# **ASX RELEASE**



**3 January 2023** 



# **GENERAL MEETING**

Dear Shareholder,

Pursuit Minerals Limited (ACN 128 806 977) (Pursuit or the Company) advises that a General Meeting will be held in person at Suite 4, 246-250 Railway Parade, West Leederville, WA 6007 on Tuesday, 7 February 2023 at 10.00 AM (WST) (Meeting).

#### **Notice of Meeting**

The Notice of Meeting and Explanatory Memorandum (Notice) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (Shareholders) from Pursuit's website at www.pursuitminerals.com.au or the Company's ASX market announcements platform at www.asx.com.au (ASX: PUR).

Please note, in accordance with the Corporations Amendment (Meetings & Documents) Act 2022 (Cth) Shareholders will not be sent a hard copy of the Notice unless Shareholders have already notified the Company that they wish to receive documents such as the Notice in hard copy. If you have any difficulties obtaining a copy of the Notice, please contact the Company's Share Registry, Automic Registry Services, at meetings@automicgroup.com.au.

## **Proxy Form**

A Proxy Form in relation to the Meeting is included with this letter. Voting on the resolutions at the Meeting is important and Shareholders who are unable to attend the Meeting in person are encouraged to exercise their voting rights by completing and returning the enclosed Proxy Form. Please refer to the full Notice for further important information.

Completed proxy forms must be returned to and received by the Company's Share Registry, Automic Registry Services, by 10am (WST) on Sunday, 5 February 2023, by following the lodgement instructions on the proxy form.

## Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting on +61 412 692 146 between 8:30am and 5:00pm (WST) Monday to Friday or via email at markf@pursuitminerals.com.au. Copies of all Meeting related material including the Notice are available to download from Pursuit's website and the Company's ASX market announcements platform.

In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and Pursuit's website.

This release was approved by the Board.



# For more information about Pursuit Minerals and its projects, contact:

**Bob Affleck** 

Managing Director

boba@pursuitminerals.com.au

T: +61 419 908 302

Mark Freeman

Finance Director

markf@pursuitminerals.com.au

T: + 61 412 692 146

# PURSUIT MINERALS LTD ACN 128 806 977

# NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

**TIME**: 10 am

**DATE**: 7 February 2023

**PLACE**: Suite 4, 246-250 Railway Parade, West Leederville WA 6007

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

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

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 10am on 5 February 2023.

## BUSINESS OF THE MEETING

#### **AGENDA**

## 1. RESOLUTION 1 – APPROVAL TO ISSUE FOUNDER CONSIDERATION SHARES

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

"That, subject to and conditional upon the passing of the Essential Resolutions, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 372,916,666 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

# 2. RESOLUTION 2 – APPROVAL TO ISSUE CLASS A CONSIDERATION SHARES

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

"That, subject to and conditional upon the passing of the Essential Resolutions, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 335,416,666 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

# 3. RESOLUTION 3 – APPROVAL TO ISSUE CLASS B CONSIDERATION SHARES

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

"That, subject to and conditional upon the passing of the Essential Resolutions, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 666,666,667 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

## 4. RESOLUTION 4 – APPROVAL TO ISSUE FOUNDER PERFORMANCE SHARES

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

"That, subject to and conditional upon the passing of the Essential Resolutions, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 710,016,584 performance shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

# 5. RESOLUTION 5 - CREATION OF A NEW CLASS OF SECURITIES - PERFORMANCE SHARES

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

"That, subject to and conditional upon the passing of the Essential Resolutions, the purpose of section 246B of the Corporations Act and for all other purposes, the Company is authorised to issue performance shares as a new class of shares on the terms and conditions set out in the Explanatory Statement."

# 6. RESOLUTION 6 - RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES - LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 125,000,000 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

# 7. RESOLUTION 7 - APPROVAL OF DIRECTOR PARTICIPATION IN PLACEMENT - PETER WALL

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

"That, subject to and conditional upon the passing of the Essential Resolutions, for the purpose of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 33,333,333 Shares to Mr Peter Wall (or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

# 8. RESOLUTION 8 – APPROVAL OF DIRECTOR PARTICIPATION IN PLACEMENT – MARK FREEMAN

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

"That, subject to and conditional upon the passing of the Essential Resolutions, for the purpose of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 4,166,667 Shares to Mr Mark Freeman (or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

# 9. RESOLUTION 9 – APPROVAL OF DIRECTOR PARTICIPATION IN PLACEMENT – ROBERT AFFLECK

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

"That, subject to and conditional upon the passing of the Essential Resolutions, for the purpose of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 4,166,667 Shares to Mr Robert Affleck (or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

# 10. RESOLUTION 10 - APPROVAL TO ISSUE DIRECTOR OPTIONS - PETER WALL

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

"That, subject to and conditional upon the passing of the Essential Resolutions, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 40,000,000 Options to Mr Peter Wall (or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

# 11. RESOLUTION 11 – APPROVAL TO ISSUE DIRECTOR OPTIONS – MARK FREEMAN

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

"That, subject to and conditional upon the passing of the Essential Resolutions, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 40,000,000 Options to Mr Mark Freeman (or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

# 12. RESOLUTION 12 – APPROVAL TO ISSUE DIRECTOR OPTIONS – ROBERT AFFLECK

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

"That, subject to and conditional upon the passing of the Essential Resolutions, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 40,000,000 Options to Mr Robert

Affleck (or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

# 13. RESOLUTION 13 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 13,336,372 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

Dated: 3 Febraury 2023 By order of the Board

Mark Freeman Director

#### **Voting Prohibition Statements**

# Resolution 10 – Approval to Issue Director Options – Peter Wall

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 10 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 10 Excluded Party.

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

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

Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if:

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

## Resolution 11 – Approval to Issue Director Options – Mark Freeman

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 11 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 11 Excluded Party.

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

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

Provided the Chair is not a Resolution 11 Excluded Party, the above prohibition does not apply if:

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

## Resolution 12 – Approval to Issue Director Options – Robert Affleck

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 12 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 12 Excluded Party.

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

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

Provided the Chair is not a Resolution 12 Excluded Party, the above prohibition does not apply if:

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

# **Voting Exclusion Statements**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

resolution set out below by c	or on bendir of the following persons:	
Resolution 1 — Approval to issue Founder Consideration Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Founding Trilogy Shareholders (or their nominees)) or an associate of that person (or those persons).	
Resolution 2 – Approval to issue Class A Consideration Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Class A Noteholders (or their nominees)) or an associate of that person (or those persons).	
Resolution 3 – Approval to issue Class B Consideration Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Class B Noteholders (or their nominees)) or an associate of that person (or those persons).	
Resolution 4 – Approval to issue Founder Performance Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Founding Trilogy Shareholders (or their nominees)) or an associate of that person (or those persons).	
Resolution 6 – Ratification of prior issue of Placement Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Unrelated Placement Participants) or an associate of that person or those persons.	
Resolution 7 – Approval of director participation in Placement – Peter Wall	Mr Peter Wall (or his nominee) 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 Company) or an associate of that person or those persons.	
Resolution 8 – Approval of director participation in Placement – Mark Freeman	Mr Mark Freeman (or his nominee) 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 Company) or an associate of that person or those persons.	
Resolution 9 – Approval of director participation in Placement – Robert Affleck	Mr Robert Affleck (or his nominee) and any other person who will obtain 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 Company or an associate of that person or those persons.	
Resolution 10 – Approval to Issue Director Options – Peter Wall	Mr Peter Wall (or his nominee) 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 Company or an associate of that person or those persons.	
Resolution 11 – Approval to Issue Director Options – Mark Freeman	Mr Mark Freeman (or his nominee) 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 Company) or an associate of that person or those persons.	
Resolution 12 – Approval to Issue Director Options – Robert Affleck	Mr Robert Affleck (or his nominee) 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 Company) or an associate of that person or those persons.	
Resolution 13 — Ratification of prior issue of Shares — Listing Rule 7.1	A person who participated in the issue or is a counterparty to the agreement being approved (namely Broad Arrow) or an associate of that person or those persons	

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

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

### Voting by proxy

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 two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (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:

- 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.

## Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

You may still attend the Meeting and vote in person even if you have lodged appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automic Pty Ltd will need to verify your identity. You can register from 8:00 am (WST) on the day of the Meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6500 3271.

## **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

### 1. BACKGROUND TO RESOLUTIONS

# 1.1 Trilogy Acquisition

On 14 December 2022, the Company announced that it has entered into a binding heads of agreement to acquire 100% of the issued capital in Trilogy Minerals Pty Ltd (ACN 650 762 833) (**Trilogy**) (**Trilogy Agreement**).

Trilogy is a lithium exploration and development which holds option interests to secure five (5) project interests that are prospective for lithium over 9,260 hectares at the Rio Grande Sur Project near Salta, Argentina (**Tenements**) as detailed below:

Tenement #	Tenement Name	Hectares
1	Maria Magdelena	73.26
2	Isabel Segunda	59.25
3	Sal Rio 02	298.26
4	Sal Rio 01	142.19
5	Cateo	8,660.00

It is a condition to settlement of the Trilogy Acquisition (**Settlement**) that Trilogy exercises its options to acquire Tenements numbered 1 to 4 (inclusive) and complete the acquisition of each of those Tenements.

Under the terms of Trilogy's acquisitions of Tenements 2, 3 and 4, the original vendors will be granted a 1.5% net smelter royalty in respect of the relevant Tenements.

For further information regarding the Tenements refer to the Company's ASX announcement dated 14 December 2022.

The material terms and conditions of the Trilogy Agreement are as follows:

Trilogy Acquisition	The Company agrees to acquire and each of the parties identified in Section 2.1 (the <b>Founding Trilogy Shareholders</b> ) agree to sell 100% of the fully paid ordinary shares in the capital of Trilogy ( <b>Trilogy Shares</b> ) and rights to receive future Trilogy Shares, free from any encumbrances ( <b>Trilogy Acquisition</b> ).
Trilogy Acquisition Consideration	The Company will issue the Founding Trilogy Shareholders:
Consideration	(a) 372,916,666 Shares; and
	(b) the following performance shares:
	(i) 285,644,417 performance shares that convert into Shares on the latest to occur of the announcement by the Company of a JORC resource minimum of 100kt LCE @ 350mg/Li from the Project Area (defined in Schedule 1) and the volume weighted average price of Shares trading on the ASX

	in the ordinary course	
	being at least \$0.03 or trading days (on whactually traded) (with having a drop dead from the date of issue of Shares) (Class A Perform	nich Shares have n such milestones date of 24 months of the Performance
	(ii) 222,894,417 performant convert into Shares on the the announcement by entering into a binding commercial sale of 2,000 of LiC203 from the Pro VWAP being at least consecutive trading day have actually traded) (when the date of issue of Shares) (Class B Performant the Convertible of the convert	ne latest to occur of the Company of agreement for the 0 tonnes per annum iject Area and the st \$0.05 over 20 ys (on which Shares with such milestones date of 36 months of the Performance
	(iii) 201,477,750 performant convert into Shares on the the announcement by positive completion feasibility study that suppose and construction of at least per annum commercion project Area and the V \$0.07 over 20 consecutive which Shares have act such milestones having of 48 months from the convergence of the conve	ne latest to occur of the Company of a of a bankable oports the financing east a 20,000 tonnes al facility from the WAP being at least we trading days (on tually traded) (with a drop dead date date of issue of the
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		accray for a pariod of 0 manths
		escrow for a period of 9 months.
	(a)	In consideration for the termination and cancellation of the Class B Trilogy Notes the Company has agreed to issue the holders of the Class B Trilogy Notes (the <b>Class B Noteholders</b> ) 666,666,667 Shares. The Shares issued in consideration for the Class B Trilogy Notes will not be subject to voluntary escrow.
Conditions Precedent:	preced	nent is conditional on the following conditions dent being satisfied or waived on or before 5:00pm on 28 February 2023 (Conditions Precedent):
	(a)	completion of due diligence investigations by the Company on Trilogy and the Tenements;
	(b)	each holder of the Class A Trilogy Notes and Class B Trilogy Notes agreeing to terminate and cancel their respective convertible notes for the Noteholder Consideration;
	(c)	Trilogy completing the issue of the Class B Trilogy Notes to raise \$8,000,000;
	(d)	the Company undertaking and receiving valid applications for the Placement (defined below);
	(e)	the Company completing financial, legal and technical due diligence on Trilogy and its projects to the absolute satisfaction of the Company;
	(f)	no one or more events, occurrences or matters which individually or when aggregated would be likely to have a material adverse effect on the Trilogy Acquisition, business, assets, properties, financial condition, results or operations of Trilogy taken as a whole occurring prior to the date that each other Condition Precedent is satisfied or waived;
	(g)	the Company obtaining all necessary shareholder, regulatory and third-party approvals required to complete the Trilogy Acquisition, including approval to issue the Founding Consideration, Noteholder Consideration and the Shares needed to complete the Placement; and
	(h)	Trilogy exercising the options to acquire the Tenements numbered 1 to 4 (inclusive) and completing the acquisition of each of those Tenements.
Appointments	nomino	ompany has agreed to appoint an incoming director ated by Trilogy, Tom Eadie, to the Board to take effect lement (Incoming Director).
	Incomi	ng Settlement, in addition to the appointment of ng Director, The Company will engage Aaron Revelle role of Chief Operating Officer to manage the ents.

The Trilogy Agreement otherwise contains provisions considered standard for an agreement of this type.

The Company notes that the consideration figures stated above differ slightly from the consideration figures stated in the Company's announcement on 14 December 2022. The discrepancy arises because it was identified through due diligence investigations by the parties that the number of Class A Trilogy Notes on issue was less than the original number provided by an amount \$125,000. The excess consideration has been re-allocated to the Founding Trilogy

Shareholders. The Company confirms that there has been no change to the total consideration for the Trilogy Acquisition.

The Company has received confirmation from ASX that Listing Rules 11.1.2 and 11.1.3 do not apply to the Trilogy Acquisition.

### 1.2 Placement

In conjunction with the Trilogy Acquisition, the Company has received firm commitments from institutional, professional and sophisticated investors to raise \$2,000,000 (before costs) through the issue of 166,666,667 Shares at an issue price of \$0.012 per Share (**Placement**).

The Placement is being undertaken in two tranches, comprising:

- (a) 125,000,000 Shares which were issued on 19 December 2022 to institutional, professional and sophisticated investors who are unrelated to the Company (Unrelated Placement Participants) under the Company's placement capacity under Listing Rule 7.1 (Placement Shares), which the Company is seeking to ratify under Resolution 1; and
- (b) up to 41,666,667 Shares to be issued to the Directors Messrs Peter Wall, Mark Freeman and Robert Affleck (or their nominees) who is to participate in the Placement on the same terms as the Unrelated Placement Participants (Related Placement Participants) subject to Shareholder approval (Participation Shares), being the subject of Resolutions 7 to 9.

The Company has engaged the services of CPS Capital Group Pty Ltd (ACN 088 055 636) (**CPS Capital**), an authorised representative of (AFSL 294 848) to manage the issue of a proportion of the Placement Shares. The Company will pay CPS Capital a fee of \$30,000 (exclusive GST) in relation to the Placement.

## 1.3 Use of funds

The funds raised from the Placement are intended to be applied towards exercising the option to acquire the final Tenement, being Tenement 5.

## 1.4 Capital Structure

If the Resolutions are passed, the Company's capital structure will change as follows:

	Shares	Options	Performance Rights	Performance Shares
Current issued capital	1,142,549,854	38,500,0001	60,000,000	Nil
Directors' Placement participation	41,666,667	Nil	Nil	Nil
Founding Consideration	372,916,666	Nil	Nil	710,016,584
Trilogy Class A Noteholder	335,416,666	Nil	Nil	Nil
Trilogy Class B Noteholder	666,666,667	Nil	Nil	Nil
Director Options <sup>2</sup>	Nil	120,000,000	Nil	Nil
TOTAL	2,559,220,596	158,500,000	60,000,000	710,016,584

## Notes:

1. Comprising of:

- a. 36,000,000 unquoted options exercisable at \$0.007 each on or before 20 September 2023; and
- b. 2,500,000 unquoted options exercisable at \$0.0281 each on or before 23 December 2024.
- 2. Exercisable at \$0.02 on or before 9 December 2026. Refer to Resolutions 10 to 12 for further details.

### 1.5 Interconditional Resolutions

The Resolutions in this Notice (except Resolutions 6 and 13) are necessary to complete the Trilogy Acquisition (**Essential Resolutions**). Each of the Essential Resolutions are conditional upon the approval by Shareholders of each of the other Resolutions. If any of the Essential Resolutions are not approved by Shareholders, all of the Essential Resolutions will fail, and completion of the Trilogy Acquisition will not occur.

Resolutions 6 and 13 relate to the ratification of Shares already on issue. Accordingly, Resolutions 6 and 13 are not conditional on the passing of the other Resolutions as they is not required for Settlement to occur under the Acquisition Agreement.

# 2. RESOLUTION 1 – APPROVAL TO ISSUE FOUNDER CONSIDERATION SHARES

## 2.1 General

As set out in Section 1.1 above, the Company has agreed to issue the following parties (or their nominees) an aggregate of up to 372,916,666 Shares in consideration for the acquisition of shares and rights to shares in Trilogy as set out in the table below (**Founder Consideration Shares**):

	Founder Consideration Shares
Inyati Fund Pty Ltd	131,478,311
Flametree Prospecting Pty Ltd	104,166,666
D.O.U.Z.E Pty Ltd ATF Centurian Trust (ABN 82 536 358 476)	65,230,213
Kensington Square Capital Pty Ltd	65,230,213
Thea Management Pty Ltd ATF Thea Family Trust	6,811,263
TOTAL	372,916,666

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

The proposed issue of the Founder Consideration Shares falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

# 2.2 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Founder Consideration Shares. In addition, the issue of the Founder Consideration Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Founder Consideration Shares and Settlement of the Trilogy Acquisition will not occur.

Resolution 1 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Founder Consideration Shares.

# 2.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 1:

- (a) the Founder Consideration Shares will be issued to the Founding Trilogy Shareholders (or their nominees).
- (b) the maximum number of Founder Consideration Shares to be issued is 372,916,666 Shares. The Founder Consideration Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Founder Consideration Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Founder Consideration Shares will occur on the same date:
- (d) the Founder Consideration Shares will be issued at a nil issue price as they are being issued as consideration for the Trilogy Acquisition under the Trilogy Agreement;
- (e) the purpose of the issue of the Founder Consideration Shares is to satisfy the Company's obligations under the Trilogy Agreement;
- (f) the Founder Consideration Shares are being issued to the Founding Trilogy Shareholders (or their nominees) under the Trilogy Agreement. A summary of the material terms of the Trilogy Agreement is set out in Section 1; and
- (g) the Founder Consideration Shares are not being issued under, or to fund, a reverse takeover.

# 3. RESOLUTION 2 – APPROVAL TO ISSUE CLASS A CONSIDERATION SHARES

#### 3.1 General

As set out in Section 1.1 above, the Company has agreed to issue the Class A Noteholders (or their nominees) an aggregate of up to 335,416,666 Shares in consideration for the termination and cancellation of the Class A Trilogy Notes (Class A Consideration Shares) which is a condition to Settlement of the Trilogy Acquisition.

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Class A Consideration Shares falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1

# 3.2 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Class A Consideration Shares. In addition, the issue of the Class A Consideration Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Class A Consideration Shares and Settlement of the Trilogy Acquisition will not occur.

Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Class A Consideration Shares.

# 3.3 Technical information required by Listing Rule 7.1

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

- (a) the Class A Consideration Shares will be issued to the Class A Noteholders (or their nominees).
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the Class A Noteholders are:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Class A Consideration Shares to be issued is 335,416,666 Shares. The Class A Consideration Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Class A Consideration Shares will occur on the same date;
- (e) the Class A Consideration Shares will be issued at a nil issue price as they are being issued in consideration for the termination and cancellation of the Class A Trilogy Notes under the Trilogy Agreement;
- (f) the purpose of the issue of the Class A Consideration Shares is to satisfy the Company's obligations under the Trilogy Agreement;
- (g) the Class A Consideration Shares are being issued to the Class A Noteholders (or their nominees) under the terms of the Trilogy Agreement in consideration for the cancellation of the Class A Trilogy

Notes. A summary of the material terms of the Trilogy Agreement is set out in Section 1; and

(h) the Class A Consideration Shares are not being issued under, or to fund, a reverse takeover.

## 4. RESOLUTION 3 – APPROVAL TO ISSUE CLASS B CONSIDERATION SHARES

### 4.1 General

As set out in Section 1.1 above, the Company has agreed to issue the Class B Noteholders (or their nominees) an aggregate of up to 666,666,667 Shares in consideration for the termination and cancellation of the Class B Trilogy Notes (Class B Consideration Shares).

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Class B Consideration Shares falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1

## 4.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Class B Consideration Shares. In addition, the issue of the Class B Consideration Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Class B Consideration Shares and Settlement of the Trilogy Acquisition will not occur.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Class B Consideration Shares.

## 4.3 Technical information required by Listing Rule 7.1

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

- (a) the Class B Consideration Shares will be issued to Class B Trilogy Noteholders(or their nominees);
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the Class B Trilogy Noteholders will be:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;

- (c) the maximum number of Class B Consideration Shares to be issued is 666,666,667 Shares. The Class B Consideration Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Class B Consideration Shares will occur on the same date:
- (e) the Class B Consideration Shares will be issued at a nil issue price as they are being issued in consideration for the termination and cancellation of the Class B Trilogy Notes under the Trilogy Agreement;
- (f) the purpose of the issue of the Class B Consideration Shares is satisfy the Company's obligations under the Trilogy Agreement;
- (g) the Class B Consideration Shares are being issued to the Class B Noteholders (or their nominees) under the terms of the Trilogy Agreement in consideration for the cancellation of the Class B Trilogy Notes. A summary of the material terms of the Trilogy Agreement is set out in Section 1; and
- (h) the Class B Consideration Shares are not being issued under, or to fund, a reverse takeover.

## 5. RESOLUTION 4 – APPROVAL TO ISSUE FOUNDER PERFORMANCE SHARES

### 5.1 General

As set out in Section 1.1 above, the Company has agreed to issue the Founding Trilogy Shareholders (or their nominees) an aggregate of up to 710,016,584 performance shares in consideration for the Trilogy Acquisition, comprising:

- (a) 285,644,417 Class A Performance Shares;
- (b) 222,894,417 Class B Performance Shares; and
- (c) 201,477,750 Class C Performance Shares,

(Founder Performance Shares) as set out in the table below:

	Class A Performance Shares	Class B Performance Shares	Class C Performance Shares
Inyati Fund Pty Ltd	44,930,084	33,434,260	30,221,668
Flametree Prospecting Pty Ltd	-	-	-
D.O.U.Z.E Pty Ltd ATF Centurian Trust (ABN 82 536 358 476)	110,600,659	87,835,678	80,980,842
Kensington Square Capital Pty Ltd	110,600,659	93,291,146	87,503,171
Thea Management Pty Ltd ATF Thea Family Trust	19,513,015	8,333,333	2,772,069
TOTAL	285,644,417	222,894,417	201,477,750

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its

shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Founder Performance Shares falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1

# 5.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Founder Performance Shares. In addition, the issue of the Founder Performance Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Founder Performance Shares and Settlement of the Trilogy Acquisition will not occur.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Founder Performance Shares.

# 5.3 Technical information required by Listing Rule 7.1

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

- (a) the Founder Performance Shares will be issued to the Founding Trilogy Shareholders (or their nominees);
- (b) the maximum number of Founder Performance Shares to be issued is 710,016,584 Performance Shares. The Founder Performance Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares:
- (c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Founder Performance Shares will occur on the same date;
- (d) the Founder Performance Shares will be issued at a nil issue price as they are being issued as consideration for the Trilogy Acquisition under the Trilogy Agreement;
- (e) the purpose of the issue of the Founder Performance Shares is to satisfy the Company's obligations under the Trilogy Agreement;
- (f) the Founder Performance Shares are being issued to the Founding Trilogy Shareholders (or their nominees) under the Trilogy Agreement. A summary of the material terms of the Trilogy Agreement is set out in Section 1; and
- (g) the Founder Performance Shares are not being issued under, or to fund, a reverse takeover.

# 6. RESOLUTION 5 - CREATION OF NEW CLASS OF SECURITIES - FOUNDER PERFORMANCE SHARES

Resolution 5 seeks Shareholder approval for the Company to be authorised to create the necessary class of and issue the Founder Performance Shares.

A company with a single class of shares on issue which proposes to issue new shares not having the same rights as its existing shares, is taken to vary the rights of existing shareholders unless the Constitution already provides for such an issue.

Under clause 2.2 of the Constitution and, subject to the Corporations Act and the Listing Rules, the Company may issue Shares on any terms and for any consideration as the Directors resolve.

Section 246B of the Corporations Act and clause 2.4 of the Constitution provides that the rights attaching to a class of shares may be varied:

- (a) with the written consent of the holders of 75% of the issued shares of the affected class; or
- (b) by special resolution passed at a separate meeting of the holders of the issued shares of the affected class.

Pursuant to the Trilogy Agreement, the Company has agreed to issue an aggregate of 710,016,584 Founder Performance Shares, on the terms and conditions set out in Schedule 1.

The Company currently has only one class of shares on issue being fully paid ordinary shares. The terms of the Founder Performance Shares are not the same as the Shares. Accordingly, the Company seeks approval from Shareholders for the issue of the Founder Performance Shares.

Resolution 5 is a special resolution accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour Resolution 5 for it to be passed.

# 7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

# 7.1 General

As set out in Section 1.2, on 19 December 2022 the Company issued 125,000,000 Placement Shares at an issue price of \$0.012 per Share to the Unrelated Placement Participants under the Placement.

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 25 November 2022.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 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 Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

## 7.2 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 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 6 is not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

Resolution 6 relates to the ratification of the Placement Shares issued on 19 December 2022. Accordingly, Resolution 6 is not conditional on the passing of the other Resolutions as it is not required for Settlement to occur under the Acquisition Agreement. However, Settlement will impact how the funds raised are spent.

If the Acquisition proceeds the funds raised by the Placement Shares will be used in the manner set out in Section 1.3 above. If the Acquisition does not proceed, the funds raised from the issue of the Placement Shares will be applied towards working capital of the Company.

# 7.3 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 6:

(a) the Placement Shares were issued to the Unrelated Placement Participants who are professional and sophisticated investors and clients of CPS Capital. The Unrelated Placement Participants were identified through a bookbuild process, which involved CPS Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company.

- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the Unrelated Placement Participants were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) 125,000,000 Placement Shares were issued and the Placement Shares issued 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) the Placement Shares were issued on 19 December 2022;
- (e) the issue price was \$0.012 per Placement Share. The Company has not and will not receive any other consideration for the issue of the Placement Shares:
- (f) the purpose of the issue of the Placement Shares was to:
  - (i) raise funds which will be used in the manner set out in Section 1.3 above; and
  - (ii) satisfy the condition precedent of the Trilogy Agreement.

If the Acquisition does not proceed, the funds raised from the issue of the Placement Shares will be applied towards working capital of the Company; and

(g) the Placement Shares were not issued under an agreement.

## 8. RESOLUTIONS 7 TO 9 – APPROVAL OF DIRECTOR PARTICIPATION IN PLACEMENT

## 8.1 General

As set out in Section 1.2, the Related Placement Participants wish to participate in the Placement on the same terms as Unrelated Placement Participants in the Placement (**Participation**).

Accordingly, Resolutions 7 to 9 seek Shareholder approval under and for the proposes of section 195(4) of the Corporations Act and Listing Rule 10.11 for the issue of up to an aggregate of up to 41,666,667 Participation Shares, comprising:

- (a) up to 33,333,333 Shares to Mr Peter Wall (or his nominee);
- (b) up to 4,166,667 Shares to Mr Mark Freeman (or his nominee); and
- (c) up to 4,166,667 Shares to Mr Robert Affleck (or his nominee),

as a result of the Participation on the terms set out below.

## 8.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

The Participation will result in the issue of Participation Shares which constitutes giving a financial benefit and the Related Placement Participants are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Peter Wall who has a material personal interest in Resolution 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 6 because the Participation Shares will be issued to Mr Peter Wall (or his nominee) on the same terms as the Placement Shares issued to the Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Mark Freeman who has a material personal interest in Resolution 8) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 8 because the Participation Shares will be issued to Mr Mark Freeman (or his nominee) on the same terms as the Placement Shares issued to the Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Robert Affleck who has a material personal interest in Resolution 9) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 9 because the Participation Shares will be issued to Mr Robert Affleck (or his nominee) on the same terms as the Placement Shares issued to the Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

# 8.3 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a Director of a public company may not vote or be present during meetings of Directors when matters in which that Director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough Directors to form a quorum for a Directors meeting because of this restriction, one or more of the Directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that all the Directors of the Board have a material personal interest in the outcome of Resolutions 7 to 9. If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 7 to 9 at Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 7 to 9 for the purposes of section 195(4) of the Corporations Act in respect of the reliance on the arm's length exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

# 8.4 **Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Participation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 7 to 9 seek Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

## 8.5 Technical information required by Listing Rule 14.1A

If Resolutions 7 to 9 are passed, the Company will be able to proceed with the issue of the Participation Shares within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 1.3 above. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Participation Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Participation Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 7 to 9 are not passed, the Company will not be able to proceed with the issue of the Participation Shares and no further funds will be raised in respect of the participation in the Placement by the Related Placement Participants and Settlement of the Trilogy Acquisition will not occur.

# 8.6 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 7 to 9

- (a) the Participation Shares will be issued to Messrs Peter Wall, Mark Freeman and Robert Affleck (or their nominees), who fall within the category set out in Listing Rule 10.11.1 by virtue of being Directors. The nominees of the directors may include their controlled entities or entities controlled by their parents;
- (b) the maximum number of Shares to be issued to Related Placement Participants (or their nominee) is 41,666,667 Participation Shares, comprising:
  - (i) 33,333,333 Shares to Mr Peter Wall (or his nominee) pursuant to Resolution 6;
  - (ii) 4,166,667 Shares to Mr Mark Freeman (or his nominee) pursuant to Resolution 8; and
  - (iii) 4,166,667 Shares to Mr Robert Affleck (or his nominee) pursuant to Resolution 9;
- (c) the Participation Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Participation Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Participation Shares will be issued on the same date;
- (e) the issue price will be \$0.012 per Participation Shares, being the same issue price as the Placement Shares issued to the Unrelated Placement Participants. The Company will not receive any other consideration for the issue of the Participation Shares;
- (f) the purpose of the issue of Participation Shares is to:
  - (i) raise funds which will be used in the manner set out in Section 1.3 above; and
  - (ii) satisfy the condition precedent of the Trilogy Agreement
- (g) the issue of the Participation Shares is not intended to remunerate or incentivise the Related Placement Participants;
- (h) the Participation Shares are not being issued under an agreement; and
- (i) voting exclusion statements are included in Resolutions 7 to 9 of the Notice.

### 9. RESOLUTIONS 10 TO 12 – APPROVAL TO ISSUE DIRECTOR OPTIONS

#### 9.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue an aggregate of up to 120,000,000 Options (**Director Options**) to Messrs Peter Wall, Mark Freeman and Robert Affleck (or their nominees) (**Related Parties**) on the terms and conditions set out below.

Resolutions 10 to 12 seek Shareholder approval for the issue of the Director Options to the Related Parties.

### 9.2 Director recommendation

Each Director has a material personal interest in the outcome of Resolutions 10 to 12 on the basis that all of the Directors (or their nominees) are to be issued Director Options should Resolutions 10 to 12 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 10 to 12 of this Notice.

# 9.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 8.2 above.

The issue of Director Options to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As the Director Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Director Options. Accordingly, Shareholder approval for the issue of Director Options to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

# 9.4 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 8.4 above.

The issue of Director Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 10 to 12 seek the required Shareholder approval for the issue of the Director Options under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

# 9.5 Technical information required by Listing Rule 14.1A

If Resolutions 10 to 12 are passed, the Company will be able to proceed with the issue of the Director Options to the Related Parties within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Options (because approval is being obtained under Listing Rule 10.11), the issue of the Director Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 10 to 12 are not passed, the Company will not be able to proceed with the issue of the Director Options and Settlement of the Trilogy Acquisition will not occur.

# 9.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 10 to 12:

- (a) the Director Options will be issued to the following persons:
  - (i) Peter Wall (or his nominee) pursuant to Resolution 10;
  - (ii) Mark Freeman (or his nominee) pursuant to Resolution 11; and
  - (iii) Robert Affleck (or his nominee) pursuant to Resolution 12,

each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;

- (b) the maximum number of Director Options to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is 120,000,000 comprising:
  - (i) 40,000,000 Options to Peter Wall (or his nominee) pursuant to Resolution 10:
  - (ii) 40,000,000 Options to Mark Freeman (or his nominee) pursuant to Resolution 11; and
  - (iii) 40,000,000 Options to Robert Affleck (or his nominee) pursuant to Resolution 12,
- (c) the terms and conditions of the Director Options are set out in Schedule 2;
- (d) the Director Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Director Options will occur on the same date;
- (e) the issue price of the Director Options will be nil. The Company will not receive any other consideration in respect of the issue of the Director Options (other than in respect of funds received on exercise of the Options);
- (f) the purpose of the issue of the Director Options is to provide a performance linked incentive component in the remuneration package for the Related Parties to align the interests of the Related Parties with those of Shareholders, to motivate and reward the performance of the Related Parties in their roles as Directors, including assistance with identifying the Trilogy project opportunity and settlement of the Trilogy Acquisition and to provide a cost effective way from the Company to remunerate the Related Parties, which 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 the Related Parties:

- (g) the Director Options are unquoted Options. The Company has agreed to issue the Director Options to the Related Parties subject to Shareholder for the following reasons:
  - (i) the Director Options are unquoted; therefore, the issue of the Options has no immediate dilutionary impact on Shareholders; and
  - (ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Options on the terms proposed;
- (h) the number of Director Options to be issued to each of the Related Parties has been determined based upon a consideration of:
  - (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
  - (ii) the remuneration of the Related Parties; and
  - (iii) incentives to attract and ensure continuity of service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Options upon the terms proposed;

(i) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Current Financial Year Ended 2023	Previous Financial Year Ended 2022
Peter Wall	\$513,743 <sup>1</sup>	\$107,824 <sup>2</sup>
Mark Freeman	\$583,7433	\$216,7664
Robert Affleck	\$783,9095	\$182,8246

## Notes:

- 1. Comprising Directors' salary and fees of \$70,000 of which \$40,000 is payable in shares, and share-based payments of \$ 443,743 (including an increase of \$346,933, being the value of the Director Options).
- 2. Comprising Directors' salary and fees of \$69,000 and share-based payments of \$38,824.
- 3. Comprising Directors' salary and fees of \$140,000 of which \$80,000 is payable in shares and share-based payments of \$443,743 (including an increase of \$346,933, being the value of the Director Options).
- 4. Comprising Directors' salary and fees of \$165,000 and share-based payments of \$51,766.
- 5. Comprising Directors' salary and fees of \$280,000 of which 160,000 is payable in shares and share-based payments of \$503,909 (including an increase of \$346,933, being the value of the Director Options).

- 6. Comprising Directors' salary and fees of \$144,000 and share-based payments of \$38,824.
- (j) the value of the Director Options and the pricing methodology is set out in Schedule 3;
- (k) the Director Options are not being issued under an agreement;
- (I) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

### As at the date of this Notice\*

Related Party	Shares	Options	Performance Rights
Peter Wall	32,454,170	14,351,351	15,000,000
Mark Freeman	4,295,511	23,000,000	15,000,000
Robert Affleck	862,041	-	20,000,000

# Post issue of the Director Options to Related Parties\*

Related Party	Shares	Options	Performance Rights
Peter Wall	32,454,170	54,351,351	15,000,000
Mark Freeman	4,295,511	63,000,000	15,000,000
Robert Affleck	862,041	40,000,000	20,000,000

<sup>\*</sup> Does not include the Directors participation in the Placement.

(m) if the Director Options issued to the Related Parties are exercised, a total of 120,000,000 Shares would be issued. This will increase the number of Shares on issue from 2,559,216,521 (being the total number of Shares on issue as at the date of this Notice and proposed to be issued under this Notice) to 2,679,216,521 (assuming that no other Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 4.48%, comprising 1.49% by each Related Party;

The market price for Shares during the term of the Director Options would normally determine whether the Director Options are exercised. If, at any time any of the Director Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Director Options, there may be a perceived cost to the Company.

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

	Price	Date
Highest	\$0.041	4 April 2022 and 5 April 2022
Lowest	\$0.01	2 November 2022 and 3 November 2022
Last	\$0.017	30 December 2022

- (o) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 10 to 12; and
- (p) a voting exclusion statements are included in Resolutions 10 to 12 of the Notice.

### 10. RESOLUTION 13 – RATIFICATION OF PRIOR ISSUE OF SHARES

### 10.1 General

On 16 December 2021 the Company entered into a 12-month option agreement with Broad Arrow Holdings (WA) Pty Ltd (ACN 637 422 658) (**Broad Arrow**) for the option to acquire up to a 100% interest in a number of tenements owned by Broad Arrow (**Broad Arrow Option**) (**Broad Arrow Tenements**) (**Broad Arrow Agreement**).

Pursuant to the Broad Arrow Agreement, the Company has:

- (a) paid Broad Arrow:
  - (i) an initial exclusivity fee of \$50,000;
  - (ii) a cash payment of \$160,000; and
- (b) issued Broad Arrow:
  - (i) 8,535,278 Shares valued at \$240,000;
  - (ii) 2,500,000 unlisted Options valued at \$44,000,

and were committed to spend a minimum of \$150,000 on exploration during the Broad Arrow Option period, which has been met.

During the Broad Arrow Option period, the Company could exercise the Broad Arrow Option to acquire 100% of the Broad Arrow Tenements through the issue of 13,336,372 Shares (**Broad Arrow Shares**) (being \$375,000, to be satisfied through the issue of Shares at a deemed issue price of approximately \$0.0281 each).

On 16 December 2022, the Company exercised the Broad Arrow Option to acquire a 100% interest in the Broad Arrow Tenements and issued the Broad Arrow Shares on 19 December 2022 to complete the acquisition of the Broad Arrow Tenements pursuant to the Broad Arrow Agreement.

Further details on the Broad Arrow Tenements and Broad Arrow Agreement are set out in the ASX announcement dated 16 December 2021.

The agreement to issue the Broad Arrow Shares was made pursuant to the Company's Listing Rule 7.1 placement capacity. On 31 January 2022, the Company obtained Shareholder approval to issue the Broad Arrow Shares in conjunction with seeking a waiver to issue the Board Arrow Shares within 12 months of the Broad Arrow Agreement. This waiver was not granted and although Shareholder approval was obtained, given the Broad Arrow Shares would not be issued within 3 months of the Shareholder approval the agreement to issue the Broad Arrow Shares have remained as part of the placement capacity under Listing Rule 7.1.

Accordingly, the Company now seeks to ratify the issue of the Broad Arrow Shares.

# 10.2 Listing Rules 7.1 and 7.1A

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 25 November 2022.

The issue of the Broad Arrow Shares does not fit within any of the exceptions set out in Listing Rule 7.2 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 Broad Arrow Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Broad Arrow Shares.

Resolution 13 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Broad Arrow Shares.

## 10.3 Technical information required by Listing Rule 14.1A

If Resolution 13 is passed, the Broad Arrow Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 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 Broad Arrow Shares.

If Resolution 13 is not passed, the Broad Arrow Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Broad Arrow Shares.

Resolution 13 relates to the ratification of the Broad Arrow Shares issued on 19 December 2022. Accordingly, Resolution 13 is not conditional on the passing of the other Resolutions and is not required for Settlement to occur under the Acquisition Agreement.

## 10.4 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 13:

- (a) the Broad Arrow Shares were issued to Broad Arrow.
- (b) 13,336,372 Broad Arrow Shares were issued and the Broad Arrow Shares issued 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:
- (c) the Broad Arrow Shares were issued on 19 December 2022;
- (d) the Broad Arrow Shares were issued at a deemed issue price of \$0.0281 per Share in consideration for exercising the Broad Arrow Option and acquiring the Broad Arrow Tenements. The Company has not and will not receive any other consideration for the issue of the Broad Arrow Shares:
- (e) the purpose of the issue of the Broad Arrow Shares was to satisfy the Company's obligations under the Broad Arrow Agreement; and
- (f) the Broad Arrow Shares were issued to Broad Arrow under the Broad Arrow Agreement. A summary of the material terms of the Broad Arrow Agreement is set out in Section 10.1.

### **GLOSSARY**

\$ means Australian dollars.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of the Company.

**Broad Arrow** means Broad Arrow Holdings (WA) Pty Ltd (ACN 637 422 658).

**Broad Arrow Agreement** has the meaning given in Section 10.1.

**Broad Arrow Option** has the meaning given in Section 10.1.

**Broad Arrow Shares** has the meaning given in Section 10.1.

**Broad Arrow Tenements** has the meaning given in Section 10.1.

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

Chair means the chair of the Meeting.

Class A Consideration Shares has the meaning given in Section 3.1.

Class B Consideration Shares has the meaning given in Section 4.1.

Class A Noteholders has the meaning given in Section 1.1.

Class B Noteholders has the meaning given in Section 1.1.

Class A Performance Shares has the meaning given in Section 1.1.

Class B Performance Shares has the meaning given in Section 1.1.

Class C Performance Shares has the meaning given in Section 1.1.

Class A Trilogy Notes has the meaning given in Section 1.1.

Class B Trilogy Notes has the meaning given in Section 1.1.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or

(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Pursuit Minerals Ltd (ACN 128 806 977).

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

Corporations Act means the Corporations Act 2001 (Cth).

**CPS Capital** means CPS Capital Group Pty Ltd (ACN 088 055 636), an authorised representative of (AFSL 294 848).

**Directors** means the current directors of the Company.

**Director Options** has the meaning given in Section 9.1.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Founder Performance Shares** has the meaning given in Section 5.1.

**Founder Consideration Shares** has the meaning given in Section 2.1.

**Founding Consideration** has the meaning given in Section 1.1.

**Founding Trilogy Shareholders** has the meaning given in Section 1.1.

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

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

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

**Notice** or **Notice** of **Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

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

**Optionholder** means a holder of an Option.

**Participation** has the meaning given in Section 8.1.

**Participation Shares** has the meaning given in Section 1.2.

**Placement** has the meaning given in Section 1.2.

**Placement Shares** has the meaning given in Section 1.2.

**Proxy Form** means the proxy form accompanying the Notice.

**Related Placement Participants** has the meaning given in Section 1.2.

**Related Parties** has the meaning given in Section 9.1.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

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

**Settlement** has the meaning given in Section 1.1.

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

**Shareholder** means a registered holder of a Share.

**Tenements** has the meaning given in Section 1.1.

Trilogy means Trilogy Minerals Pty Ltd (ACN 650 762 833).

**Trilogy Acquisition** has the meaning given in Section 1.1.

**Trilogy Agreement** has the meaning given in Section 1.1.

**Unrelated Placement Participants** has the meaning given in Section 1.2.

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

# SCHEDULE 1 - TERMS AND CONDITIONS OF FOUNDER PERFORMANCE SHARES

The terms of the Founder Performance Shares are as follows:

- (a) **Performance Shares**: Each performance share is a share in the capital of the Company and will convert into fully paid ordinary shares in the capital of the Company (**Share**), subject to these terms and conditions (**Performance Shares**).
- (b) **General Meetings**: The Performance Shares shall confer on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to Shareholders. The Holder has the right to attend general meetings of Shareholders.
- (c) **No Voting Rights:** The Performance Shares do not entitle the Holder to vote on any resolutions proposed at a general meeting of Shareholders, subject to any voting rights under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
- (d) **No Dividend Rights**: The Performance Shares do not entitle the Holder to any dividends.
- (e) **No Rights on Winding Up**: Upon winding up of the Company, the Performance Shares may not participate in the surplus profits or assets of the Company.
- (f) **No Rights to Return of Capital**: A Performance Share does not entitle the Holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (g) **Transfer of Performance Shares**: The Performance Shares are not transferable.
- (h) **Reorganisation of Capital**: In the event that the issued capital of the Company is reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the ASX Listing Rules at the time of reorganisation provided that, subject to compliance with the ASX Listing Rules, following such reorganisation the economic and other rights of the Holder are not diminished or terminated.
- (i) Application to ASX: The Performance Shares will not be quoted on ASX. Upon conversion of the Performance Shares into Shares in accordance with these terms, the Company must within seven (7) days after the conversion, apply for and use its best endeavours to obtain the official quotation on ASX of the Shares arising from the conversion.
- (j) **Participation in Entitlements and Bonus Issues**: Subject always to the rights under paragraph (h), the Holder of Performance Shares will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (k) Amendments required by ASX: The terms of the Performance Shares may be amended as necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the ASX Listing Rules, following such amendment, the economic and other rights of the Holder are not diminished or terminated.
- (I) **No Other Rights**: The Performance Shares give the Holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

### Conversion of the Performance Shares

- (a) **Milestones**: The respective milestones upon which Performance Shares will convert into Shares (one a one for basis) are as follows:
  - (i) 285,644,417 Performance Shares will vest and convert into Shares on the latest to occur of the announcement by the Company of a JORC resource minimum of 100kt LCE @ 350mg/Li from the Project Area and the volume weighted average price of Shares trading on the ASX in the ordinary course of trade (VWAP) being at least \$0.03 over 20 consecutive trading days (on which Shares have actually traded) (with such milestones having a drop dead date of 24 months from the date of issue of the Performance Shares) (Class A Milestone);
  - (ii) 222,894,417 Performance Shares will vest and convert into Shares on the latest to occur of the announcement by the Company of entering into a binding agreement for commercial sale of 2,000 tonnes per annum of LiC203 from the Project Area and the VWAP being at least \$0.05 over 20 consecutive trading days (on which Shares have actually traded) (with such milestones having a drop dead date of 36 months from the date of issue of the Performance Shares) (Class B Milestone); and
  - (iii) 201,477,750 Performance Shares will vest and convert into Shares on the latest to occur of the announcement by the Company of the positive completion of a bankable feasibility study that supports the financing and construction of at least a 20,000 tonnes per annum commercial facility from the Project Area and the VWAP being at least \$0.07 over 20 consecutive trading days (on which Shares have actually traded) (with such milestones having a drop dead date of 48 months from the date of issue of the Performance Shares) (Class C Milestone),

# (each a Milestone).

Where "Project Area" means the area covered by any of the Maria Magdalena, Isabel Segunda, Sal Rio 01, Sal Rio 02 or Cateo projects.

- (b) **Conversion of Performance Shares**: Upon the relevant Milestone being achieved and subject to paragraph(o), the applicable Performance Shares will convert into Shares on a one (1) for one (1) basis on the achievement of the Milestone.
- (c) **Expiry**: If the individual Milestones are not achieved by each relevant date set out in paragraph (a), the Performance Shares subject to that Milestone will automatically lapse on that date.
- (d) **Conversion Procedure**: The Company will issue the Holder with a new holding statement for the Shares as soon as practicable following the conversion of the Performance Shares into Shares.
- (e) **Ranking of Shares**: The Shares into which the Performance Shares will convert will rank pari passu in all respects with the Shares on issue at the date of conversion.

## SCHEDULE 2 - TERMS AND CONDITIONS OF DIRECTOR 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 \$0.02 (Exercise Price)

## (c) Expiry Date

Each Option will expire at 5:00 pm (WST) on or before 9 December 2026 (**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.

# (I) Transferability

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

# SCHEDULE 3 - VALUATION OF DIRECTOR OPTIONS

The Director Options to be issued to the Related Parties pursuant to Resolutions 10 to 12 have been independently valued by Stantons Corporate Finance Pty Ltd.

Using the Black & Scholes option model and based on the assumptions set out below, the Director Options were ascribed the following value:

		Options									
Methodology	Black Scholes										
Assumed grant date	13 December 2022										
Assumed expiry date	13 December 2026										
Share price at assumed grant date (\$)	\$0.012										
Exercise price (\$)	\$0.020										
Risk-free rate (%)	3.067%										
Volatility (%)	120%										
Fair value per Option (\$)	\$0.0087										
Recipients	Mark Freeman	Mark Freeman Bob Affleck P									
Number	40,000,000	40,000,000	40,000,000								
Total fair value (\$)	\$346,993	\$346,993 \$346,993									

**Note**: The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.



Pursuit Minerals Limited | ABN 27 128 806 977

# **Proxy Voting Form**

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

Holder Number: [HolderNumber]

Your proxy voting instruction must be received by 10.00am (WST) on Sunday, 05 February 2023, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## **SUBMIT YOUR PROXY**

# Complete the form overleaf in accordance with the instructions set out below. YOUR NAME AND ADDRESS

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

#### STEP 1 - APPOINT A PROXY

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

#### DEFAULT TO THE CHAIR OF THE MEETING

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

## STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

#### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

## CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxu at

https://investor.automic.com.au/#/loginsah

or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic GPO Box 5193 Sydney NSW 2001

### IN PERSON:

Automic Level 5, 126 Phillip Street Sydney NSW 2000

#### BY EMAIL:

meetings@automicgroup.com.au

## BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

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

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

Individual or Securityholder 1								Securityholder 2									Securityholder 3											
													9								9							
Sole Director and Sole Company Secretary Contact Name:							I	Director									Director / Company Secretary											
Email Address:																												
Contact Daytime Telephone																Do	ate (D	D/MN	1/Y <u>Y</u> )									
																					/			/				

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).