



Asra Minerals Limited
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West Perth WA 6005
Australia

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info@asraminerals.com.au
ASX: ASR
asraminerals.com.au

9 November 2022

Dear Shareholders,

EXTRAORDINARY GENERAL MEETING

The extraordinary general meeting is scheduled to be held on Monday, 12 December 2022 at 10.00am (WST) (**Meeting**). The Board considers that it is appropriate to hold a virtual meeting. Shareholders will be able to attend the meeting online by following the instructions provided below (**Virtual Meeting**).

Shareholders who attend the Virtual Meeting will be able to watch, listen, ask questions and participate in all poll votes put to the Meeting.

The Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. The Notice of Meeting can be viewed and downloaded from the link set out below.

<https://www.asraminerals.com.au/announcements>

Alternatively, a complete copy of the important Meeting documents has been posted on the Company's ASX market announcements page (ASX: ASR).

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below.

Attending the Meeting virtually

To access the Virtual Meeting:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left hand menu bar to access registration
4. Click on "**Register**" and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting
6. Once the Chair of the Meeting has declared the poll open for voting click on "**Refresh**" to be taken to the voting screen
7. Select your voting direction and click "**confirm**" to submit your vote. **Note that you cannot amend your vote after it has been submitted**

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on '**register**' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

Further information and support on how to use the platform is available on the share registry website – www.automic.com.au. It is recommended that you register to use the registry website well in advance of the Meeting to save time on the day of the Meeting. Should you have any difficulties, you can contact the registry by telephone on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas).

The Company strongly recommends Shareholders to lodge a directed proxy as soon as possible in advance of the Meeting even if they are planning to attend the Meeting online.

In addition, the Company is happy to accept and answer questions submitted at least 2 business days prior to the meeting by email directed to leonard.math@asraminerals.com.au.



Please note that if you have previously submitted a Proxy Form, your online attendance at the Meeting will revoke your proxy's authority to vote, unless you inform the Company otherwise prior to commencement of the Meeting, in which case, your authority to vote at the Meeting is suspended while your proxy is present.

Voting by proxy

Shareholders who wish to participate at the Meeting are strongly encouraged to complete and submit their proxies as early as possible.

The Meeting will be conducted virtually via Automic's platform. Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

Instructions for lodging proxies are included on your personalised proxy form.

This release was authorised by the Board of Asra Minerals Limited.

Yours sincerely,

A handwritten signature in black ink, appearing to read "L. Math", is positioned above the printed name of the signatory.

Leonard Math
Company Secretary

E: leonard.math@asraminerals.com.au



ACN 002 261 565

NOTICE OF EXTRAORDINARY GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: 10.00am (WST)

DATE: Monday, 12 December 2022

PLACE: The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform – Zoom Teleconference where Shareholders will be able to watch, listen and vote online.

Details on how to access the virtual Meeting are set out in this Notice.

This Notice of Extraordinary 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 accountant, solicitor or other professional adviser without delay.

Should you wish to discuss the matters in this Notice of Extraordinary General Meeting please do not hesitate to contact the Company Secretary on +61 8 9420 8208.

Based on the information available at the date of the Notice of Extraordinary General Meeting, the Board considers that it is appropriate to hold a virtual meeting. Shareholders will be able to attend the meeting online at the following link. Shareholders who attend online will have the opportunity to vote, ask questions (written and oral) and make comments in real time.

Whilst Shareholders will be able to attend and participate in the meeting online, the Company strongly encourages you to submit completed Proxy Forms prior to the Meeting in accordance with the instructions set out in the Proxy Form and the Notice of Extraordinary General Meeting.

As permitted by the Corporations Act, the Company will not be sending hard copies of the Notice of Extraordinary General Meeting to Shareholders unless the Shareholder has made a valid election to receive documents in hard copy. Instead, Shareholders can access a copy of the Notice at the following link:

<https://www.asraminerals.com.au/announcements>

How Shareholders Can Participate

1. Shareholders are urged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business and the Chair must follow the Shareholder's instructions. Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form attached to the Notice of Extraordinary General Meeting. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting. Your proxy voting instructions must be received by 10.00am (WST) on 10 December 2022.
2. Shareholders may submit questions in advance of the Meeting by email to the Company Secretary at leonard.math@asraminerals.com.au. Responses will be provided at the Meeting in respect of all valid questions received prior to 5.00pm (WST) on 9 December 2022. Shareholders who attend the Meeting, will also have the opportunity to submit questions during the Meeting.

Shareholders should contact the Company Secretary on +61 8 9420 8208 or by email at leonard.math@asraminerals.com.au if they have any queries in relation to the Meeting arrangements.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at: <https://www.asraminerals.com.au/announcements>.

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Extraordinary General Meeting of the Company will be held at 10.00am (WST) on Monday, 12 December 2022 via Zoom Teleconference.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm (WST) on 9 December 2022.

VOTING BY PROXY

The Company will be conducting the Meeting virtually via Automic's platform. Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. Instructions for lodging proxies are included on your personalised proxy form.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - o the proxy is not recorded as attending the meeting; or
 - o the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Attending the Meeting virtually

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5. Click on the URL to join the webcast where you can view and listen to the virtual meeting
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7. Select your voting direction and click "**confirm**" to submit your vote. **Note that you cannot amend your vote after it has been submitted**

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on '**register**' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

Further information and support on how to use the platform is available on the share registry website – www.automic.com.au. It is recommended that you register to use the registry website well in advance of the Meeting to save time on the day of the Meeting. Should you have any difficulties, you can contact the registry by telephone on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas).

The Company strongly recommends Shareholders to lodge a directed proxy as soon as possible in advance of the Meeting even if they are planning to attend the Meeting online.

In addition, the Company is happy to accept and answer questions submitted at least 2 business days prior to the meeting by email directed to leonard.math@asraminerals.com.au.

Please note that if you have previously submitted a Proxy Form, your online attendance at the Meeting will revoke your proxy's authority to vote, unless you inform the Company otherwise prior to commencement of the Meeting, in which case, your authority to vote at the Meeting is suspended while your proxy is present.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the Extraordinary General Meeting of the Shareholders of ASRA Minerals Limited (ACN 002 261 565) (**ASRA** or the **Company**) will be held via Zoom Teleconference, commencing at 10.00am (WST) on Monday, 12 December 2022 to consider, and if thought fit, to pass the Resolutions set out below.

Terms used in this Notice of Extraordinary General Meeting and accompanying Explanatory Statement are defined in the glossary to this document.

The Explanatory Statement which accompanies and forms part of this Notice of Extraordinary General Meeting describes the matters to be considered at the Extraordinary General Meeting.

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE PLACEMENT

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

That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 124,285,714 Shares to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of any person who participated in the issue, or an Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting 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.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF OPTIONS UNDER THE PLACEMENT

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

That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 93,214,286 Options to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of any person who participated in the issue, or an Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting 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.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO GBA CAPITAL

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

That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 4,000,000 Options to GBA Capital on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 3 by GBA or an Associate of GBA. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting 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.

4. RESOLUTION 4 - DIRECTOR PARTICIPATION IN PLACEMENT - PAUL SUMMERS

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

That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve, the issue of 2,380,952 Shares and 1,785,714 Options under the Placement to be subscribed for by Paul Summers, up to a maximum value of \$50,000, to Paul Summers (or his nominee) for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of Paul Summers and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting 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 5 - DIRECTOR PARTICIPATION IN PLACEMENT - PERETZ SCHAPIRO

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

That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve, the issue of 1,428,571 Shares and 1,071,428 Options under the Placement to be subscribed for by Peretz Schapiro, up to a maximum value of \$30,000, to Peretz Schapiro (or his nominee) for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of Peretz Schapiro and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting 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 6 - DIRECTOR PARTICIPATION IN PLACEMENT - MATHEW LONGWORTH

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

That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve, the issue of 476,190 Shares and 357,143 Options under the Placement to be subscribed for by Mathew Longworth, up to a maximum value of \$10,000, to Mathew Longworth (or his nominee) for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of Mathew Longworth and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting 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.

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO KUSHKUSH INVESTMENTS PTY LTD

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

That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 10,000,000 Options to Kushkush Investments Pty Ltd on the terms and conditions in the Explanatory Statement.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 7 by Kushkush or an Associate of Kushkush. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting 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.

8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO BENTMONT PTY LTD

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

That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 12,000,000 Options to Bentmont Pty Ltd on the terms and conditions in the Explanatory Statement.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 8 by Bentmont or an Associate of Bentmont. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting 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.

9. RESOLUTION 9 - ISSUE OF PERFORMANCE RIGHTS TO MATHEW LONGWORTH

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

That, pursuant to and in accordance with Listing Rules 10.14, 10.19 and sections 200B, 200E and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of 6,000,000 Performance Rights under the Long-Term Incentive Plan to Mathew Longworth or his nominee, on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Long-Term Incentive Plan, an officer of the Company or any of its child entities who is entitled to participate in a termination benefit and any Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

- (b) the Chair acting 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.

In accordance with section 224 of Corporations Act, a vote on Resolution 9 must not be cast by or on behalf of Mathew Longworth or his Associates. However, this does not prevent the casting of a vote on Resolution 9 if it is cast by a person as a proxy in writing that specifies how the proxy is to vote on the proposed Resolution and it is not cast on behalf of a person referred to in the table above. Where the Chair is the related party the subject of the Resolution or is an Associate of the related party, the Chair cannot cast undirected proxies in respect of the Resolution.

In accordance with section 250BD of the Corporations Act, vote must not be cast on Resolution 9 by a member of the Key Management Personnel, or a closely related party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on the Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a Key Management Personnel if the Key Management Personnel is the Chair of the Meeting acting as proxy and their appointment expressly authorised the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

10. OTHER BUSINESS

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

Dated: 8 November 2022

By order of the Board



Leonard Math
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Extraordinary General Meeting to be held at 10.00am (WST) on Monday, 12 December 2022 via Zoom Teleconference.

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

This Explanatory Statement should be read in conjunction with the Notice of Extraordinary General Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Extraordinary General Meeting, please contact the Company Secretary, your accountant, solicitor, stockbroker or other professional advisor before voting.

1. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE AND OPTIONS UNDER THE PLACEMENT

1.1 Background

On 19 July 2022, the Company announced that it had received binding commitments to raise \$2,700,000 (before costs) through a placement of approximately 128,600,000 Shares (**Placement Shares**) at an issue price of \$0.021 per Placement Share to sophisticated and professional investors (**Placement**).

Under the Placement, the Company also agreed to issue three (3) free attaching Options (**Placement Options**) for every four (4) Placement Shares subscribed for.

The Company issued the Placement Shares and the Placement Options on 27 July 2022.

The Placement Shares were issued under Listing Rule 7.1A.

The Placement Options were issued under Listing Rule 7.1.

The Placement included a \$90,000 commitment from the Company's Directors in differing respective amounts. The participation of the Directors in the Placement is subject to shareholder approval under Resolutions 4 to 6.

Resolutions 1 and 2 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares and the Placement Options.

1.2 Regulatory Requirements

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 amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The issue of the Placement Options does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Placement Options.

Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of 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 Listing Rule 7.1. The issue of the Placement Shares was completed using the Company's additional placement capacity under Listing Rule 7.1A.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made without shareholder approval under Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) or Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rule 7.1A) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A and as such, do reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1 and 7.1A.

If Resolution 1 is passed, the issue of the Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolution 1 is not passed, the issue of the Placement Shares 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 date of issue of the Placement Shares.

If Resolution 2 is passed, the issue of the Placement 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 date of issue of the Placement Options.

If Resolution 2 is not passed, the issue of the Placement Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Placement Options.

Resolution 1 - Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1:

(a) **Identity of the persons to whom securities were issued**

The Placement Shares were issued to sophisticated and professional investors that were introduced to the Company by GBA Capital. None of the sophisticated and professional investors are a related party of the Company or material investor.¹

(b) **The number and class of securities issued or agreed to issue**

124,285,714 Shares were issued pursuant to Listing Rule 7.1A.

(c) **A summary of the material terms of the securities**

The Placement Shares were all fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares.

(d) **Issue date**

The Placement Shares of 123,785,714 and 500,000 were issued on 27 July 2022 and 12 August 2022 respectively.

(e) **Issue price**

The deemed issue price was \$0.021 per Placement Share.

¹ ASX consider the following to be material investors:

- (i). a related party of the entity;
- (ii). a member of the entity's Key Management Personnel;
- (iii). a substantial holder in the entity;
- (iv). an adviser to the entity; or
- (v). an associate of any of the above,

where such person or entity is being issued more than 1% of the entity's current issued capital.

(f) **Purpose of the issue**

The net proceeds of the Placement will be used to complete the rare earths (REE) assaying, the metallurgical test work, resource definition drilling, further exploration and drilling at the Company's gold prospects and general working capital.

(g) **Voting exclusion**

A voting exclusion statement for Resolution 1 is included in the Notice of Extraordinary General Meeting preceding this Explanatory Statement.

Resolution 2 - Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 2:

(h) **Identity of the persons to whom securities were issued**

The Placement Options were issued as free-attaching options to the Placement Shares to sophisticated and professional investors that were introduced to the Company by GBA Capital. None of the sophisticated and professional investors is not a related party of the Company or material investor.²

(i) **The number and class of securities issued or agreed to issue**

93,214,286 Placement Options were issued pursuant to Listing Rule 7.1.

(j) **A summary of the material terms of the securities, if not all fully paid ordinary securities**

The Placement Options are listed options of the Company in the same class as the ASROB Options currently on issue.

The material terms of the Placement Options are summarised at Schedule 1.

(k) **Issue date**

The Placement Options of 92,839,286 and 375,000 were issued on 27 July 2022 and 12 August 2022 respectively.

(l) **Issue price**

The Placement Options were issued as free-attaching options to the Placement Shares and as such, for a nil issue price.

(m) **Purpose of the issue**

The net proceeds of the Placement will be used to complete the rare earths (REE) assaying, the metallurgical test work, resource definition drilling, further exploration and drilling at the Company's gold prospects and general working capital.

(n) **Voting exclusion**

A voting exclusion statement for Resolution 2 is included in the Notice of Extraordinary General Meeting preceding this Explanatory Statement.

1.3 Board Recommendation

The Board believes that the ratification of the above issue of securities is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 25% annual placement capacity under Listing Rules 7.1 and 7.1A without the requirement to obtain prior Shareholder approval.

Accordingly, the Board recommends Shareholders vote in favour of Resolutions 1 and 2.

² ASX consider the following to be material investors:

- (i). a related party of the entity;
- (ii). a member of the entity's Key Management Personnel;
- (iii). a substantial holder in the entity;
- (iv). an adviser to the entity; or
- (v). an associate of any of the above,

where such person or entity is being issued more than 1% of the entity's current issued capital.

2. RESOLUTION 3 - RATIFICATION OF ISSUE OF OPTIONS TO GBA CAPITAL

2.1 Background

GBA Capital (GBA) acted as Lead Manager to the Placement.

As consideration for the services provided by GBA, the Company agreed to issue Options, on the same terms as the Placement Options, to GBA.

The Company issued the Options to GBA (**Broker Options**) on 27 July 2022.

Resolution 3 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Broker Options.

2.2 Regulatory Requirements

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 amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The issue of the Broker Options does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Broker Options.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made without shareholder approval under Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and so it does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

If Resolution 3 is passed, the issue of the Broker Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12 month period following the date of issue of the Broker Options.

If Resolution 3 is not passed, the issue of the Broker Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue of the Broker Options.

Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 3:

(a) **Identity of the persons to whom securities were issued or agreed to be issued or the basis on which those persons were identified or selected:**

The Broker Options were issued to GBA.

GBA are not a related party of the Company or material investor.³

(b) **The number and class of securities issued or agreed to issue**

³ ASX consider the following to be material investors:

- (i). a related party of the entity;
- (ii). a member of the entity's Key Management Personnel;
- (iii). a substantial holder in the entity;
- (iv). an adviser to the entity; or
- (v). an associate of any of the above,

where such person or entity is being issued more than 1% of the entity's current issued capital.

4,000,000 Broker Options were issued pursuant to Listing Rule 7.1.

(c) **A summary of the material terms of the securities, if not all fully paid ordinary securities**

The Broker Options are listed options of the Company in the same class as the ASROB Options currently on issue.

The material terms of the Broker Options are summarised at Schedule 1.

(d) **Issue date**

The Broker Options were issued on 27 July 2022.

(e) **Issue price**

The Broker Options were issued for nil consideration.

(f) **Purpose of the issue**

The issue of the Broker Options was as consideration for the services provided by GBA as Lead Manager to the Placement.

(g) **Voting exclusion**

A voting exclusion statement for Resolution 3 is included in the Notice of Extraordinary General Meeting preceding this Explanatory Statement.

2.3 Board Recommendation

The Board believes that the ratification of the above issue of securities is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% annual placement capacity under Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Accordingly, the Board recommends Shareholders vote in favour of Resolution 3.

3. RESOLUTION 4, 5 AND 6 - DIRECTOR PARTICIPATION IN PLACEMENT - PAUL SUMMERS, PERETZ SCHAPIRO AND MATHEW LONGWORTH

3.1 Background

As detailed in the Explanatory Statement at section 1.1 and as announced on 19 July 2022, the Directors agreed to participate in the Placement.

The Placement included \$90,000 commitments from the Company's Directors, subject to Shareholder approval.

Mr Paul Summers agreed to subscribe under the Placement for \$50,000 for 2,380,952 Shares and 1,785,714 Options.

Mr Peretz Schapiro agreed to subscribe under the Placement for \$30,000 for 1,428,571 Shares and 1,071,428 Options.

Mr Mathew Longworth agreed to subscribe under the Placement for \$10,000 for 476,190 Shares and 357,143 Options.

Resolutions 4 to 6 seek the approval of the Shareholders for the issue of the Equity Securities to Messrs Summers, Schapiro and Longworth.

3.2 Regulatory Requirements

Listing Rule 10.11 provides that, unless a specified exception applies, a company must not issue or agree to issue securities to a related party without the approval of ordinary shareholders. A "related party", for the purposes of the Listing Rules, has the meaning given to it in the Corporations Act, and includes the directors of a company.

As such, Shareholder approval is sought under Listing Rule 10.11 as Resolution 4, 5 and 6 propose the issue of up to 4,285,713 Shares and 3,214,285 Options under the Placement to

certain Directors of the Company, who are related parties of the Company by virtue of their directorships.

As Shareholder approval is being sought under Listing Rule 10.11, approval is not also required under Listing Rule 7.1.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 4 to 6:

(a) **Name of person to receive securities**

The Shares and Options to be issued under Resolution 4 are to be issued to Mr Paul Summers and/or his nominee.

The Shares and Options to be issued under Resolution 5 are to be issued to Mr Peretz Schapiro and/or his nominee.

The Shares and Options to be issued under Resolution 6 are to be issued to Mr Mathew Longworth and/or his nominee.

(b) **Nature of relationship between person to receive securities and the Company**

Mr Summers is a Director of ASRA and is, as such, is a person who falls within Listing Rule 10.11.1.

Mr Schapiro is a Director of ASRA and is, as such, is a person who falls within Listing Rule 10.11.1.

Mr Longworth is a Director of ASRA and is, as such, is a person who falls within Listing Rule 10.11.1.

(c) **Maximum number and class of securities to be issued**

The maximum number of Securities to be issued to related parties is outlined in the table below.

Name	Amount	Number of Shares based on an issue price of \$0.021 per Share	Number of Options based on a ratio of 3 Option for every 4 Shares issued
Mr Paul Summers	\$50,000	2,380,952	1,785,714
Mr Peretz Schapiro	\$30,000	1,428,571	1,071,428
Mr Mathew Longworth	\$10,000	476,190	357,143

(d) **Material terms of the securities**

The Shares to be issued will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares. The Company will apply to ASX for official quotation of the Shares.

The Options to be issued are listed options of the Company in the same class as the ASROB Options currently on issue.

The material terms of the Options are summarised at Schedule 1.

(e) **Date of issue**

The Company will issue the Shares and Options under Resolutions 4 to 6 as soon as possible after the date of the Meeting and in any event within a month of the Meeting.

(f) **Issue price or other consideration**

The issue price will be \$0.021 per Share.

As per the terms of the Placement the Directors will also receive 3 free-attaching Option for every 4 Shares subscribed for.

(g) **Purpose of the issue, including the intended use of the funds raised**

The net proceeds of the Placement will be used to complete the rare earths (REE) assaying, the metallurgical test work, resource definition drilling, further exploration and drilling at the Company's gold prospects and general working capital.

(h) **Relevant agreement**

The Shares and Options were not issued under any agreement.

(i) **Voting exclusion statement**

A voting exclusion statement for Resolutions 4 to 6 is included in the Notice of General Meeting preceding this Explanatory Statement.

3.3 Regulatory Requirements - Corporations Act

Chapter 2E of the Corporations Act regulates the provision of "financial benefits" to "related parties" by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

A "related party" is widely defined under the Corporations Act, and includes the directors of the company. As such, the Directors of Company are related parties of the Company for the purposes of Section 208 of the Corporations Act.

A "financial benefit" is construed widely and in determining whether a financial benefit is being given, Section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

The issue of the Shares and Options under Resolutions 4 to 6 constitutes the provision of a financial benefit to a related party.

One of the nominated exceptions to the requirement to obtain shareholder approval under Chapter 2E of the Corporations Act is where the provision of the financial benefit is on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm's length (or on terms less favourable than arm's length).

Approval is not being sought under Chapter 2E of the Corporations Act in Resolutions 4 to 6 as it is the view of the Directors that the issue of the Shares and Options by the Company to the Directors is being made on an arm's length basis as the Shares and Options are on the same terms as the Shares and Options issued to sophisticated and professional investors under the Placement.

3.4 Board Recommendation

The Directors do not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in issuing the Shares and Options to Mr Paul Summers, Mr Peretz Schapiro and Mr Mathew Longworth pursuant to Resolutions 5 to 6.

The Directors, other than Mr Paul Summers who has a material personal interest in the outcome of Resolution 4, recommend that Shareholders vote in favour of Resolution 4.

The Directors, other than Mr Peretz Schapiro who has a material personal interest in the outcome of Resolution 5, recommend that Shareholders vote in favour of Resolution 5.

The Directors, other than Mr Mathew Longworth who has a material personal interest in the outcome of Resolution 6, recommend that Shareholders vote in favour of Resolution 6.

4. RESOLUTION 7 - RATIFICATION OF PRIOR ISSUE OF OPTIONS TO KUSHKUSH INVESTMENTS PTY LTD

4.1 Background

Kushkush Investments Pty Ltd provided consultancy services to the Company by way of corporate advisory. As consideration for the services provided by Kushkush Investments Pty Ltd, the Company agreed to issue Options, on the same terms as the Placement Options, to Kushkush Investments Pty Ltd instead of cash payment for the services.

The Company issued the Options to Kushkush Investments Pty Ltd (**Kushkush Options**) on 19 August 2022.

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Kushkush Options.

4.2 Regulatory Requirements

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 amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The issue of the Kushkush Options does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Kushkush Options.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made without shareholder approval under Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and so it does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

If Resolution 7 is passed, the issue of the Kushkush Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12 month period following the date of issue of the Kushkush Options.

If Resolution 7 is not passed, the issue of the Kushkush Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue of the Kushkush Options.

Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 7:

(h) Identity of the persons to whom securities were issued

The Kushkush Options were issued to Kushkush Investments Pty Ltd.

Kushkush are not a related party of the Company or material investor.⁴

⁴ ASX consider the following to be material investors:

- (i) **The number and class of securities issued or agreed to issue**
10,000,000 Kushkush Options were issued pursuant to Listing Rule 7.1.
- (j) **A summary of the material terms of the securities, if not all fully paid ordinary securities**
The Kushkush Options are listed options of the Company in the same class as the ASROB Options currently on issue.
The material terms of the Kushkush Options are summarised at Schedule 1.
- (k) **Issue date**
The Kushkush Options were issued on 19 August 2022.
- (l) **Issue price**
The Kushkush Options were issued at no issue price.
- (m) **Purpose of the issue**
The issue of the Kushkush Options was as consideration for consulting services and corporate advisory provided by Kushkush Investments to the Company in lieu of cash payment.
- (n) **Voting exclusion**
A voting exclusion statement for Resolution 7 is included in the Notice of Extraordinary General Meeting preceding this Explanatory Statement.

4.3 Board Recommendation

The Board believes that the ratification of the above issue of securities is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% annual placement capacity under Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Accordingly, the Board recommends Shareholders vote in favour of Resolution 7.

5. RESOLUTION 8 - RATIFICATION OF PRIOR ISSUE OF OPTIONS TO BENTMONT PTY LTD

5.1 Background

Benmont Pty Ltd provided marketing consulting fees to the Company.

As consideration for the services provided by Bentmont Pty Ltd, the Company agreed to issue Options, on the same terms as the Placement Options, to Bentmont Pty Ltd.

The Company issued the Options to Bentmont Pty Ltd (**Bentmont Options**) on 19 August 2022.

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Bentmont Options.

5.2 Regulatory Requirements

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 amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The issue of the Bentmont Options does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing

-
- (i). a related party of the entity;
 - (ii). a member of the entity's Key Management Personnel;
 - (iii). a substantial holder in the entity;
 - (iv). an adviser to the entity; or
 - (v). an associate of any of the above,
- where such person or entity is being issued more than 1% of the entity's current issued capital.

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 date of issue of the Bentmont Options.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made without shareholder approval under Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and so it does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

If Resolution 8 is passed, the issue of the Bentmont Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12 month period following the date of issue of the Bentmont Options.

If Resolution 8 is not passed, the issue of the Bentmont Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue of the Bentmont Options.

Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 8:

- (a) **Identity of the persons to whom securities were issued**
The Bentmont Options were issued to Bentmont Pty Ltd.
Bentmont are not a related party of the Company or material investor.⁵
- (b) **The number and class of securities issued or agreed to issue**
12,000,000 Bentmont Options were issued pursuant to Listing Rule 7.1.
- (c) **A summary of the material terms of the securities, if not all fully paid ordinary securities**
The Bentmont Options are listed options of the Company in the same class as the ASROB Options currently on issue.
The material terms of the Bentmont Options are summarised at Schedule 1.
- (d) **Issue date**
The Bentmont Options were issued on 19 August 2022.
- (e) **Issue price**
The Bentmont Options were issued at no issue price.
- (f) **Purpose of the issue**
The issue of the Bentmont Options was as consideration for the marketing services provided by Bentmont to the Company in lieu of cash payment.
- (g) **Voting exclusion**

⁵ ASX consider the following to be material investors:

- (i). a related party of the entity;
- (ii). a member of the entity's Key Management Personnel;
- (iii). a substantial holder in the entity;
- (iv). an adviser to the entity; or
- (v). an associate of any of the above,

where such person or entity is being issued more than 1% of the entity's current issued capital.

A voting exclusion statement for Resolution 8 is included in the Notice of Extraordinary General Meeting preceding this Explanatory Statement.

5.3 Board Recommendation

The Board believes that the ratification of the above issue of securities is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% annual placement capacity under Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Accordingly, the Board recommends Shareholders vote in favour of Resolution 8.

6. RESOLUTION 9 - ISSUE OF PERFORMANCE RIGHTS TO MATHEW LONGWORTH

6.1 Background

Shareholders are being asked to approve Resolution 9 to allow Performance Rights that may vest under the Long Term Incentive Plan (**LTIP**) to be issued to Mathew Longworth (**Performance Rights**) as set out below.

The Board has determined that the grant of Performance Rights under the LTIP to Mathew Longworth is an appropriate form of long-term incentive for the Company's Key Management Personnel. The Board considers that Mathew Longworth is essential to the operation of the Company's ongoing business.

Accordingly, the Company is proposing, subject to obtaining Shareholder approval, to issue the Performance Rights to Mathew Longworth under the LTIP.

The key terms and conditions of the Performance Rights (including the performance hurdles to be satisfied) are summarised in Schedule 2.

In determining Mathew Longworth's remuneration packages, including this proposed issue of Performance Rights under the LTIP, the Board considered the scope of the Directors' roles, the business challenges facing the Company and market practice for the remuneration of executive officers in positions of similar responsibility.

Accordingly, they determine this proposed grant of Performance Rights is appropriate.

6.2 Regulatory Requirements

Resolution 9 seeks Shareholder approval in order to comply with the requirements of ASX Listing Rule 10.14 and sections 200B, 200E and 208 of the Corporations Act.

6.3 Listing Rules

As noted in Section 6.1, the Company is proposing to issue securities to Mathew Longworth under the LTIP (**Issue**).

ASX Listing Rule 10.14 provides that a company must not issue, under an employee incentive scheme, Equity Securities to:

- (a) a director of the Company;
- (b) an associate of a director of the Company;
- (c) a person whose relationship with the Company or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by the Shareholders,

unless the issue has been approved by holders of ordinary securities.

The Issue falls within ASX Listing Rule 10.14.1 above and therefore requires the approval of Shareholders under ASX Listing Rule 10.14.

Resolution 9 seeks the required Shareholder approval to the Issue under and for the purposes of ASX Listing Rule 10.14.

If approval is given by Shareholders under ASX Listing Rule 10.14, the Company will be able to proceed with the Issue.

If approval is not given by Shareholders under ASX Listing Rule 10.14, the Issue will not be able to proceed.

Accordingly, under Resolution 9, the Company seeks approval from Shareholders for the issue of Performance Rights to Mathew Longworth, who by virtue of his position as a Director of the Company is a related party of the Company.

ASX Listing Rule 10.15

In compliance with the information requirements of ASX Listing Rule 10.15, Shareholders are advised of the following information:

(a) **Nature of relationship between person to receive securities and the Company**

The Performance Rights are proposed to be issued to Mathew Longworth, who is a related party of the Company in accordance with ASX Listing Rule 10.14.1.

(b) **Maximum number of securities that may be acquired pursuant to the Resolution**

The maximum number of Performance Rights to be issued to Mathew Longworth is 6,000,000.

The Company considers that the number of Performance Rights to be issued is appropriate and equitable because;

- (i) there is an appropriate and demonstrable nexus between the relevant performance hurdle (see Item 5 of Schedule 2) and the purpose for which Mr Longworth is being issued the Performance Rights;
- (ii) the relevant performance hurdles are clearly articulated with reference to objective criteria that provides Shareholders with certainty as to the circumstances under which the hurdle will be met;
- (iii) the number of Shares into which the Performance Rights will convert if the relevant performance hurdle is achieved is fixed, which allows investors and analysts to readily understand and have reasonable certainty as to the impact on the Company's capital structure if one of the relevant performance hurdles is achieved; and
- (iv) each tranche of the Performance Rights has an expiry date by which the relevant performance hurdle must be achieved and, if the hurdle is not achieved by that date, the relevant tranche of Performance Rights will lapse.

(c) **Issue price**

The Performance Rights will be issued for nil consideration and accordingly no funds will be raised.

(d) **Previous issues under the LTIP**

The Company has previously issued the following securities under the Company's LTIP since the date of the last approval on 31 May 2021:

Date of Issue	Number and nature of security issued
29 June 2021	3,600,000 aggregate Class A Performance Rights to Paul Summers and Peretz Schapiro
29 June 2021	5,400,000 aggregate Class B Performance Rights to Paul Summers and Peretz Schapiro
16 May 2022	9,000,000 Performance Rights each to Paul Summers and Peretz Schapiro
16 May 2022	7,500,000 Performance Rights to key employees and contractors

(e) **Director's current total remuneration package**

Details of the remuneration of Mr Longworth, including his related entities, for the year ended 30 December 2022, is as follows:

Name	Salary & Fees (incl Super) \$	Options \$	Shares \$	Total Remuneration \$
Mathew Longworth	\$40,000	-	-	\$40,000

(f) **Material terms of the Performance Rights**

A summary of the material terms of the Performance Rights is provided for in Schedule 2 to this Notice.

(g) **Summary of material terms of the LTIP**

A summary of the material terms of the LTIP is provided for in Schedule 3 to this Notice.

(h) **Use of Performance Rights**

The Company is issuing Performance Rights as a cost effective, non-cash incentive in an effort to incentivise Mr Longworth, as opposed to alternative forms of incentives such as cash bonuses or increased remuneration.

The issue of the Performance Rights is designed to achieve this objective by encouraging continued improvement in performance over time.

The Board believes that the grant of Performance Rights:

- (i) will align the interests of Mr Longworth with those of Shareholders;
- (ii) is a reasonable and appropriate method to provide cost-effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Longworth; and
- (iii) the Company does not consider that there are any opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.

(i) **Value attributed to the Performance Rights**

The Company values the Performance Rights at \$150,000 (being \$0.025 per Performance Rights). The valuation has been calculated internally based on the share price as at the valuation date (closing price of \$0.025 on 30 September 2022) adjusted for the probability of these market vesting conditions being met, which is a qualitative assessment based on the assumption below:

- (i) Value of the underlying shares - \$0.025
- (ii) Valuation date – 30 September 2022
- (iii) Expiry date – 3 years

(j) **Eligible participants under the LTIP**

Under the LTIP, Performance Rights may be issued to Mathew Longworth (and/or his respective nominee). Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the LTIP after this Resolution are approved and who are not named in Notice of Extraordinary General Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

(k) **Issue date**

The Company will issue the Performance Rights under Resolution 9 as soon as possible after the date of the Meeting and in any event within three years of the Meeting.

(l) **Loan**

No loans have or will be made by the Company in connection with the proposed issue of the Performance Rights.

(m) **Voting exclusion statement**

A voting exclusion statement for Resolution 9 is included in the Notice of General Meeting preceding this Explanatory Statement.

Details of any securities issued under the LTIP will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTIP and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

6.4 Sections 200B and 200E Corporations Act

The Corporations Act restricts the benefits that can be given to persons who hold a "managerial or executive office" (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate.

Under sections 200B and 200E of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by shareholders or an exemption applies.

Amendments to the Corporations Act in 2009 significantly expanded the scope of these provisions and lowered the threshold for termination benefits that do not require shareholder approval. The term "benefit" has a wide meaning and may include benefits resulting from the Board exercising certain discretions under the rules of the LTIP, including the discretion to determine the accelerated vesting or automatic vesting of Performance Rights in certain circumstances.

Under the LTIP, a participant may become entitled to accelerated vesting or automatic vesting of Performance Rights if there is a change of control of the Company or if the Board exercises its discretion upon cessation of employment. Accordingly, Shareholder approval is sought for Mr Longworth to be given any such benefit in connection with his retirement from office or employment with the Company.

If Shareholder approval is given under Resolution 9, the Company will still be required to comply with ASX Listing Rules 10.18 and 10.19, which place restrictions on the circumstances in which termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company.

The value of the benefit will depend on the number of Performance Rights that may vest pursuant to the LTIP and the market value of the Shares at the time the accelerated vesting or automatic vesting event occurs.

(a) **Details of Termination Benefit**

The Board possesses the discretion to determine, where a participant ceases employment before the vesting or exercise of their Performance Rights that some or all of the Performance Rights do not lapse.

The exercise of this discretion may constitute a "benefit" for the purposes of section 200B of the Corporations Act.

In addition, a participant may become entitled to accelerated vesting or automatic vesting of Performance Rights if there is a change of control of the Company. This accelerated or automatic vesting of Performance Rights may constitute a "benefit" for the purposes of section 200B of the Corporations Act.

The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion and for the provision of such accelerated or automatic vesting rights in respect of any current or future participant in the LTIP who holds:

- (i) a managerial or executive office in the Company (or any of its related body corporate) at the time of their leaving or at any time in the three years prior to their leaving; and
- (ii) Performance Rights under the LTIP at the time of their leaving.

The Board's current intention is to only exercise the above discretion:

- (i) where the employee leaves employment without fault on their part; and
- (ii) so as only to preserve that number of unvested Performance Rights as are pro-rated to the date of leaving.

Provided Shareholder approval is given, the value of these benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation) to the relevant employee.

(b) **Value of the Termination Benefits**

The value of the termination benefits that the Board may give under the LTIP cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Performance Rights that vest.

The following additional factors may also affect the benefit's value:

- (i) the participant's length of service and the portion of vesting periods at the time they cease employment;
- (ii) the status of the performance hurdles attaching to the Performance Rights at the time the participant's employment ceases; and
- (iii) the number of unvested Performance Rights that the participant holds at the time they cease employment or at the time the change of control occurs (as applicable).

6.5 Section 208 Corporations Act

Chapter 2E of the Corporations Act regulates the provision of "financial benefits" to "related parties" by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

A "related party" is widely defined under the Corporations Act, and includes the directors of the company. As such, the Directors of the Company are related parties of the Company for the purposes of section 208 of the Corporations Act.

A "financial benefit" is construed widely and in determining whether a financial benefit is being given, section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

In compliance with the information requirements of section 219 of the Corporations Act, Shareholders are advised of the information below. Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolution 9:

(a) **Identity of the related parties to whom Resolution 9 permit financial benefits to be given**

The Performance Rights are proposed to be issued to Mathew Longworth who is a related party of the Company.

(b) **Nature of the financial benefit**

Resolution 9 seeks approval from Shareholders to allow the Company to issue a total of 6 million Performance Rights to Mr Longworth for nil consideration.

Schedule 2 of this Notice of General Meeting sets out the key terms and conditions of the Performance Rights including, the performance hurdles and expiry date of the Performance Rights.

The Shares to be issued upon vesting of the Performance Rights will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

The issue of Performance Rights and Shares are a cost effective and efficient means for the Company to provide incentive to its personnel as opposed to alternative forms of incentives such as cash bonuses or increased remuneration. To enable the Company to secure and retain employees and directors who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel. The issue of the Performance Rights is designed to achieve this objective, by encouraging continued improvement in performance over time and by encouraging personnel to acquire and retain significant shareholdings in the Company.

The Company reviewed the practices of other companies of a similar size and stage of development to determine the number of Performance Rights required to be issued to attract and retain senior directors. Based on that review, the Board determined the number of Performance Rights proposed in Resolution 9 to be appropriate.

(c) **Valuation of financial benefit**

The Company is proposing to issue a total of 6 million Performance Rights under Resolution 9 to Mr Longworth. The indicative fair value of the Performance Rights is set out below:

- (i) The fair value of each Tranche 1 Performance Right is \$0.025.
- (ii) The fair value of each Tranche 2 Performance Right is \$0.025.
- (iii) The fair value of each Tranche 3 Performance Right is \$0.025.

Based on these fair values, the total value of all 6 million Performance Rights is \$150,000.

The Company values the Performance Rights at \$150,000 (being \$0.025 per Performance Rights). The valuation has been calculated internally based on the share price as at the valuation date (closing price of \$0.025 on 30 September 2022) adjusted for the probability of these market vesting conditions being met, which is a qualitative assessment based on the assumption below:

- i) Value of the underlying shares - \$0.025
- ii) Valuation date – 30 September 2022
- iii) Expiry date – 3 years

(d) **Dilution**

If the Performance Rights vest and are exercised, the effect will be to dilute the holdings of Shares of other Shareholders. The issue of the Performance Rights in Resolution 9 will in aggregate be equal to approximately 0.41% of the Company's

diluted share capital and exercise of all the Performance Rights granted pursuant to Resolution 9 (based on the number of Shares on issue as at the date of this Notice of General Meeting), resulting in a total of 1,470,261,534 Shares on issue.

(e) **Interests of the Directors in the Company**

The direct and indirect interests of Mr Longworth as at the date of this Notice of General Meeting is as follows:

Name	Shares	Options	Performance Rights
Mathew Longworth	-	-	-

(f) **Remuneration of Directors**

Details of the remuneration of Mr Longworth, including his related entities, for the year ended 30 December 2022, is set out at Section 6.3(e) above.

(g) **Trading history**

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice were:

Highest: \$0.041 per Share on 1 June 2022

Lowest: \$0.016 per Share on 6 September 2022

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was \$0.025 per Share on 30 September 2022.

(h) **Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Performance Rights (including fringe benefits tax)

6.6 ASX Listing Rule 10.19

ASX Listing Rule 10.19 provides that without the approval of shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules.

The Company is also seeking Shareholder approval for the purposes of ASX Listing Rule 10.19. As noted in Section 6.4 of this Notice, it is the Board's intention to exercise its discretion so that the Performance Rights to be issued to Mr Longworth (or his nominee) for past performance shall not be forfeited by virtue of their resignation.

The value of the termination benefit payable to Mr Longworth (or his nominee) under Resolution 9 depends on the factors set out above in Section 6.4 of this Notice. It is possible that the provision of the benefit associated with the vesting and exercise of Performance Rights in the future may exceed 5% of the equity interests of the Company at the relevant time, although it is unlikely.

6.7 Board Recommendation

In the interests of good corporate practice consistent with ASIC Regulatory Guide 76 (Table 2) for directors to avoid making recommendation on resolutions about each other's remuneration (as there may be a conflict of interest), the Directors do not consider it appropriate to give a recommendation on Resolution 9.

GLOSSARY

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

Associate	the meaning given to that term in the Listing Rules;
ASROB Options	means the listed Options of the Company currently on issue;
ASX	ASX Limited or the securities market operated by ASX Limited, as the context requires;
Bentmont	means Bentmont Pty Ltd;
Bentmont Options	means the Options to be issued to Bentmont as defined at section 5.1 of the Explanatory Statement;
Board	board of Directors;
Chair	chairman of the General Meeting;
Company or ASRA	ASRA Minerals Limited (ACN 002 261 565);
Constitution	constitution of the Company;
Corporations Act	<i>Corporations Act 2001</i> (Cth);
Director	director of the Company;
Equity Securities	has the meaning given to that term in the Listing Rules;
Explanatory Statement	the explanatory statement that accompanies this Notice of Extraordinary General Meeting;
GBA	means GBA Capital;
GBA Options	means the Options to be issued to GBA as defined at section 11.1 of the Explanatory Statement;
Key Management Personnel	key management personnel of the Company (as defined in section 9 of the Corporations Act);
Kushkush	means Kushkush Investments Pty Ltd;
Kushkush Options	means the Options to be issued to Kushkush as defined at section 4.1 of the Explanatory Statement;
Listing Rules	means the listing rules of the ASX;
Meeting or Extraordinary General Meeting	the Extraordinary General Meeting convened by this Notice of Extraordinary General Meeting;
Notice of Extraordinary General Meeting or Notice of Meeting	this notice of Extraordinary General Meeting;

Option	means an option to subscribe for a Share;
Placement	has the meaning given to that term in section 1.1;
Placement Options	has the meaning given to that term in section 1.1;
Placement Shares	has the meaning given to that term in section 1.1;
Proxy Form	the proxy form enclosed with this Notice of Extraordinary General Meeting;
Resolution	resolution contained in this Notice of Extraordinary General Meeting;
Schedule	schedule to this Notice of Extraordinary General Meeting;
Section	section of the Explanatory Statement;
Share	fully paid ordinary share in the capital of the Company;
Shareholder	holder of a Share in the Company;
WST	Australian Western Standard Time.

SCHEDULE 1 - SUMMARY OF TERMS AND CONDITIONS OF OPTIONS

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

1.1 Exercise Price

The Option will have an exercise price of \$0.035 each (**Exercise Price**).

1.2 Expiry Date

Each Option may be exercised at any time before 5.00pm (WST) on 30 November 2023 (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.

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

1.3 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.

1.4 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**).

1.5 Timing of issue of Shares on exercise

Not more than 14 days after the Exercise Date, the Company will:

- 1.5.1 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;
- 1.5.2 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
- 1.5.3 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 paragraph (e)(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.

1.6 Shares issued on exercise

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

1.7 Reconstruction of capital

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

1.8 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.

1.9 Change in exercise price

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

1.10 Quoted

The Company will apply for quotation of the Options on ASX.

1.11 Transferability

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

SCHEDULE 2 - SUMMARY OF TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

The Performance Rights will be issued pursuant to the LTIP, with the following key terms and conditions:

1. **Entitlement**

Each Performance Right will entitle its holder, upon vesting and exercise, to be issued, one Share in the Company.

2. **Exercise price**

Subject to the terms of the LTIP, no amount is payable upon exercise of each Performance Right.

3. **Expiry date**

Each Performance Right expires 3 years from the date of issue.

4. **Exercise period**

Subject to satisfaction of the performance hurdles (see below), the Performance Rights are exercisable at any time on or before the Expiry Date.

5. **Performance Hurdles**

The Performance Rights are subject to the following performance hurdles:

Tranche	Number of Performance Rights	Performance Hurdle
1.	Mathew Longworth: 1,500,000	Achievement of a \$50M market capitalisation for 20-day consecutive trading days as measured by the Volume Weighted Average Price (VWAP) of Shares.
2.	Mathew Longworth: 2,000,000	Achievement of a \$100M market capitalisation for 20-day consecutive trading days as measured by the VWAP of Shares.
3.	Mathew Longworth: 2,500,000	Achievement of a \$150M market capitalisation for 20-day consecutive trading days as measured by the VWAP of Shares.

In the event of a takeover or change of control, the performance hurdles will be deemed to have been achieved.

This will only apply where the takeover or change of control is triggered by a person, who does not control the entity at the time the Performance Rights were issued, achieving control of more than 50% of the Shares.

6. **Participation in new issues**

There are no participating rights or entitlements inherent in the Performance Rights and participants will not be entitled to participate in new issues of securities offered to Shareholders of the Company during the currency of the Performance Rights.

7. **Transferability**

The Performance Rights are not transferable.

8. **Quotation**

Performance Rights will not be listed for quotation on the ASX, however, the Company will apply for official quotation of the Shares issued upon the exercise of any vested Performance Rights.

9. **Right to vote**

The Performance Rights do not confer any right to vote.

10. **Dividend**

The Performance Rights does not confer any entitlement to a dividend, whether fixed or at the discretion of the directors.

11. **Return of capital**

The Performance Rights they do not permit the holder to participate in a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

12. **Surplus profit or assets**

They do not confer any right to participate in the surplus profit or assets of the entity upon a winding up.

SCHEDULE 3 - SUMMARY OF TERMS OF LONG-TERM INCENTIVE PLAN

The Board has adopted a long-term incentive plan (**LTIP**), to enable eligible persons to be granted options and/or Performance Rights (**Awards**), the principal terms of which are summarised below:

- (a) (**Eligibility**) The Board may, in its absolute discretion, invite an “Eligible Person” to participate in the LTIP. An “Eligible Person” includes a director, senior executive, contractor, consultant or employee of the Company.
- (b) (**Maximum Number of Securities**) the Company must not make an offer of Securities under the LTIP in reliance on ASIC Class Order 14/1000, where the total number of Shares to be issued under the LTIP (**LTIP Shares**) (or that will be issued upon conversion of convertible securities to be issued (**Convertible Securities**), when aggregated with the number of LTIP Shares that may be issued as a result of offers made under the LTIP, in reliance on ASIC Class Order 14/1000, at any time during the previous 3 year period, would exceed 5% of the total number of Shares on issue at the date of the offer.
- (c) (**Nature of Awards**) Each Option or Performance Right entitles the participant holding the Option or Performance Right, to subscribe for, or be transferred, one Share. Any Share acquired pursuant to the exercise of an Award will rank equally with all existing Shares from the date of acquisition.
- (d) (**Vesting**) Awards may be subject to exercise conditions, performance hurdles or vesting conditions (**Conditions**). These Conditions must be specified in the Offer Letter to Eligible Persons. In the event that a takeover bid for the Company is declared unconditional, there is a change of control in the Company, or if a merger by way of a scheme of arrangement has been approved by a court, then the Board may determine that:
 - (i) all or a percentage of unvested options will vest and become exercisable;
 - (ii) all or a percentage of Performance Rights will be automatically exercised; and
 - (iii) any Shares issued or transferred to a participant under the LTIP that have restrictions (on their disposal, the granting of any security interests in or over, or otherwise on dealing with), will be free from any restrictions on disposal.
- (e) (**Exercise Period**) The period during which a vested Award may be exercised will commence when all Conditions have been satisfied, waived by the Board, or are deemed to have been satisfied under the rules of the LTIP and the Company has issued a Vesting Notification to the participant, and ends on the Expiry Date (as defined at (a)(iv) below).
- (f) (**Disposal restrictions**) Awards granted under the LTIP may not be assigned, transferred, novated, encumbered with a security interest (such as a mortgage, charge, pledge, lien, encumbrance or other third party interest of any nature) over them, or otherwise disposed of by a participant, other than to a nominated party (such as an immediate family member, trustee of a trust or company) in accordance with the LTIP, unless:
 - (i) the prior consent of the Board is obtained; or
 - (ii) such assignment or transfer occurs by force of law upon the death of a participant to the participant's legal personal representative.
- (g) (**Cashless exercise**) Participants may, at their election, elect to pay the exercise price for an Option by setting off the exercise price against the number of Shares which they are entitled to receive upon exercise of the Option (**Cashless Exercise Facility**). By using the Cashless Exercise Facility, the participant will receive Shares to the value of the surplus after the exercise price has been set off.

If a participant elects to use the Cashless Exercise Facility, the participant will only be issued that number of Shares (rounded down to the nearest whole number) as are equal to the value to the difference between the exercise price otherwise payable for the Options and the then market value of the Shares at the time of exercise (determined by reference to the 5 day volume weighted price of Shares before the date of exercise).
- (h) (**Lapse**) Unvested Awards will generally lapse on the earlier of:
 - (i) the cessation of employment, engagement or office of a relevant person;

- (ii) the day the Board makes a determination that all unvested Awards and vested options of the relevant person will lapse because, in the opinion of the Board a relevant person has acted fraudulently or dishonestly, or is in material breach of his or her duties or obligations to the Company;
- (iii) if any applicable Conditions are not achieved by the relevant time;
- (iv) if the Board determines that any applicable Conditions have not been met and cannot be met prior to the date that is 5 years from the grant date of an Award or any other date determined by the Board and as specified in the Offer (**Expiry Date**); or
- (v) the Expiry Date.

Where a participant ceases to be employed or engaged by the Company and is not a “Bad Leaver” (as that term is defined in the LTIP), and the Awards have vested, they will remain exercisable until the Awards lapse in accordance with the LTIP rules or if they have not vested, the Board will determine as soon as reasonably practicable after the date the participant ceases to be employed or engaged, how many (if any) of those participant’s Awards will be deemed to have vested and exercisable.

Where a participant becomes a “Bad Leaver” (as that term is defined in the LTIP), all Awards, unvested or vested, will lapse on the date of the cessation of employment, engagement or office of that participant.

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (WST) on Saturday, 10 December 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.



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