires by rotation as a Director, and being eligible and having offered himself for re-election, is re-elected as a Director."

RESOLUTION 3 – RE-ELECTION OF TIM STAERMOSE AS A DIRECTOR

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

"That, for the purpose of article 73.1 of the Constitution and for all other purposes, Mr Tim Staermose retires by rotation as a Director, and being eligible and having offered himself for re-election, is re-elected as a Director."

RESOLUTION 4 – RATIFICATION OF ISSUE OF SHARES 17 OCTOBER 2022

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue (on the terms and conditions set out in the Explanatory Statement) of 137,453,621 Shares.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person (and any associates of such a person) that participated in the issue. However, this does not apply to a vote cast in favour of a resolution by 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 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 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.

RESOLUTION 5 – APPROVAL OF ISSUE OF OPTIONS TO APPLICANTS IN OCTOBER 2022 PLACEMENT

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

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue (on the terms and conditions outlined in the Explanatory Statement) of 137,453,621 Options to acquire Shares (exercisable at \$0.01 each, expiring 7 October 2024) to issuees who participated in the placement of New Shares on 17 October 2022 on the terms and conditions outlined in the Explanatory Statement, in Annexure A.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person (and any associates of such a person) who may participate in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. However, this does not apply to a vote cast in favour of a resolution by 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 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 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.

RESOLUTION 6 – APPROVAL OF ISSUE OF OPTIONS TO BROKER

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

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue (on the terms and conditions outlined in the Explanatory Statement) of up to 35,000,000 Options to acquire Shares (exercisable at \$0.01 each, expiring 7 October 2024) on the terms and conditions outlined in the Explanatory Statement and in Annexure A.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person (and any associates of such a person) who may participate in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. However, this does not apply to a vote cast in favour of a resolution by 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 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 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.

RESOLUTION 7 – APPROVAL OF 10% PLACEMENT FACILITY

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

"That in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of 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 and on the terms and conditions in the Explanatory Statement."

Voting exclusion: For the purposes of Listing Rule 7.3A, the Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who may participate in the 10% Placement Facility, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or an associate of that person excluded from voting. However, this does not apply to a vote cast in favour of a resolution by (i) 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 (ii) 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 (iii) a holder acting solely in a nominee, trust, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (1) 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 (2) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

OTHER BUSINESS

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

PROXIES

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a proxy to vote on their behalf. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions on the form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company; and
- a member of the Company entitled to cast two or more votes may appoint one or two proxies and if appointing two may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please date and execute the accompanying Proxy Form and return it in accordance with its instructions prior to 5:00pm AWST on Monday 28 November 2022 by:

1. post to GPO Box 5193, Sydney NSW 2001;
2. email at meetings@automicgroup.com.au; or
3. online at <https://investor.automic.com.au/#/loginsah>.

If you are a beneficial Shareholder and receive these materials through your broker or through another intermediary, please complete and return the Proxy Form or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

ENTITLEMENT TO VOTE

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding Shares at 5:00pm AWST on Monday 28 November 2022 will be entitled to attend and vote at the Meeting.



CORPORATIONS

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company, before the Meeting.

ELECTRONIC COMMUNICATION

All Shareholders may, and are encouraged to, elect to receive communications from the Company's share registry electronically. To provide or update your email address, please contact the Company's share registry.

REVOCATION OF PROXIES

A Shareholder executing and delivering a proxy has the power to revoke it in accordance with the provisions of the Corporations Act, which provides that every proxy may be revoked by an instrument in writing executed by the Shareholder or by his or her attorney authorised in writing and delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chair on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

VOTING OF PROXIES

The Proxy Form accompanying this Notice confers discretionary authority upon the proxy with respect to any amendments or variations to the matters identified in the Notice of Meeting and any other matters that may properly come before the Meeting. At the time of printing this Notice, management knows of no such amendment, variation or other matter.

Shareholders must mark the boxes directing its proxy how to vote. If no voting instructions are indicated on the Proxy Form, the proxy will be voted as recommended by management or as the proxyholder sees fit (in the latter case, if management is not appointed as proxy).

By Order of the Board.

Damien Kelly
Company Secretary
Date: 28 October 2022

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the Shareholders of the Company in connection with the business to be conducted at the annual general meeting of the Company to be held at the Celtic Club, 48 Ord Street, West Perth WA 6005, on Wednesday 30 November 2022 commencing at 4:00pm AWST and any adjournment thereof.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company that is material to a decision on how to vote on the Resolutions in the accompanying Notice.

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms in this Explanatory Statement are defined in the Glossary.

All Resolutions will be conducted by poll.

FINANCIAL STATEMENTS AND REPORTS

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report, for the financial year ended 30 June 2022.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered a reasonable opportunity to:

- (a) discuss the Annual Report which is available online from the Company's website www.emunl.com.au;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Company's auditor if the question is relevant to:

- (a) the content of the Auditor's Report; or
- (b) the conduct of the audit of the Annual Report to be considered at the Meeting,

may be submitted no later than 5 business days before the Meeting at the Company's office or emailed to www.info@emunl.com.au.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

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

The Remuneration Report has been sent to Shareholders who have made an election to receive the Annual Report. Copies of the Annual Report are available by contacting the Company's share registry or visiting the Company's web site www.emunl.com.au.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, Shareholders will have the opportunity to remove the whole Board (except a managing director) if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive AGM's.

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

The Company's Remuneration Report did not receive a Strike at the 2021 AGM. If the Remuneration Report receives a Strike at this Meeting and if a second Strike is received at the 2023 AGM, this may result in a Board spill.

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

Resolution 1 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

1.2 Voting on the Remuneration Report

Please refer to the voting prohibition set out in the Notice for the persons who are not entitled to vote on Resolution 1.

The Chair intends to exercise all available proxies in favour of Resolution 1.

If the Chair 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, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

1.3 Directors' recommendation

The Directors recommend that Shareholders vote in favour of adopting the Remuneration Report.

RESOLUTION 2 – RE-ELECTION OF GAVIN RUTHERFORD AS A DIRECTOR

2.1 General

Mr Rutherford was appointed as a non-executive Director on 6 December 2012.

In accordance with Listing Rule 14.4, no director of the Company may hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever period is longer. The Company's Constitution also requires that one third of the Company's directors must retire at each AGM. Accordingly, Mr Rutherford will retire by rotation, and being eligible, offers himself for re-election.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

2.2 Director's biography and experience

Mr Rutherford has a passion for mineral exploration and development. Apart from Emu NL, he is general manager of another ASX listed explorer. He holds other directorships including chairperson of a public-unlisted tech company outside of the exploration segment. Mr Rutherford's strong past experience includes construction and agribusiness.

2.3 Directors' recommendation

All the Directors consider that Resolution 2 is in the best interests of the Company, as Mr Rutherford's skills, knowledge and experience of mining and exploration geology is valuable to the Company. All the Directors, except Mr Rutherford, who has an interest in this Resolution, recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – RE-ELECTION OF TIM STAERMOSE AS A DIRECTOR**3.1 General**

Mr Staermose was appointed as a non-executive Director on 14 October 2019.

In accordance with Listing Rule 14.4, no director of the Company may hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever period is longer. The Company's Constitution also requires that one third of the Company's directors must retire at each AGM. Accordingly, Mr Staermose will retire by rotation, and being eligible, offers himself for re-election.

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

3.2 Director's biography and experience

Tim Staermose has 26 years of equity capital markets, and equity research experience. He has worked at international sell-side equity brokerage firms in South Korea, and Hong Kong, including Banque Indosuez, (now part of Credit Agricole), in the late 1990s and, Lehman Brothers in the early 2000s. Following his career in sell-side equity research, Tim worked as an independent researcher and stock-picker for a series of boutique investment research firms, including ones focussed specifically on natural resources, gold, and mining investments.

Tim is currently based in Tanzania, after starting African Lions Fund Ltd, an investment fund which invests in listed companies in sub-Saharan Africa frontier equity markets. Tim is CEO of the Investment Manager, ST Funds Management Limited. He also serves as Chief Investment Strategist for www.sovereignman.com, a leading online subscription-based publication with over 100,000 readers in more than 100 countries.

Tim has prior public company board experience in Australia with US Residential Limited, where he served as a Non-Executive Director from January to December 2017 and Copper Strike Limited where he was previously Chairman.

3.3 Directors' recommendation

All the Directors consider that Resolution 3 is in the best interests of the Company, as Mr Staermose's skills, knowledge and experience of mining and exploration geology is valuable to the Company. All the Directors, except Mr Staermose, who has an interest in this Resolution, recommend that Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – RATIFICATION OF ISSUE OF SHARES 17 OCTOBER 2022**4.1 General**

On 14 October 2022, the Company announced that it had resolved to issue 137,453,621 fully paid ordinary shares as detailed in an Appendix 2A lodged that same day.

137,453,621 fully paid ordinary Shares were subsequently issued on 17 October 2022 to sophisticated and professional investors, with the placement being made at \$0.00672 per Share together with a free Option (to acquire a listed fully paid ordinary Share, exercisable at \$0.01 each, on or before 7 October 2024) for every one (1) Share subscribed (together the **Placement**). Of this Placement, 54,981,448 Shares were issued out of the Company's 10% placement capacity pursuant to ASX Listing Rule 7.1A as approved at the Annual General Meeting held on 31 January 2022, and the remaining 82,472,173 Shares were issued out of the Company's ASX Listing Rule 7.1 capacity.

This Resolution seeks Shareholder ratification pursuant to Listing Rule 7.4 for the Placement of those Shares. ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1 or the 10% threshold set by Listing Rule 7.1A (as the case may be). The purpose and effect of such a ratification is to restore the Company's discretionary power to issue further shares up to 15% of the issued capital of the Company under

Listing Rule 7.1 and up to a further 10% of the issued capital of the Company under Listing Rule 7.1A (as the case may be) without requiring Shareholder approval.

If Resolution 4 is passed, the 82,472,173 Shares will no longer reduce the Company's 15% placement capacity under ASXLR 7.1 and 54,981,448 Shares will no longer reduce the Company's 10% placement capacity under ASXTR 7.1A. In addition, the 137,453,621 Shares will be counted in Variable A under ASXLR 7.1, which is the base number of Shares on which the 15% and 10% placement capacities under ASXLRs 7.1 and 7.1A, are based. This will effectively increase the number of Equity Securities that can be issued without Shareholder approval under the 15% and 10% placement capacities under those rules.

If Resolution 4 is not passed, the 82,472,173 Shares will continue to reduce the Company's 15% limit in ASXLR 7.1 and 54,981,448 Shares will continue to reduce the Company's 10% limit in ASXLR 7.1A until 12 months after the issue date of those Shares (being 17 October 2022) unless approved by Shareholders before that date. In addition, the 137,453,621 Shares will not be counted in Variable A until 12 months after their issue date unless approved by Shareholders before that date.

4.2 Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

- (a) 137,453,621 Shares were allotted and issued by the Company;
- (b) the issue price was \$0.00672 per Share;
- (c) the Shares were fully paid ordinary Shares which rank equally with all other fully paid ordinary Shares on issue;
- (d) the Shares were issued as a private placement to numerous sophisticated and professional investors identified by Euroz Hartleys Limited as the broker and lead manager, none of whom are:
 - (i) related parties of the Company;
 - (ii) members of the Company's key management personnel (other than Astrial Pty Ltd, a company associated with Mr Doug Grewar, the Company's CEO, which was issued with 700,000 Shares in the Placement);
 - (iii) a substantial holder of equities in the Company;
 - (iv) advisors to the entity; or
 - (v) an associate of any of those detailed above;
- (e) the funds raised have been or will be applied towards continued exploration activities and related drilling at EMU's exploration projects, including in particular, the Sunfire, Graceland and Viper projects, to continue to assess, and if applicable, acquire further projects, and for working capital purposes.

4.3 Directors Recommendation

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

RESOLUTION 5 – APPROVAL OF ISSUE OF OPTIONS TO APPLICANTS IN OCTOBER 2022 PLACEMENT

5.1 General

On 14 October 2022, the Company announced that it had resolved to issue 137,453,621 fully paid ordinary shares ("**New Shares**") to sophisticated and professional investors. The New Shares were listed on ASX and rank equally with the existing fully paid ordinary shares.

As agreed, EMU agreed to seek shareholder approval to issue one (1) free option ("**Option**") for every one (1) New Share issued. The Options will be exercisable at one (1) cent each on or before 7 October 2024.

Resolution 5 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of these Options.

EMU NL

Notice of Annual General Meeting Wednesday 30 November 2022

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that number which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period (adjusted for certain events over that 12-month period).

The effect of Resolution 5 will be to authorise the Directors to issue the Options without using the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 5 is passed and the Options are issued, that issue will be disregarded for the purpose of calculating EMU's 15% limit, thus not adversely impacting the number of equity securities EMU can issue without shareholder approval over the 12 month period following the issue date of the Options.

If Resolution 5 is not passed, EMU will not be able to issue the Options.

5.2 Information required by ASX Listing Rule 7.3

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.3:

- (a) the Company will issue up to 137,453,621 Options to acquire Shares;
- (b) the Company will issue the Options (and the issue date will be) within 3 months of the date of the Meeting or such later date as may be approved by ASX, but the intention is to issue the Options as soon as possible after the Meeting;
- (c) each Option will be issued in consideration of the terms of the Placement;
- (d) the Options will be issued on the terms and conditions set out in Annexure A;
- (e) the Options will be issued to participants in the October 2022 Placement on the basis of one (1) Option for every one (1) Share issued in the Placement, none of whom are related parties of the Company;
- (f) the Company does not undertake to apply for quotation of the Options on ASX; and
- (g) no funds will be raised from the issue.

5.3 Directors Recommendation

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

RESOLUTION 6 – APPROVAL OF ISSUE OF OPTIONS TO BROKER

6.1 General

The Company raised ~\$863,656 after costs through the Placement of 137,453,621 Shares at an issue price of \$0.00672 per share together with a free Option (to acquire a listed fully paid ordinary Share, exercisable at \$0.01 each, on or before 7 October 2024) to sophisticated and professional investors under section 708 of the Corporations Act. The agreement to issue the free Option was subject to EMU receiving shareholder approval, or earlier if otherwise permitted under ASX listing rules.

The terms and conditions agreed with Euroz Hartleys Limited as broker to the Placement stipulated the payment of a 6% brokerage fee (\$60,032 plus GST) in cash, together with the issue of 35,000,000 free Options (to acquire listed fully paid ordinary Shares, exercisable at \$0.01 each on or before 7 October 2024), conditional upon shareholder approval being obtained.

Resolution 6 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the 35,000,000 Options to the broker.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that number which represents 15% of the number

EMU NL

Notice of Annual General Meeting Wednesday 30 November 2022

of fully paid ordinary securities on issue at the commencement of that 12-month period (adjusted for certain events over that 12-month period).

The effect of Resolution 6 will be to authorise the Directors to issue the Options without using the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 6 is passed and the Options are issued, that issue will be disregarded for the purpose of calculating EMU's 15% limit, thus not adversely impacting the number of equity securities EMU can issue without shareholder approval over the 12 month period following the issue date of the Options.

If Resolution 6 is not passed, EMU will not be able to issue the Options.

6.2 Information required by ASX Listing Rule 7.3

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.3:

- (a) the Company will issue 35,000,000 Options to acquire Shares;
- (b) the Company will issue the Options (and the issue date will be) within 3 months of the date of the Meeting or such later date as may be approved by ASX, but the intention is to issue the Options as soon as possible after the Meeting;
- (c) the Options will be issued as part consideration to Euroz Hartleys Limited and/or nominees for acting as lead managers, and managing the Placement;
- (d) the Options will be issued on the terms and conditions set out in Annexure A;
- (e) the Options will be issued to Euroz Hartleys Limited (and/or their nominee/s), none of whom are related parties of the Company;
- (f) the Company does not undertake to apply for quotation of the Options on ASX; and
- (g) no funds will be raised from the issue.

6.3 Directors Recommendation

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

RESOLUTION 7 – APPROVAL OF 10% PLACEMENT FACILITY

7.1 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 the 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 AGM, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

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. If, on the date of the Meeting, the Company is not an eligible entity under the Listing Rules for the purposes of Listing Rule 7.1A, then Resolution 5 will be withdrawn.

Resolution 7 seeks Shareholder approval by way of a 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. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 7 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 7 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

7.2 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows.

- (a) Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained, and expires on the first to occur of the following:
 - (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or
 - (ii) the time and date of EMU's next annual general meeting; or
 - (iii) the time and date of the approval by EMU's 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).

The Company will only issue and allot the Equity Securities pursuant to the 10% Placement Facility during the 10% Placement Period.

- (b) The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the relevant class of the Company's Equity Securities over the 15 Trading Days in which trades in the 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) The Company may seek to issue the Equity Securities to raise funds for making (or to securing the right to make) one or more acquisitions and/or to further its existing projects; and/or general working capital; so that the Company has the necessary working capital and flexibility to consider, and if thought fit, to put it in a stronger position to make (or to secure the right to make) one or more acquisitions and/or to further its existing projects.
- (d) If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk 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 the relevant class of the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares 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 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 scrip issued under a

takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- (ii) two examples: one where the issue price of ordinary securities is decreased by 50% and the other where the issue price of ordinary securities is increased by 100% relative to the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.003 50% decrease in Issue Price	\$0.006 Issue Price (current share price)	\$0.012 100% increase in Issue Price
Current Variable A 672,891,407 Shares	10% voting dilution	67,289,140 Shares		
	Funds raised	\$201,867	\$403,735	\$807,470
50% increase in current Variable A 1,009,337,111 Shares	10% voting dilution	100,933,710 Shares		
	Funds raised	\$302,801	\$605,602	\$1,211,204
100% increase in current Variable A 1,345,782,814 Shares	10% voting dilution	134,578,280 Shares		
	Funds raised	\$403,735	\$807,470	\$1,614,940

The table has been prepared on the following assumptions:

- (i) Shareholders approve Resolution 7.
- (ii) The Company issues, in a single allotment, the maximum number of Equity Securities available under the 10% Placement Facility.
- (iii) No existing Convertible Securities (including any Convertible Securities issued under the 10% Placement Facility) are converted into Shares before the date of the issue of the Equity Securities.
- (iv) 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%.
- (v) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of this Meeting.
- (vi) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vii) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities under the 10% Placement Facility includes Convertible Securities, it is assumed that those Convertible Securities are converted into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (viii) The issue price is \$0.006 being the closing price of Shares on the ASX on 26 October 2022.

- (e) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (f) 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 allottees 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 allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an Associate of a related party of the Company.

- (g) The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2021 AGM held on 31 January 2022.

In accordance with Listing Rule 7.3A.6, as at the date of this Notice, the Company has issued the following Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting:

Date of agreement to issue	Number of Securities	Class	Issue Price	Discount to closing price on date of agreement to issue	Total Consideration	Issued to
4/10/2022	54,981,448	FP Ord	\$0.00672	16%	369,475	Professional and sophisticated investors introduced by Euroz Hartleys Ltd
TOTAL	54,981,448				\$369,475	

The number of Shares issued represented 8.18% of the total number of equity securities (as defined in ASX Listing Rules) on issue at the commencement of that 12 month period.

The net funds raised from the 14.10.2022 raising has not been expended.

Funds raised are intended to be applied towards continued exploration activities and related drilling at EMU's exploration projects, including in particular, the Sunfire, Graceland and Viper projects, to continue to assess, and if applicable, acquire further projects, and for working capital purposes.

- (h) A voting exclusion statement is included in the Notice.

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

7.3 Directors' recommendation

Based on the information available, including the information contained in this Explanatory Statement, all the Directors consider that Resolution 7 is in the best interests of the Company and recommend that Shareholders vote in favour of Resolution 7. The Directors have formed this view as the passing of this Resolution will provide greater flexibility when considering future capital raising opportunities. The passing of Resolution 7 will increase the Directors' ability to issue new Shares permitted by the Listing Rules without

EMU NL

Notice of Annual General Meeting Wednesday 30 November 2022

requiring Shareholder approval. Application of this additional placement capacity has historically been utilised by the Company in a very judicious manner (or not at all) and has, at all times, been cognisant of Shareholder dilution.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chair intends to exercise all undirected proxies in favour of Resolution 7.

8. PRO FORMA CAPITAL STRUCTURE FOLLOWING MEETING

The Company's capital structure following this Meeting (assuming the maximum issue of Equity Securities pursuant to approvals given under Resolution 5 and 6 but excluding the issuance of any Shares approved by Resolution 7 Additional 10% Placement Capacity) will be as follows:

Shares (Quoted)	Number
Fully Paid Shares – Current	672,891,407
Partly Paid Shares - Subject to future calls totalling \$0.03	40,485,069
Performance Rights (Unquoted)	
Issued in relation to acquisition of Gnows Nest project	48,571,429
Options to Acquire Shares (unquoted)	
Current options to acquire partly paid contributing shares, exercisable at \$0.0001 each on or before 15.11.2022	35,000,000
Current options to acquire fully paid shares, exercisable at \$0.075 each on or before 15.3.2023	33,320,000
Issued pursuant to Resolution 5	137,453,621
Issued pursuant to Resolution 6	35,000,000
Total Unquoted Options following the Meeting	240,773,621

OTHER BUSINESS

The Company is not aware of any other business to come before the Meeting other than as set forth in the accompanying Notice.

GLOSSARY

In this Explanatory Statement and the Notice, the following terms have the following meanings unless the context otherwise requires:

10% Placement Facility has the meaning given in Section 7.1 of the Explanatory Statement;

10% Placement Period has the meaning given in Section 7.2 of the Explanatory Statement;

AGM means an annual general meeting;

Annual Report means the Directors' Report, the Financial Report and Auditor's Report, in respect of the financial year ended 30 June 2022;

Associate has the same meaning as defined in section 11 and section 13 to 17 of the Corporations Act;

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

ASX Listing Rules or **Listing Rules** means the listing rules of the ASX;

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

AWST means Australian Western Standard Time;

Board means the board of Directors;

Business Day has the meaning as defined in the Listing Rules;

Chair means the person appointed to chair the Meeting, or any part of the Meeting;

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

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- 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;
- a company the member controls; or
- a person prescribed by the *Corporations Regulations 2001 (Cth)*;

Convertible Security means a security of the Company which is convertible into Shares;

Company means Emu NL ABN 50 127 291 927 ;

Constitution means the Company's constitution, as amended from time to time;

Corporations Act means *Corporations Act 2001 (Cth)*;

Director means a director 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;

Equity Securities has the same meaning as in the Listing Rules;

Explanatory Statement means the explanatory statement accompanying the Notice;

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

FP Share means a fully paid Share in the capital of the Company

EMU NL

Notice of Annual General Meeting Wednesday 30 November 2022

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means 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;

Meeting has the meaning in the introductory paragraph of the Notice;

Notice means this notice of annual general meeting;

Option means an option to acquire a Share;

Partly-paid Share means a partly-paid Share in the capital of the Company;

Proxy Form means the proxy form attached to this Notice;

Remuneration Report means the section of the Directors' Report contained in the Annual Report entitled 'remuneration report';

Resolution means a resolution contained in this Notice;

Section means a section of the Explanatory Statement;

Share means an ordinary share in the capital of the Company;

Shareholder means the holder of a Share;

Spill Resolution has the meaning set out in Section 1.1 of the Explanatory Statement;

Strike has the meaning set out in Section 1.1 of the Explanatory Statement;

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

ANNEXURE A

EMU NL

ACN 127 291 927

(EMU or the Company)

TERMS AND CONDITIONS

PLACEE and BROKER OPTIONS EXPIRING 7 OCTOBER 2024 (the Options)

The Options are issued on the following terms ("Terms"):

1. Each Option may be exercised by giving notice in that regard together with payment of the amount of one (1) cent (Exercise Price).
2. Each Option entitles the holder to subscribe for one fully paid ordinary share (Share) in EMU NL ACN 127 291 927 (Company) upon the payment of the Exercise Price per Share subscribed for.
3. The Options will lapse at 5:00 pm (Perth, Western Australia time) on 7 October 2024 (Expiry Date).
4. The Options are only transferable if approved by the Company on a case-by-case basis .
5. The Options carry no right to participate in new issues of securities unless the Options are exercised before the record date for determining entitlements to the relevant new issue.
6. The Options do not confer the right to a change in exercise price or the number of securities over which the Option can be exercised except in the event of a bonus issue of Shares being made pro rata to Shareholders (other than an issue in lieu of dividends), the number of Shares issued on exercise of each Option will include the number of bonus Shares that would have been issued if the Option had been exercised prior to the record date for the bonus issue.
7. Options can only be exercised in parcels of not less than 50 ,000,000, except where the total Options held by the holder is less than 50,000,000 (in which case, all Options held by the holder must be exercised and the costs of filing with ASX in connection with the exercise is to be borne up front by the Optionholder). An exercise of only some Options shall not affect the rights of the Option holder to the balance of the Options held by it PROVIDED THAT if the remaining number be less than 50,000,000 those Options shall ipso facto lapse. The Company shall not be obliged to issue Shares in response to an exercise of Options more frequently than once per calendar quarter. The Company may waive or otherwise permit exceptions to this clause or any part of it on a case-by-case basis.
8. Subject to clause 7, the Options shall be exercisable at any time during the period (Exercise Period) ending on the Expiry Date by: (a) the delivery to the registered office of the Company of a notice in writing (Notice) stating the intention of the Option holder to exercise all or a specified number of Options held by them accompanied by cleared funds for the subscription monies for the Shares; or (b) such other form and method as may be approved by the Company from time to time. The Notice and cleared funds must be received by the Company during the Exercise Period.
9. If the Company has entered into an agreement to underwrite the exercise of the Options and any Options remain unexercised at the Expiry Date, then the holder of those unexercised Options immediately, unconditionally and irrevocably appoints the Company as the Optionholder's agent to transfer (for no consideration to that holder) the unexercised Options to the relevant underwriter and, despite clause 8, that underwriter is entitled to exercise the unexercised Options within 14 calendar days (or such fewer days as the Company may determine in its absolute discretion) of the Expiry Date.
10. Subject to clause 7, the Company shall endeavour to allot the resultant Shares and deliver a statement of shareholdings with a holders' identification number within 5 business days of exercise of the Options.
11. The Company does not undertake to apply for quotation of the Options on ASX.
12. Any rights of approval, rejection, waiver or other discretion vested in the Company under these Terms may be exercised or not by the board of directors of the Company as it sees fit, with or without reasons, conditions or limitations.
13. If the Company is admitted to the official list of ASX, the following provisions apply and override the above provisions:
 - a. Notwithstanding anything contained in these Terms, if the ASX listing rules (Listing Rules) prohibit an act being done, the act must not be done.
 - b. Nothing contained in these Terms prevents an act being done that the Listing Rules require to be done.
 - c. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
 - d. If the Listing Rules require these Terms to contain a provision and they does not contain such a provision, these Terms are deemed to contain that provision.
 - e. If the Listing Rules require these Terms not to contain a provision and it contains such a provision, these Terms are deemed not to contain that provision.
 - f. If any provision of these Terms are or become inconsistent with the Listing Rules, these Terms are deemed not to contain that provision to the extent of the inconsistency.



Emu NL | ACN 127 291 927

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **4.00pm (AWST) on Monday, 28 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 proxy at <https://investor.automic.com.au/#/login>

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:

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Sydney NSW 2000

BY EMAIL:

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BY FACSIMILE:

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All enquiries to Automic:

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

