

18 November 2022

Dear Shareholders

**GENERAL MEETING**

The Company's general meeting is scheduled to be held at Suite 1, 16 Ord Street, West Perth, Western Australia on Tuesday, 20 December 2022 at 10.00am (AWST) (**Meeting**).

The Company **strongly encourages Shareholders to lodge a directed proxy form prior to the Meeting**. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders questions. However, questions may also be raised during the Meeting.

In accordance with new provisions under the Corporations Act, 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 <https://www.ax8.com.au>. Alternatively, a complete copy of the Notice of Meeting and Explanatory Statement has been posted on the Company's ASX market announcements page.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting and Explanatory Statement.

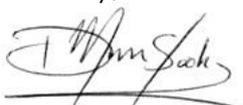
In order to receive electronic communications from the Company in the future, please update your Shareholder details online at [www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login) and log in with your unique Securityholder Reference Number and postcode (or country for overseas residents), where you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab.

If you are unable to access the Notice of Meeting and Explanatory Memorandum online please contact the Company Secretary, Deborah Ho, on +61 6248 9663 or via email at [admin@ax8.com.au](mailto:admin@ax8.com.au).

The Company will notify Shareholders via the Company's website at <https://www.ax8.com.au> and the Company's ASX Announcement Platform at [asx.com.au](http://asx.com.au) (ASX: AX8) if changing circumstances impact the planning or arrangements for the Meeting.

This announcement is authorised for market release by the Company Secretary.

Sincerely,



**Deborah Ho**  
**Company Secretary**



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## ACCELERATE RESOURCES LIMITED

ACN 617 821 771

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### NOTICE OF GENERAL MEETING

**The general meeting of the Company will be held at the offices of the Company, at Suite 1, 16 Ord Street, West Perth, Western Australia on Tuesday, 20 December 2022 at 10.00am (AWST).**

*Accelerate Resources Limited (**Company**) advises Shareholders that the general meeting (**Meeting**) will be held in compliance with any restrictions on public gatherings in Australia.*

*The Company strongly encourages all Shareholders to vote by directed proxy. Proxy forms for the meeting should be lodged before 10.00am (AWST) on 18 December 2022.*

*Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing the questions to [admin@ax8.com.au](mailto:admin@ax8.com.au) by no later than 5.00pm (AWST) on 18 December 2022.*

*If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform.*

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

***Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 6248 9663***

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# ACCELERATE RESOURCES LIMITED

## ACN 617 821 771

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### NOTICE OF GENERAL MEETING

Notice is hereby given that the general meeting of Shareholders of Accelerate Resources Limited (**Company**) will be held as a physical meeting at the office of the Company, at Suite 1, 16 Ord Street, West Perth, Western Australia on Tuesday, 20 December 2022 at 10.00am (AWST). (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 18 December 2022 at 5.00pm (AWST).

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

### AGENDA

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## 1 Resolution 1 –Ratify Tranche 1 Placement Shares Issued Pursuant to Listing Rule 7.1

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 ratify the prior issue of 40,568,834 Shares on the terms and conditions in the Explanatory Memorandum.'*

#### Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of persons who participated in the Placement or an associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

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

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## 2 Resolution 2 – Approval to Issue Tranche 2 Placement Shares

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 7.1 and for all other purposes, Shareholders approve the issue of up to 66,574,023 Shares at an issue price of \$0.028 per Share on the terms and conditions in the Explanatory Memorandum.'*

### Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of persons who is expected to participant in the Placement, or who will obtain a material benefit as a result of the proposed issued (except a benefit solely by reason of being a Shareholder), or an associate of those persons.

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

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

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## 3 Resolution 3 – Approval to Issue Placement Options

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 7.1 and for all other purposes, Shareholders approve the issue of up to 53,571,428 Options on the basis of one (1) Option for every two (2) Shares issued under the Placement on the terms and conditions in the Explanatory Memorandum.'*

### Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of persons who is expected to participant in the Placement, or who will obtain a material benefit as a result of the proposed issued (except a benefit solely by reason of being a Shareholder), or an associate of those persons.

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

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

- (b) the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the Resolution as the Chairperson 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 – Approval to Issue Options to Lead Manager

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 7.1 and for all other purposes, Shareholders approve the issue of up to 5,000,000 Options on the terms and conditions in the Explanatory Memorandum.'*

### Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of persons who is expected to participant in the Placement, or who will obtain a material benefit as a result of the proposed issued (except a benefit solely by reason of being a Shareholder), or an associate of those persons.

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

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

Dated: 18 November 2022

By order of the Board



Yaxi Zhan

Managing Director

# ACCELERATE RESOURCES LIMITED

## ACN 617 821 771

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## EXPLANATORY MEMORANDUM

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### 1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

A Proxy Form is located at the end of this Explanatory Memorandum.

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### 2 Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

#### 2.1 Proxies

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

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 10.00am (AWST) on 18 December 2022, being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

#### 2.2 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [admin@ax8.com.au](mailto:admin@ax8.com.au) no later than 5.00pm (AWST) on 18 December 2022.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chairperson. The Chairperson will attempt to respond to the questions during the Meeting.

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## 3 Resolutions 1- 4 – Ratification and Approval for Placement

### 3.1 General

On 11 November 2022, the Company announced that it had received firm commitments to raise a total of \$3,000,000 (before costs) through a placement of 107,142,857 Shares each at an issue price of \$0.028 per Share (**Placement**) to institutional, sophisticated and professional investors, with the Placement to be completed in two tranches. In addition, the Company has agreed to issue, subject to Shareholder approval, one (1) Option for every two (2) Shares issued under the Placement.

Euroz Hartleys Limited (ABN 33 104 195 057, AFSL 230052) (and each of its Affiliates) provided capital raising services to the Company in connection with the Placement.

Refer to the Company's ASX announcement of 11 November 2022 for further details of the Placement.

Tranche 1 of the Placement is expected to be settled on 21 November 2022 (**Ratification Shares**). Refer to the Appendix 2A dated 21 November 2022 for further details.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the issue of 40,568,834 Ratification Shares (pursuant to the Company's capacity under Listing Rule 7.1), to institutional, sophisticated and professional investors (who are not related parties or associates of related parties of the Company) to raise \$1,135,927 before costs).

Resolution 2 seeks Shareholder approval under Listing Rule 7.1 for the issue of 66,574,023 Shares to institutional, sophisticated and professional investors to complete tranche 2 of the Placement to raise a further \$1,864,073 (before costs).

Resolution 3 seeks Shareholder approval under Listing Rule 7.1 for the issue of up to 53,571,428 Options to participants in Tranche 1 of the Placement and Tranche 2 of the Placement (subject to the approval of Resolution 2). The Options will be issued on the terms and conditions set out in Schedule 1.

Resolution 4 seeks Shareholder approval under Listing Rule 7.1 for the issue of Options to the Lead Manager as part of their fee for acting as Lead Manager.

The Chairperson intends to exercise all available proxies in favour of all Resolutions.

The Company has agreed to pay Euroz Hartleys Limited a fee of 6% of the funds raised under the Placement, and 5,000,000 options exercisable at \$0.05 per option, expiring 2 years from the date of issue and subject to escrow for a period of 12 months from the date of issue (shareholder approval is sought under Resolution 4), as well as paying for reasonable out of pocket expenses up to \$2,000. The lead manager mandate otherwise contains terms and conditions considered standard for the engagement of the a lead manager.

### 3.2 ASX Listing Rules

Listing Rule 7.1 provides that the Company is entitled to issue or agree to issue Equity Securities up to 15% of its issued share capital through placements during any 12-month period, subject to specific restrictions, without needing prior Shareholder approval (**15% Placement Capacity**).

Listing Rule 7.4 provides that if the Company in general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% Placement Capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 1 is not passed, the Ratification Shares will be included in the Company's 15% Placement Capacity set out in Listing Rule 7.1 for the 12 month period following the issue of the Ratification Shares.

The effect of passing Resolution 2 will enable the Company to complete Tranche 2 of the Placement, raising an additional \$1,864,073 in funds for the Company (before costs).

The effect of passing Resolutions 3 and 4 will be to enable the Company to issue the Options to the participants in the Placement (assuming Resolution 3 is also passed) and the Lead Manager respectively.

If Resolutions 2 and 3 are not passed, the Company will be unable to complete Tranche 2 of the Placement and will be unable to issue the Options to all of the participants in Tranche 1 and Tranche 2 of the Placement.

If Resolution 4 is not passed, the Company will not be able to issue the Options to the Lead Manager.

### 3.3 Information for Resolution 1

In accordance with Listing Rule 7.5, the following information is provided in relation to the issue of the Ratification Shares:

- (a) on 21 November 2022, the Company issued the Ratification Shares to institutional, sophisticated and professional investors who are not related parties or associates of related parties of the Company or material investors under ASX Guidance Note 21. 40,568,834 Ratification Shares were issued pursuant to Listing Rule 7.1, ratification which is sought pursuant to Resolution 1; and
- (b) the Ratification Shares were all fully paid ordinary shares and will rank equally in all respects with the Company's existing Shares on issue;
- (c) proceeds of \$1,135,927 were received from the issue of the Ratification Shares, which will be used primarily to exploration at the Offerors Woodie Woodie North Manganese Project, as well as progressing its East Pilbara Lithium Project, its Comet Gold Project, general working capital and costs of the Offer; and
- (d) voting exclusion statements are included in the Notice for Resolution 1; and
- (e) the Directors recommend that Shareholders vote in favour of Resolution 1.

### 3.4 Information for Resolution 2

In accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) 66,574,023 Shares will be issued to institutional, sophisticated and professional investors identified by the lead manager for the Placement. No Shares will be issued to any related party, Key Management Personnel, substantial Shareholder or adviser of the Company or any of their associates.
- (b) the Shares will be fully paid ordinary shares and will rank equally in all respects with the Company's existing Shares;
- (c) the Shares will be issued no later than three months after the date of the Meeting and it is expected that the Shares will be issued on one date;
- (d) the Shares will be issued at an issue price of \$0.028 per Share;
- (e) funds raised by the Placement will be used primarily to exploration at the Company's Woodie Woodie North Manganese Project, as well as progressing its East Pilbara Lithium Project, its Comet Gold Project, general working capital and costs of the Offer; and

- (f) the Shares will be issued pursuant to short form subscription letters pursuant to which sophisticated and professional investors will be able to subscribe for Shares;
- (g) a voting exclusion statement is included in the Notice for Resolution 2; and
- (h) The Directors recommend that Shareholders vote in favour of Resolution 2.

### 3.5 Information for Resolution 3

In accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) 53,571,428 Options will be issued to institutional, sophisticated and professional investors who participated in the Placement, identified by the lead manager for the Placement. No Options will be issued to any related party, Key Management Personnel, substantial Shareholder or adviser of the Company or any of their associates.
- (b) the Options will be issued on the terms and conditions set out in Schedule 1. Any Shares issued on exercise of the Options will rank equally in all respects with the Company's existing Shares;
- (c) the Options will be issued no later than three months after the date of the Meeting and it is anticipated that the Options will be issued on one date;
- (d) the Options will be issued for nil cash consideration to participants in the Placement on the basis of one (1) Option for every two (2) Shares issued under the Placement;
- (e) funds raised by the Placement will be used primarily to exploration at the Company's Woodie Woodie North Manganese Project, as well as progressing its East Pilbara Lithium Project, its Comet Gold Project, general working capital and costs of the Offer; and
- (f) the Options will be issued pursuant to short form subscription letters pursuant to which sophisticated and professional investors will be able to subscribe for Tranche 2 Placement Shares;
- (g) a voting exclusion statement is included in the Notice for Resolution 3; and
- (h) The Directors recommend that Shareholders vote in favour of Resolution 3.

### 3.6 Information for Resolution 4

In accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) 5,000,000 Options will be issued to Euroz Hartleys Limited (or its nominee/s). No Options will be issued to any related party, Key Management Personnel, substantial Shareholder or any of their associates.
- (b) the Options will be issued on the terms and conditions set out in Schedule 1. Any Shares issued on exercise of the Options will rank equally in all respects with the Company's existing Shares;
- (c) the Options will be issued no later than three months after the date of the Meeting and it is anticipated that the Options will be issued on one date;
- (d) the Options will be issued for nil cash consideration as part of the fee for the Lead Manager acting in that role in relation to the Placement;
- (e) no funds will be raised under the issue of the Options. Any cash received from the exercise of the Options will be allocated toward the Company's working capital at the time; and

- (f) the Options will be issued pursuant to short form subscription letters pursuant to which sophisticated and professional investors will be able to subscribe for Tranche 2 Placement Shares;
- (g) a voting exclusion statement is included in the Notice for Resolution 4; and
- (h) The Directors recommend that Shareholders vote in favour of Resolution 4.

## Schedule 1– Definitions

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

**\$** means Australian Dollars.

**15% Placement Capacity** has the meaning in Section **Error! Reference source not found.**

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

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

**Board** means the board of Directors.

**Chairperson** means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice

**Company** means Accelerate Resources Limited ACN 617 821 771.

**Constitution** means the constitution of the Company as at the commencement of the Meeting.

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

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

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

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

**Meeting** has the meaning in the introductory paragraph of the Notice.

**Notice** means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

**Option** means an option which entitles the holder to subscribe for one Share on the terms and conditions set out in Schedule 1.

**Placement** has the meaning in Section 3.1.

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

**Ratification Shares** has the meaning in Section 3.1.

**Resolution** means a resolution contained in the Notice.

**Section** means a section of this Notice.

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

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

**Tranche 1 Placement** has the meaning in Section 3.1.

**Tranche 2 Placement** has the meaning in Section 3.1.

**SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS****(a) Entitlement**

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

**(b) Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.05 (**Exercise Price**).

**(c) Expiry Date**

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

**(d) Exercise Period**

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

**(e) Notice of Exercise**

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

**(f) Exercise Date**

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

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

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

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

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

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

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

**LODGE YOUR PROXY APPOINTMENT ONLINE**

 **ONLINE PROXY APPOINTMENT**  
www.advancedshare.com.au/investor-login

 **MOBILE DEVICE PROXY APPOINTMENT**  
Lodge your proxy by scanning the QR code below, and enter your registered postcode.  
It is a fast, convenient and a secure way to lodge your vote.

**GENERAL MEETING PROXY FORM**

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

**APPOINT A PROXY**

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

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chairperson of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held **at Suite 1, 16 Ord Street, West Perth, Western Australia on 20 December 2022 at 10.00am (AWST)** and at any adjournment or postponement of that Meeting.

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

**VOTING DIRECTIONS**

Resolutions	For	Against	Abstain*
1 Ratify Tranche 1 Placement Shares Issued Pursuant to Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval to Issue Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to Issue Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to Issue Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Shareholder 1 (Individual)  Joint Shareholder 2 (Individual)  Joint Shareholder 3 (Individual)   
Sole Director and Sole Company Secretary  Director/Company Secretary (Delete one)  Director

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

Email Address

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

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

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

### CHANGE OF ADDRESS

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

### APPOINTMENT OF A PROXY

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

### DEFAULT TO THE CHAIRPERSON OF THE MEETING

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

### VOTING DIRECTIONS – PROXY APPOINTMENT

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

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### COMPLIANCE WITH LISTING RULE 14.11

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

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

### CORPORATE REPRESENTATIVES

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

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

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

#### Joint Holding:

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

#### Power of Attorney:

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

#### Companies:

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

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10.00am (AWST) on 18 December 2022, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



#### ONLINE PROXY APPOINTMENT

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



#### BY MAIL

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



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

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



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033