



BRIGHTSTAR

RESOURCES LIMITED

Brightstar Resources Limited
ACN 100 727 491

Notice of General Meeting

Time and date: 29 March 2023 at 10.00 am (AWST)

In-person: Unit 3, 25 Belgravia Street, Belmont
WA 6104

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 8 9277 6008.

Shareholders are urged to vote by lodging the Proxy Form

Brightstar Resources Limited
ACN 100 727 491
(Company)

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of Brightstar Resources Limited will be held at Unit 3, 25 Belgravia Street, Belmont, WA at 10.00 am on 29 March 2023 (AWST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 27 March 2023 at 4.00 pm (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Resolution 1 – Ratification of issue of 2023 Placement Shares

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

‘That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 96,500,000 2023 Placement Shares as follows:

- (a) 35,286,878 2023 Placement Shares under Listing Rule 7.1; and
- (b) 61,213,122 2023 Placement Shares under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.’

Resolution 2 – Approval of issue of Director Placement Shares

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

‘That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 3,500,000 Director Placement Shares, as follows:

- (a) up to 2,500,000 Director Placement Shares to Josh Hunt (or his nominees); and
- (b) up to 1,000,000 Director Placement Shares to Bill Hobba (or his nominees),

on the terms and conditions in the Explanatory Memorandum.’

Resolution 3 – Ratification of issue of 2022 Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 44,000,000 2022 Placement Shares as follows:

- (a) 36,350,240 2022 Placement Shares under Listing Rule 7.1; and
- (b) 7,649,760 2022 Placement Shares under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval of issue of Director Performance Rights

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

'That, pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 80,000,000 Performance Rights to Alex Rovira (or his nominees) under the Plan, on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval to increase Non-Executive Directors' Remuneration

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

'That, pursuant to and in accordance with clause 14.8 of the Constitution, Listing Rule 10.17 and for all other purposes, Shareholders approve an increase of the maximum total aggregate amount of fees payable to non-executive Directors to \$400,000 per annum, on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 1(a):** by or on behalf of a person who participated in the issue of the 2023 Placement Shares, or any of their respective associates.
- (b) **Resolution 1(b):** by or on behalf of a person who participated in the issue of the 2023 Placement Shares, or any of their respective associates.
- (c) **Resolution 2(a):** by or on behalf of Josh Hunt (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (d) **Resolution 2(b):** by or on behalf of Bill Hobba (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (e) **Resolution 3(a):** by or on behalf of a person who participated in the issue of the 2022 Placement Shares, or any of their respective associates.
- (f) **Resolution 3(b):** by or on behalf of a person who participated in the issue of the 2022 Placement Shares, or any of their respective associates.
- (g) **Resolution 4:** by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.
- (h) **Resolution 5:** by or on behalf of a Director, or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

Resolution 4 and Resolution 5: In accordance with sections 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 a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; 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.

BY ORDER OF THE BOARD



Luke Wang
Company Secretary
Brightstar Resources Limited
Dated: 23 February 2023

Brightstar Resources Limited
ACN 100 727 491
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Unit 3, 25 Belgravia Street, Belmont, WA on 29 March 2023 at 10.00 am (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolution will be voted. The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolution:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Ratification of issue of 2023 Placement Shares
Section 4	Resolution 2 – Approval of issue of Director Placement Shares
Section 5	Resolution 3 – Ratification of issue of 2022 Placement Shares
Section 6	Resolution 4 – Approval of issue of Director Performance Rights
Section 7	Resolution 5 – Approval to increase Non-Executive Directors' Remuneration
Schedule 1	Definitions
Schedule 2	Terms and conditions of Director Performance Rights
Schedule 3	BDO Valuation of Director Performance Rights
Schedule 4	Summary of terms and conditions of Employee Securities Incentive Plan

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

2. Action to be taken by Shareholders

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

2.1 Voting in person

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

2.2 Voting by proxy

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

Please note that:

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

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

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

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

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

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;

- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

Your proxy voting instruction must be received by 10.00 am (AWST) on 27 March 2023, being not later than 48 hours before the commencement of the Meeting.

2.3 Chair's voting intentions

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 4 and Resolution 5, even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

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

2.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at lukew@brightstarresources.com.au by 5.00 pm (AWST) on 24 March 2023.

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

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. **Resolution 1 – Ratification of issue of 2023 Placement Shares**

3.1 **General**

On 23 December 2022, the Company announced a capital raising of approximately \$1,600,000 (before costs). The capital raising is comprised of the following two tranches:

- (a) the issue of 96,500,000 Shares to unrelated parties (**2023 Placement Shares**); and
- (b) the issue of 3,500,000 Shares to certain Directors of the Company (or their respective nominees) (**Director Placement Shares**),

each at an issue price of \$0.016 per Share (collectively, the **2023 Placement**).

On 11 January 2023, the Company issued the 2023 Placement Shares as follows:

- (a) 35,286,878 2023 Placement Shares issued under Listing Rule 7.1; and
- (b) 61,213,122 2023 Placement Shares issued under Listing Rule 7.1A.

Resolution 1(a) and (b) seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the 2023 Placement Shares.

3.2 **Listing Rules 7.1, 7.1A and 7.4**

Broadly speaking, Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue Equity Securities over a 12 month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12 month 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 its 15% placement capacity under Listing Rule 7.1 by an extra 10% to 25%. The Company obtained this approval at its 2022 annual general meeting.

The issue of the 2023 Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacities under Listing Rules 7.1 and 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the issue of the 2023 Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A.

The effect of Shareholders passing Resolution 1(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 1(a) is passed, 35,286,878 2023 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of

Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1(b) is passed, 61,213,122 2023 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1(a) is not passed, 35,286,878 2023 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 35,286,878 Equity Securities for the 12 month period following the issue of those 2023 Placement Shares.

If Resolution 1(b) is not passed, 61,213,122 2023 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 61,213,122 Equity Securities for the 12 month period following the issue of those 2023 Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

3.3 **Specific 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 the ratification of the issue of the 2023 Placement Shares:

- (a) The 2023 Placement Shares were issued to sophisticated investors, none of whom are a related party or Material Investor of the Company. The participants in the 2023 Placement were identified through a bookbuild process, which involved the Company seeking expressions of interest to participate in the 2023 Placement from new and existing contacts of the Company.
- (b) The 2023 Placement Shares were issued as follows:
 - (i) 35,286,878 2023 Placement Shares under Listing Rule 7.1; and
 - (ii) 61,213,122 2023 Placement Shares under Listing Rule 7.1A,without the need for Shareholder approval.
- (c) The 2023 Placement Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The 2023 Placement Shares were issued on 11 January 2023.
- (e) The 2023 Placement Shares were issued at \$0.016 each.
- (f) The proceeds from the issue of the 2023 Placement Shares have been and are intended to be used to advance exploration activities and to provide additional working capital.
- (g) There are no other material terms to the agreement for the subscription of the 2023 Placement Shares.

- (h) The issue of the 2023 Placement Shares did not cause the Company to breach Listing Rule 7.1.
- (i) A voting exclusion statement is included in the Notice.

3.4 Additional information

Resolution 1(a) and (b) are ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 1(a) and (b).

4. Resolution 2 – Approval of issue of Director Placement Shares

4.1 General

The background to the proposed issue of the Director Placement Shares is in Section 3.1 above.

Resolution 2(a) and (b) seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of up to 3,500,000 Director Placement Shares to certain Directors of the Company (or their respective nominees).

The following Directors as at the date the 2023 Placement was announced have committed a total of \$56,000 under the 2023 Placement. The Director Placement Shares will be issued in the following proportions:

Director (or their nominee) as at the date the 2023 Placement was announced	Amount committed to the 2023 Placement	Director Placement Shares
Josh Hunt	\$40,000	2,500,000
Bill Hobba	\$16,000	1,000,000

Note: In addition to the above and as announced on 23 December 2022, Alex Rovira, Managing Director, also participated in the 2023 Placement, acquiring 6,250,000 2023 Placement Shares. Shareholder approval under Listing Rule 10.11 was not required in respect of the issue of 2023 Placement Shares to Mr Rovira as issue was subject to Exception 12 of Listing 10.12.

4.2 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 any of the following persons without the approval of its Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);

- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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 (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

Josh Hunt and Bill Hobba are related parties of the Company by virtue of being Directors at the time the 2023 Placement was announced. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Shares to Josh Hunt and Bill Hobba (or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

It should be noted that Shareholders may vote for or against each of Resolution 2(a) and 2(b) separately and that these Resolutions are not conditional or dependent upon each other.

The effect of Shareholders passing Resolution 2(a) will be to allow the Company to issue the Director Placement Shares to Josh Hunt (or his respective nominees), raising \$40,000 (before costs).

The effect of Shareholders passing Resolution 2(b) will be to allow the Company to issue the Director Placement Shares to Bill Hobba (or his respective nominees), raising \$16,000 (before costs).

If Resolution 2(a) is not passed, the Company will not be able to proceed with the issue of the Director Placement Shares to Josh Hunt, and will not receive the additional \$40,000 committed by Josh Hunt.

If Resolution 2 (b) is not passed, the Company will not be able to proceed with the issue of the Director Placement Shares to Bill Hobba, and will not receive the additional \$16,000 committed by Bill Hobba.

4.3 **Specific 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 the proposed issue of the Director Placement Shares:

- (a) The Director Placement Shares will be issued to Josh Hunt and Bill Hobba (or their respective nominees).
- (b) Josh Hunt and Bill Hobba fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors of the Company at the time the 2023 Placement was announced. Where the Director Placement Shares are issued to a nominee of a Director, the Listing Rule 10.11.4 will apply.

- (c) A maximum of 3,500,000 Director Placement Shares will be issued to Josh Hunt and Bill Hobba (or their respective nominees) in the manner and form set out in Section 4.1 above.
- (d) The Director Placement Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Director Placement Shares will be issued no later than one month after the date of the Meeting.
- (f) The Director Placement Shares are proposed to be issued at an issue price of \$0.016 each, being the same price at which the 2023 Placement Shares were issued.
- (g) A summary of the intended use of funds raised from the Director Placement Shares is in Section 3.3(f) above.
- (h) The proposed issue of the Director Placement Shares are not intended to remunerate or incentivise Josh Hunt and Bill Hobba.
- (i) There are no other material terms to the proposed issue of the Director Placement Shares.
- (j) A voting exclusion statement is included in the Notice.

4.4 **Chapter 2E of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 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 proposed issue of the Director Placement Shares constitutes giving a financial benefit to related parties of the Company.

The Board (with Josh Hunt abstaining) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares because the Shares will be issued on the same terms as those Shares issued to non-related party participants in the 2023 Placement and as such the giving of the financial benefit is on arm's length terms.

4.5 **Additional information**

Resolution 2(a) and (b) are ordinary resolutions.

The Board (with Josh Hunt abstaining) recommends that Shareholders vote in favour of Resolution 2(a) and (b).

5. Resolution 3 – Ratification of issue of 2022 Placement Shares

5.1 General

On 31 October 2022, the Company announced a capital raising of \$660,000 (before costs) (**2022 Placement**). The 2022 Placement comprised the issue of 44,000,000 Shares at \$0.015 each (**2022 Placement Shares**).

On 4 November 2022, the Company issued the 2022 Placement Shares as follows:

- (a) 36,350,240 2022 Placement Shares issued under Listing Rule 7.1; and
- (b) 7,649,760 2022 Placement Shares issued under Listing Rule 7.1A.

Resolution 3(a) and (b) seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the 2022 Placement Shares.

5.2 Listing Rules 7.1, 7.1A and 7.4

A summary of Listing Rules 7.1, 7.1A and 7.4 is in Section 3.2 above.

The issue of the 2022 Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacities under Listing Rules 7.1 and 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the issue of the 2022 Placement Shares.

The effect of Shareholders passing Resolution 3(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 3(a) is passed, 36,350,240 2022 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 3(b) is passed, 7,649,760 2022 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 3(a) is not passed, 36,350,240 2022 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 36,350,240 Equity Securities for the 12 month period following the issue of those 2022 Placement Shares.

If Resolution 3(b) is not passed, 7,649,760 2022 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 7,649,760 Equity Securities for the 12 month period following the issue of those 2022 Placement Shares (and assuming the Company's approval

under Listing Rule 7.1A remains in force for this period).

5.3 **Specific 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 the ratification of the issue of the 2022 Placement Shares:

- (a) The 2022 Placement Shares were issued to sophisticated and professional investors, none of whom are a related party or Material Investor of the Company. The participants in the 2022 Placement were identified through a bookbuild process, which involved the Company seeking expressions of interest to participate in the 2022 Placement from new and existing contacts of the Company.
- (b) The 2022 Placement Shares were issued as follows:
 - (i) 36,350,240 2022 Placement Shares under Listing Rule 7.1; and
 - (ii) 7,649,760 2022 Placement Shares under Listing Rule 7.1A, without the need for Shareholder approval.
- (c) The 2022 Placement Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The 2022 Placement Shares were issued on 4 November 2022.
- (e) The 2022 Placement Shares were issued at \$0.015 each.
- (f) The proceeds from the issue of the 2022 Placement Shares have been and are intended to be used towards exploration efforts at the Laverton Gold Project and to provide additional working capital.
- (g) There are no other material terms to the agreement for the subscription of the 2022 Placement Shares.
- (h) The issue of the 2022 Placement Shares did not cause the Company to breach Listing Rule 7.1.
- (i) A voting exclusion statement is included in the Notice.

5.4 **Additional information**

Resolution 3(a) and (b) are ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 3(a) and (b).

6. **Resolution 4 – Approval of issue of Director Performance Rights**

6.1 **General**

On 23 December 2022, the Company announced that Alex Rovira had been appointed as the Managing Director of the Company with effect from 12 January 2023.

In connection with Mr Rovira's appointment as Managing Director, the Company agreed (amongst other things), subject to the prior receipt of Shareholder approval, issue to Mr Rovira 80,000,000 Performance Rights under the Plan (**Director Performance Rights**).

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue of the Director Performance Rights aims to align the efforts and interests of Mr Rovira with those of Shareholders.

The Director Performance Rights provide an entitlement to receive fully paid ordinary Shares in the Company on achieving vesting conditions as determined by the Board. The vesting conditions have been developed to achieve growth in the Company's Share price and the creation of Shareholder value. In addition, the Board also believes that incentivising with Performance Rights is a prudent means of conserving the Company's available cash reserves whilst assisting in recruiting Mr Rovira in a competitive market.

The Director Performance Rights will vest and otherwise be issued on the terms and conditions described in Schedule 2.

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 10.14 for the issue of the Director Performance Rights to Mr Rovira (or his nominees) under the Plan.

6.2 **Listing Rule 10.14**

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of its Shareholders:

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

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Performance Rights as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the Director Performance Rights to Mr Rovira (or his nominees) will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1 or the maximum permitted number of Equity Securities issued under Listing Rule 7.2, exception 13(b).

The effect of Shareholders passing Resolution 4 will be to allow the Company to issue the Director Performance Rights to Mr Rovira (or his nominees) under the Plan.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Director Performance Rights, and the Company will have to consider alternative commercial means to incentivise Mr Rovira.

6.3 **Specific information required by Listing Rule 10.15**

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Director Performance Rights:

- (a) The Director Performance Rights will be issued under the Plan to Mr Alex Rovira (or his nominees).
- (b) Mr Rovira falls into the category stipulated by Listing Rule 10.14.1 by virtue of being a Director of the Company.
- (c) A maximum of 80,000,000 Director Performance Rights will be issued to Mr Rovira (or his nominees).
- (d) The current total annual remuneration package for Mr Rovira as at the date of this Notice is \$250,000 (exclusive of superannuation, superannuation being currently set at 10.5% equating to \$26,250). As such the total cash payable to Mr Rovira is \$276,250. No other cash payments form part of the total remuneration.
- (e) No Equity Securities have previously been issued under the Plan to Mr Rovira (or his nominees).
- (f) The Director Performance Rights will be issued on the terms and conditions in Schedule 2.
- (g) The Board considers that Performance Rights, rather than Shares or Options, are an appropriate form of incentive because they aim to align the remuneration of Mr Rovira with a goal of generating Shareholder wealth. Moreover, the Director Performance Rights have vesting conditions that are designed to be consistent with the Company's strategic and business objectives.
- (h) The Director Performance Rights have been independently valued by BDO Corporate Finance (WA) Pty Ltd and their report is included with this Notice at Schedule 3. The total value of all the Director Performance Rights is \$1,500,000. Detailed information on the valuation methodologies and assumptions are contained in Schedule 3 and Shareholders should ensure they carefully review the report at Schedule 3.
- (i) The Director Performance Rights will be issued to Mr Rovira (or his nominees) as soon as practicable following the Meeting and in any event not later than three years after the Meeting.
- (j) The Director Performance Rights will be issued for nil cash consideration and will be provided as an incentive component to Mr Rovira's remuneration package.
- (k) A summary of the material terms of the Plan is in Schedule 4.
- (l) No loan will be provided to Mr Rovira in relation to the issue of the Director Performance Rights.
- (m) Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (n) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who were

not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.

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

6.4 **Chapter 2E of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 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 proposed issue of the Director Performance Rights constitutes giving a financial benefit to a related party of the Company.

The Board (with Mr Alex Rovira abstaining) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the agreement to issue the Director Performance Rights was negotiated prior to Mr Rovira's appointment as Managing Director and otherwise at a time when the Company and Mr Rovira were dealing at arm's length. Accordingly, the Board (with Mr Rovira abstaining) considers that the proposed issue of the Director Performance Rights falls within the exception stipulated by section 210 of the Corporations Act.

The Board as it was then constituted utilised the services of a third party advisory firm to negotiate and advise upon the Director Performance Rights and considered the remuneration packages of Managing Directors at similar ASX listed companies.

6.5 **Additional information**

The Board (other than Mr Alex Rovira who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of Resolution 4.

Resolution 4 is an ordinary resolution.

7. **Resolution 5 – Approval to increase Non-Executive Directors' Remuneration**

7.1 **General**

Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of Directors' fees payable to all of its non-executive directors without the approval of its Shareholders.

Clauses 14.7 and 14.8 of the Constitution also requires that remuneration payable to the non-executive directors will not exceed the sum determined by the Company in a general meeting from time to time, and the total aggregate fixed sum will be divided between the non-executive directors as the directors shall determine and, in default of agreement between them, then in equal shares.

The maximum aggregate amount of fees payable to all of the non-executive directors is currently set at \$100,000 (**Current Limit**). Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 10.17 and Clause 14.8 of the Constitution to increase the total aggregate fixed sum per annum to be paid to the non-executive directors to \$400,000 (**Proposed Limit**).

If Resolution 5 is passed, the Company will be able to proceed to increase the total aggregate fixed sum per annum to be paid to the non-executive directors to \$400,000.

If Resolution 5 is not passed, the Company will not be able to proceed to increase the total aggregate fixed sum per annum to be paid to the non-executive directors to \$400,000 and the Company will need to revise its current remuneration structure payable to its non-executive directors which will include considering the issue of equity securities to non-executive directors in lieu of cash, subject to Shareholder approval.

7.2 **Rationale for the increase**

As previously disclosed, the Company has entered into a Scheme Implementation Deed with Kingwest Resources Limited (ASX:KWR), under which the two companies will merge by way of a court approved scheme of arrangement between Kingwest Resources Limited and its securityholders. As a result of the transaction, the number of non-executive directors will increase from two to five, meaning the Current Limit will not be sufficient to satisfy the directors' fees payable to both the Company's existing non-executive directors and the incoming non-executive directors who are proposed to join the Board following implementation of the transaction.

The Proposed Limit has been determined after reviewing other similar ASX listed companies' fee limits payable to its non-executive directors. The Board believes that the Proposed Limit is in line with the aggregate remuneration of such companies.

The Proposed Limit does not mean that the Company must pay the entire amount approved as fees in each year, rather the Proposed Limit is requested to:

- (a) create the capacity to allow for the appointment of additional non-executive directors, as and when determined appropriate;
- (b) allow for overlapping tenures as part of the Board's orderly succession planning; and
- (c) attract and retain non-executive directors whose skills and qualifications are appropriate for the size and nature of the Company.

7.3 **Specific information required by Listing Rule 10.17**

Pursuant to and in accordance with Listing Rule 10.17, the following information is provided in relation to the proposed increase to the aggregate amount payable to non-executive directors:

- (a) The Company is proposing to increase the total aggregate fixed sum per annum to be paid to the non-executive directors by \$300,000.
- (b) The maximum aggregate amount per annum to be paid to all non-executive directors is \$400,000 and includes superannuation contributions made by the Company for the benefit of non-executive directors and any fees which a non-executive director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine 'special exertion' fees paid in accordance with the

Constitution, or Equity Securities issued to a non-executive director under Listing Rules 10.11 or 10.14 with Shareholder approval.

- (c) In the past three years, the Company has issued Equity Securities to the current non-executive directors (or their respective nominees) pursuant to Listing Rules 10.11 and 10.14 as follows:

Non-Executive Director	Shareholder approval (Listing Rule)	Equity Securities	Number of Securities	Date of issue
Joshua Hunt	10.11	Shares	3,150,000	18 November 2020
Tony Lau	10.11	Shares	5,172,414	1 December 2021

In addition to the above and, as a matter of completeness, the Company notes that it previously issued 29,636,727 Shares to Stone Resources (HK) Limited pursuant to Listing Rule 10.11 in the past three years. The issue fell into the category stipulated by Listing Rule 10.11.1 by virtue of Yongji Duan (resigned 13 February 2023) being a director of both the Company and Stone Resources (HK) Limited.

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

7.4 Board Recommendation

Alex Rovira, being the only Director without an interest in the outcome of this Resolution, recommends that Shareholders vote in favour of Resolution 5.

7.5 Additional information

Resolution 5 is an ordinary resolution.

Schedule 1 Definitions

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

\$ or A\$	means Australian Dollars.
2022 Placement	has the meaning given in Section 5.1.
2023 Placement	has the meaning given in Section 3.1.
2022 Placement Shares	means the 44,000,000 Shares issued under the 2022 Placement, the subject of Resolution 3(a) and (b).
2023 Placement Shares	means the 96,500,000 Shares issued under the 2023 Placement, the subject of Resolution 1(a) and (b).
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AWST	means Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: (a) a spouse or child of the member; or (b) has the meaning given in section 9 of the Corporations Act.
Company	means Brightstar Resources Limited (ACN 100 727 491).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Current Limit	means \$100,000.
Director	means a director of the Company.
Director Performance Rights	means the 80,000,000 Performance Rights to be issued to Alex Rovira (or his nominees), the subject of Resolution 4.
Director Placement Shares	means the issue of up to 3,500,000 Shares to certain Directors of the Company (or their respective nominees) under the 2023 Placement, the subject of Resolution 2(a) and (b).
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of 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.

Material Investor

means, in relation to the Company:

- (a) a related party;
- (b) Key Management Personnel;
- (c) a substantial Shareholder;
- (d) an advisor; or
- (e) an associate of the above,

who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.

Meeting

has the meaning given in the introductory paragraph of the Notice.

Notice

means this notice of general meeting.

Option

means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specified time in the future.

Plan

means the Company's employee securities incentive plan, a summary of which is in Schedule 4.

Proposed Limit

means \$400,000.

Proxy Form

means the proxy form attached to the Notice.

Resolution

means a resolution referred to in the Notice.

Schedule

means a schedule to the Notice.

Section

means a section of the Explanatory Memorandum.

Securities

means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).

Share

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

Shareholder

means the holder of a Share.

Schedule 2 Terms and conditions of Director Performance Rights

The following terms and conditions apply to each of the Performance Rights:

1. **(Entitlement):** Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
2. **(Issue Price):** The Performance Rights are issued for nil cash consideration.
3. **(Vesting Conditions):** Subject to the terms and conditions set out below, the Performance Rights will have the vesting conditions (**Vesting Condition**) specified below:

Tranche	Number of Performance Rights	Vesting Condition	Expiry Date
Tranche 1	20,000,000	Alex Rovira remaining continuously employed or otherwise engaged by the Company (or any other Group member) for a period of 24 months from the Commencement Date	3 years from the date of issue
Tranche 2	10,000,000	Announcement by the Company of the delineation of a Mineral Resource Estimate of at least 1.25Moz Au above 1.3g/t Au	3 years from the date of issue
Tranche 3	20,000,000	Announcement by the Company of the commencement of commercial production at the Company's Brightstar Gold processing plant of at least 10,000oz	3 years from the date of issue
Tranche 4	10,000,000	Announcement by the Company of gold production of 100koz or greater of contained gold metal	3 years from the date of issue
Tranche 5	10,000,000	The Company achieving either: (i) a Market Capitalisation of greater than \$50,000,000; or (ii) a 20-Day VWAP of greater than \$0.04	3 years from the date of issue
Tranche 6	10,000,000	The Company achieving either: (i) a Market Capitalisation of greater than	3 years from the date of issue

		\$75,000,000; or (ii) a 20-Day VWAP of greater than \$0.06	
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On the occurrence of a Change of Control Event, all unvested Performance Rights will immediately vest.

For the purposes of the Vesting Conditions above, the following definitions apply:

20-Day VWAP means the volume weighted average price (as defined in the Listing Rules) of Shares over the 20 consecutive days on which trades of Shares are recorded on ASX.

Change of Control Event means:

- (a) **takeover bid**: the occurrence of the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 50% of Shares and that takeover bid has become unconditional;
- (b) **scheme of arrangement**: the announcement by the Company that the Company's shareholders (Shareholders) have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Company securities are to be either cancelled or transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement; or
- (c) **control**: where a person becomes the legal or the beneficial owner of, or has a relevant interest (as defined in the Corporations Act) in, more than 50% of the Shares,

where the change of control is triggered by a person who does not control the Company at the time the Performance Rights are issued.

For the avoidance of doubt, a Change of Control Event does not include any internal reorganisation of the structure, business and/or assets of the Company and its related entities.

Market Capitalisation the number of Shares on issue each day for 20 consecutive days on which trades of Shares are recorded on ASX, multiplied by the 20-Day VWAP for those same 20 consecutive days.

Mineral Resource Estimate: means a mineral resource estimate of at least the inferred category, prepared in accordance with clause 50 of the Joint Ore Reserves Committee's Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition), or any update to that edition.

4. **(Vesting)**: Subject to the satisfaction of the Vesting Condition, the Company will notify the Holder in writing (**Vesting Notice**) within 10 Business Days of becoming aware that the relevant Vesting Condition has been satisfied.
5. **(Expiry Date)**: The Performance Rights will expire and lapse on the first to occur of the following:
 - (a) the Vesting Condition becoming incapable of satisfaction due to the cessation of employment of the holder with the Company (or any of its subsidiary entities) (subject to the exercise of the Board's discretion under the Plan); and
 - (b) 5:00pm (Perth time) on the expiry date specified in clause 3 above,

(Expiry Date).

6. **(Exercise):** At any time between receipt of a Vesting Notice and the Expiry Date (as defined in clause 5 above), the holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary. The holder is not required to pay a fee to exercise the Performance Rights.
7. **(Issue of Shares):** As soon as practicable after the valid exercise of a vested Performance Right, subject to clause 19, the Company will:
 - (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (b) issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder;
 - (c) if required, and subject to clause 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
8. **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
9. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
10. **(Transferability of the Performance Rights):** The Performance Rights are not transferable.
11. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
12. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
13. **(Quotation of the Performance Rights)** The Company will not apply for quotation of the Performance Rights on any securities exchange.
14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
15. **(Entitlements and bonus issues):** Subject to the rights under clause 16, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
16. **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend

reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.

17. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
18. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
19. **(Takeovers prohibition):**
 - (a) the issue of Shares on exercise of the Performance Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.
20. **(No other rights)** A Performance Right does not give a holder any 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.
21. **(Amendments required by ASX)** The terms of the Performance Rights may be amended as considered 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 Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
22. **(Plan)** The Performance Rights are issued pursuant to and are subject to the Plan. In the event of conflict between a provision of these terms and conditions and the Plan, these terms and conditions prevail to the extent of that conflict.
23. **(Constitution)** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.

Schedule 3 BDO Valuation of Director Performance Rights



BRIGHTSTAR RESOURCES LIMITED

Valuation of Performance Rights

20 January 2023



20 January 2023

The Directors
Brightstar Resources Limited
3/25 Belgravia Street
Belmont WA 6104

Dear Directors

VALUATION OF PERFORMANCE RIGHTS

This report ('**Report**') has been prepared by BDO Corporate Finance (WA) Pty Ltd ('**BDO**') in connection with the valuation of the performance rights ('**the Rights**') intended to be granted by Brightstar Resources Limited ('**Brightstar**' or '**the Company**') for inclusion in the Company's Notice of Meeting.

This document has been prepared solely for the directors of Brightstar for the purpose stated herein and should not be relied upon for any other purpose. This report is strictly confidential and, except to the extent required by applicable law and regulation, must not be released to any third party without our express written consent in each instance that we may at our discretion grant, withhold or grant subject to conditions. BDO accepts no duty of care to any third party for this report.

The information used by BDO in preparing this report has been obtained from a variety of sources as indicated within the report. While our work has involved analysis of financial information and accounting records, it has not included an audit in accordance with generally accepted auditing

standards. Accordingly we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided to us by and on your behalf.

If you require any clarification or further information, please do not hesitate to contact Adam Myers on (08) 6382 4751.

Yours faithfully

BDO Corporate Finance (WA) Pty Ltd

A handwritten signature in black ink, appearing to read 'Adam Myers', is written over a light blue horizontal line.

Adam Myers
Director



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SECTION 1. TERMS AND CONDITIONS OF THE RIGHTS

SECTION 1. TERMS AND CONDITIONS OF THE RIGHTS

BDO has been engaged by Brightstar to undertake a valuation of the Rights intended to be granted, for inclusion in the Company's Notice of Meeting.

The key information we have received and used in our valuation is set out in Appendix 1.

We understand the terms of the Rights to be as follows:

Item	Tranche 1	Tranche 2	Tranche 3	Tranche 4	Tranche 5	Tranche 6
Number of Rights	20,000,000	10,000,000	20,000,000	10,000,000	10,000,000	10,000,000
Valuation date	12-Jan-23	12-Jan-23	12-Jan-23	12-Jan-23	12-Jan-23	12-Jan-23
Exercise price	Nil	Nil	Nil	Nil	Nil	Nil
Commencement of performance period	12-Jan-23	12-Jan-23	12-Jan-23	12-Jan-23	12-Jan-23	12-Jan-23
Performance measurement date	12-Jan-25	12-Jan-26	12-Jan-26	12-Jan-26	12-Jan-26	12-Jan-26
Performance period (years)	2.00	3.00	3.00	3.00	3.00	3.00
Expiry date	12-Jan-26	12-Jan-26	12-Jan-26	12-Jan-26	12-Jan-26	12-Jan-26
Life of the Rights (years)	3.00	3.00	3.00	3.00	3.00	3.00
Vesting conditions	Refer Note 1	Refer Note 2	Refer Note 3	Refer Note 4	Refer Note 5	Refer Note 6

Notes:

1. The Tranche 1 Rights will vest subject to the employee remaining in continuous employment with the Company or otherwise engaged by the Company (or any other group member) for a period of 24 months from the commencement of the performance period.
2. The Tranche 2 Rights will vest subject to an announcement by the Company outlining the delineation of a Mineral Resource Estimate ('MRE') of at least 1.25 million ounces ('Moz') Au above 1.3 grams per tonne ('g/t') Au.
3. The Tranche 3 Rights will vest subject to an announcement by the Company outlining the commencement of commercial production at the Brightstar Gold processing plant of at least 10,000 ounces ('oz').

4. The Tranche 4 Rights will vest subject to an announcement by the Company outlining gold production of 100 thousand ounces ('koz') or greater of contained gold metal.
5. The Tranche 5 Rights will vest subject to the Company achieving either a market capitalisation of greater than \$50 million or the 20-day volume-weighted average price ('VWAP') of the Company's shares exceeding \$0.04 prior to the performance measurement date. For the purposes of assessment, the market capitalisation is also to be calculated using the 20 day VWAP.
6. The Tranche 6 Rights will vest subject to the Company achieving either a market capitalisation of greater than \$75 million or the 20-day VWAP of the Company's shares exceeding \$0.06 prior to the performance measurement date. For the purposes of assessment, the market capitalisation is also to be calculated using the 20 day VWAP.

On the occurrence of a change in control event, all Rights will immediately vest.

SECTION 2. VALUATION METHODOLOGY

SECTION 2. VALUATION METHODOLOGY

2.1 Market based vesting conditions

We consider the Tranche 5 and Tranche 6 Rights to have market based vesting conditions attached. Rights with market-based vesting conditions can only be exercised following the satisfaction of the vesting conditions.

Option pricing models assume that the exercise of a right does not affect the value of the underlying asset. Under AASB 2 *Share-based Payment* and option valuation theory, no discount is made to the fundamental value derived from the option valuation model for unlisted rights over listed shares.

Rights with market-based vesting conditions can only be exercised following the satisfaction of the vesting conditions.

Option pricing models assume that the exercise of an option or right does not affect the value of the underlying asset.

We have valued the Tranche 5 and Tranche 6 Rights using a barrier up-and-in trinomial pricing model with a Parisian barrier adjustment. Given the vesting conditions of the Tranche 5 and Tranche 6 Rights are conditional upon the achievement of one out of the two vesting conditions outlined by the Company, being either the market capitalisation of the Company or the 20-day VWAP of the Company's share price exceeding a relevant barrier within the performance period, we have adopted the lower of the implied barriers under each vesting condition for each tranche. The model takes into consideration that the Tranche 5 and Tranche 6 Rights will vest at any time during the performance period, given that the 20-day VWAP of the Company's shares exceeds the relevant barriers.

2.2 Non-market based vesting conditions

We consider the Tranche 1 to Tranche 4 Rights to have non-market based vesting conditions attached.

Rights with non-market based vesting conditions can be exercised at any time following vesting up to the expiry date, and as such are more suitably valued using a Black Scholes option pricing model.

Option pricing models assume that the exercise of an option or right does not affect the value of the underlying asset.

We have assumed that the Tranche 1 to Tranche 4 Rights will vest to the holder.

Under AASB 2 *Share-based Payment* and option valuation theory, no discount is made to the fundamental value derived from the option valuation model for unlisted options or rights over listed shares.

SECTION 3. VALUATION

SECTION 3. VALUATION

We have made the following assumptions in performing our valuation of the Rights:

3.1 Valuation date

The Rights are intended to be approved by shareholders, at a meeting which is yet to be held. For the purpose of our valuation, we have valued the Rights as at 12 January 2023 ('Valuation Date').

3.2 Value of the underlying share

We have adopted the closing share price of Brightstar as at the Valuation Date, as the underlying value of the Company's shares. The closing share price of Brightstar as at 12 January 2023 was \$0.020, which we have used as an input in our option pricing models.

3.3 Exercise price

The exercise price is the price at which the underlying ordinary shares will be issued. In the event that the vesting conditions are met for the Rights, there is no consideration payable by the holder. Therefore, we have assumed an exercise price of nil.

3.4 Performance period and the effective life of the Rights

The performance period represents the period of time over which the vesting conditions are assessed.

Tranche 1 Rights

The vesting conditions for the Tranche 1 Rights are assessed over the two-year period from the commencement date of the Director, which we have assumed to be the Valuation Date. Therefore, the Tranche 1 Rights have a total performance period of 2.00 years.

We have estimated the life of the Tranche 1 Rights for the purpose of our valuation. The minimum life of the Tranche 1 Rights is the length of any vesting period and the maximum life is based on the expiry date. We note that because the Tranche 1 Rights have a nil exercise price, we have assumed that the holder will exercise the Tranche 1 Rights as soon as they vest. Further, if an unexercised right is not converted to shares, the holder will forego the right to any dividend, should it be declared. Therefore for the purpose of our valuation, we have used the performance period, being 2.00 years as the effective life of the Tranche 1 Rights in our option pricing model.

Tranche 2 to Tranche 6 Rights

The vesting conditions for the Tranche 2 to Tranche 6 Rights are assessed over the three-year period from the commencement date of the Director, which we have assumed to be the Valuation Date. Therefore the Tranche 2 to Tranche 6 Rights have a total performance period of 3.00 years.

We have estimated the life of the Tranche 2 to Tranche 6 Rights for the purpose of our valuation. The minimum life of the Tranche 2 to Tranche 6 Rights is the length of any vesting period and the maximum life is based on the expiry date. We note that the length of the performance period is equal to the life of the Tranche 2 to Tranche 6 Rights, therefore we have used the performance period, being 3.00 years as the effective life of the Tranche 2 to Tranche 6 Rights in our option pricing models.

3.5 Volatility

Expected volatility is a measure of the amount by which a price is expected to fluctuate during a period. The measure of volatility used in option pricing models is the annualised standard deviation of the continuously compounded rates of return on the share over a period of time.

A summary of the techniques we use that can be applied in determining volatility is set out below:

- the square root of the mean of the squared deviations of closing prices from a sample. This can be calculated using a combination of the opening, high, low, and closing share prices each day the underlying security trades, for all days in the sample time period chosen;
- the exponential weighted moving average model adopts the closing share price of the Company in a given time period. This model estimates a smoothing constant using the maximum likelihood method, which estimates volatility assuming that volatility is not a constant measure and is predicted to change in the future; and
- the generalised autoregressive conditional heteroscedasticity model. This model takes into account periods of time where volatility may be higher than normal and/or lower than normal, as well as the tendency for the volatility to run at its long run average level after such periods of abnormality. The model will calculate the rate at which this is likely to occur from the sample of prices thereby enabling estimates of future volatility by time to be made.

In estimating the future share price volatility of Brightstar, we considered the historical share price volatility of Brightstar and the historical volatility of companies with comparable operations to the merged entity of Brightstar and Kingswest Resources Limited ('**Kingswest**'), given that a merger of Brightstar and Kingswest was announced on 23 December 2022. These volatilities were calculated over one, two and three year periods using data extracted from Bloomberg. For the purpose of our valuation, we have used a future estimated volatility level of 100% for the share price of Brightstar.

3.6 Risk-free rate of interest

We have used the Australian Government bond rate as at the Valuation Date, as a proxy for the risk-free rate over the effective life of the Rights.

The 2-year Australian Government bond rate as at 12 January 2023 was 3.16%, which we have used as an input in our option pricing model for the Tranche 1 Rights.

The 3-year Australian Government bond rate as at 12 January 2023 was 3.20%, which we have used as an input in our option pricing models for the Tranche 2 to Tranche 6 Rights.

3.7 Dividend yield

Brightstar is currently unlikely to pay a dividend during the life of the Rights, therefore, we have assumed a dividend yield of nil in our option pricing models.

3.8 Vesting conditions

The Rights will vest on achievement of the following conditions:

Tranche	Vesting Condition
Tranche 1	The Tranche 1 Rights will vest subject to the employee remaining in continuous employment with the Company or otherwise engaged by the Company (or any other group member) for a period of 24 months from the commencement of performance period.
Tranche 2	The Tranche 2 Rights will vest subject to an announcement by the Company outlining the delineation of a MRE of at least 1.25Moz Au above 1.3 g/t Au.
Tranche 3	The Tranche 3 Rights will vest subject to an announcement by the Company outlining the commencement of commercial production at the Brightstar Gold processing plant of at least 10,000oz.
Tranche 4	The Tranche 4 Rights will vest subject to an announcement by the Company outlining gold production of 100koz or greater of contained gold metal.

Tranche 5	The Tranche 5 Rights will vest subject to the Company achieving either a market capitalisation of greater than \$50 million or the 20-day VWAP of the Company's shares exceeding \$0.040 prior to the performance measurement date. For the purposes of assessment, the market capitalisation is also to be calculated using the 20 day VWAP.
Tranche 6	The Tranche 6 Rights will vest subject to the Company achieving either a market capitalisation of greater than \$75 million or the 20-day VWAP of the Company's shares exceeding \$0.060 prior to the performance measurement date. For the purposes of assessment, the market capitalisation is also to be calculated using the 20 day VWAP.

Further, all Rights will vest on a change of control event.

We are not aware of any other performance hurdles that must be achieved that would otherwise potentially dilute the value of the Rights to the holder on the assumption that they may not vest.

SECTION 4. CONCLUSION

SECTION 4. CONCLUSION

Our conclusion as to the value of the Rights is set out below:

Item	Tranche 1	Tranche 2	Tranche 3	Tranche 4	Tranche 5	Tranche 6
Valuation date	12-Jan-23	12-Jan-23	12-Jan-23	12-Jan-23	12-Jan-23	12-Jan-23
Underlying security spot price	\$0.020	\$0.020	\$0.020	\$0.020	\$0.020	\$0.020
Exercise price	Nil	Nil	Nil	Nil	Nil	Nil
Commencement of performance period	12-Jan-23	12-Jan-23	12-Jan-23	12-Jan-23	12-Jan-23	12-Jan-23
Performance measurement date	12-Jan-25	12-Jan-26	12-Jan-26	12-Jan-26	12-Jan-26	12-Jan-26
Performance period (years)	2.00	3.00	3.00	3.00	3.00	3.00
Expiry date	12-Jan-26	12-Jan-26	12-Jan-26	12-Jan-26	12-Jan-26	12-Jan-26
Life of the Rights (years)	3.00	3.00	3.00	3.00	3.00	3.00
Volatility	100%	100%	100%	100%	100%	100%
Risk-free rate	3.160%	3.200%	3.200%	3.200%	3.200%	3.200%
Dividend yield	Nil	Nil	Nil	Nil	Nil	Nil
Number of Rights	20,000,000	10,000,000	20,000,000	10,000,000	10,000,000	10,000,000
Valuation per Right	\$0.020	\$0.020	\$0.020	\$0.020	\$0.016	\$0.014
Valuation per Tranche	\$400,000	\$200,000	\$400,000	\$200,000	\$160,000	\$140,000

APPENDIX 1. SOURCES OF INFORMATION

APPENDIX 1. SOURCES OF INFORMATION

We have relied on the following key information in performing our valuation:

- Confirmation of the terms of the Rights from Management via email;
- Price, volatility, volume traded and dividend history of the Company's shares obtained from Bloomberg;
- Australian Government bond yield obtained from Reserve Bank of Australia; and
- Discussions with Management.

Our valuation services are provided in accordance with the Accounting Professional & Ethical Standards Board Limited ('APES') professional standard APES 225 'Valuation Services' ('APES 225').

This Report complies with Accounting Professional & Ethical Standards Board Limited Guidance Number 21 ('APES GN21') Valuation Services for Financial Reporting.



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Schedule 4 Summary of terms and conditions of Employee Securities Incentive Plan

The material terms and conditions of the Employee Securities Incentive Plan (**Plan**) are as follows:

1. **Eligibility:** Participants in the Plan may be:
 - (a) an 'eligible participant' (as that term is defined in ASIC Class Order 14/1000) in relation to the Company or an associated body corporate; and
 - (b) has been determined by the Board to be eligible to participate in the Plan from time to time,who is declared by the Board in its sole and absolute discretion to be eligible to receive grants of Options, Performance Rights and Shares (Securities) under the Plan (**Eligible Participant**).
2. **Invitation:** The Company may, at the sole and absolute discretion of the Board, offer and issue to an Eligible Participant any (or any combination) of the different types of Securities provided under the Plan. The terms and conditions of Securities offered or granted under the Plan to each Eligible Participant will be determined by the Board in its sole and absolute discretion.
3. **Convertible Security:** Each Option and/or Performance Right (**Convertible Security**) represents a right to acquire one or more Shares, subject to the terms and conditions of the Plan. Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them unless otherwise determined by the Board. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
4. **Vesting of a Convertible Security:** Any vesting conditions applicable to the grant of Convertible Securities will be described in the Invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied by the due date and/or otherwise waived by the Board, that Convertible Security will lapse.
5. **Exercise of Convertible Securities and cashless exercise:** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Options (see below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the Invitation or vesting notice.

The Board may determine in its sole and absolute discretion that a Participant will not be required to provide payment of the exercise price of Options, but that on exercise of the Options, the Company will only allot and issue or transfer that number of Plan Shares to the Participant that are equal in value to the difference between the exercise price otherwise payable in relation to the Options and the then Market Value of the Plan Shares as at the time of the exercise (with the number of Plan Shares rounded down).

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

6. **Shares:** The Board may from time to time make an invitation to an Eligible Participant to acquire Shares under the Plan. The Board will determine in its sole and absolute discretion the acquisition price (if any) for each Share which may be nil. The Shares may be subject to performance hurdles and/or vesting conditions as determined by the Board.

Where Shares granted to a Participant are subject to performance hurdles and/or vesting conditions, the Participant's Shares will be subject to certain restrictions until the applicable performance hurdles and/or vesting conditions (if any) have been satisfied, waived by the Board or are deemed to have been satisfied under these Rules.

7. **Forfeiture:** In respect of each offer of Securities, the Board may determine, criteria, requirements or conditions which if met (notwithstanding the satisfaction or waiver of any performance hurdles and vesting conditions) will result in the lapsing of Convertible Securities or a Participant surrendering Shares (**Forfeiture Conditions**).

Where such Forfeiture Conditions are met, unless the Board in its sole discretion determines otherwise, all unvested and vested Convertible Securities will automatically lapse and all unvested and vested Shares will automatically be surrendered.

In addition, where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breaches his or her duties to the Group, the Board may in its discretion deem all Securities to be forfeited.

8. **Rights attaching to Shares:** Any Shares allotted, issued or transferred by the Company to a Participant under the Plan (including on exercise or conversion of Convertible Securities) will rank equally with all existing Shares on and from the date of allotment, issue or transfer, including in respect of all rights and bonus issues.
9. **Disposal Restrictions:** If the invitation provides that any Shares held by any Participants are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as Shares held by any Participants are subject to any disposal restrictions under the Plan, the Participant must not transfer, encumber or otherwise dispose of, or have a security interest granted over that Share or take any action if to do so would contravene applicable laws.

10. **Change of Control:** If a change of control event occurs in relation to the Company, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
11. **Employee Share Trust:** The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Securities for Participants under the Plan and delivering Shares on behalf of Participants upon exercise of Options and/or Performance Rights (as the case may be).
12. **Participation Rights:** During the currency of any Convertible Securities and prior to their vesting, Participants are not entitled to participate in any new issue of Securities of the Company as a result of their holding Convertible Securities.

13. **Leaver:** Where a Participant who holds Securities becomes a leaver, Securities will automatically be forfeited by the Participant unless the Board in its absolute discretion, resolves to allow the Participant to continue to hold the Securities after the Participant becomes a leaver due to:
- (a) death or total and permanent disability; or
 - (b) retirement or redundancy; or
 - (c) the suffering of severe financial hardship; or
 - (d) any other circumstances determined by mutual agreement of the Board and the Participant at any time (whether before or after the Invitation).
14. **Reorganisation:** Subject to all applicable laws, following any variation to the issued capital of the Company arising from:
- (a) a reduction, subdivision or consolidation of the issued capital of the Company;
 - (b) a reorganisation of the issued capital of the Company;
 - (c) a distribution of assets in specie;
 - (d) the payment of a dividend, otherwise than in the ordinary course, of an amount substantially in excess of the Company's normal distribution policy; or
 - (e) any issue of Shares or other equity securities or instruments which convert into Shares by way of capitalisation of profits or reserves,

the number of Securities to which each Participant holds under the Plan, and the exercise price of Options (if any) held by each Participant, will be adjusted in accordance with the Listing Rules.

15. **Amendment of Plan:** Subject to the following paragraph, the Listing Rules and the Company's constitution, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities that have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by the relevant Participant.

Need assistance?



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+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Monday, 27 March 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 182149

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Brightstar Resources Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Brightstar Resources Limited to be held at Unit 3, 25 Belgravia Street, Belmont, WA 6104 on Wednesday, 29 March 2023 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 4 and 5 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1a	Ratification of issue of 2023 Placement Shares - Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1b	Ratification of issue of 2023 Placement Shares - Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2a	Approval of issue of up to 2,500,000 Director Placement Shares to Josh Hunt (or his nominees)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2b	Approval of issue of up to 1,000,000 Director Placement Shares to Bill Hobba (or his nominees)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3a	Ratification of issue of 2022 Placement Shares - Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3b	Ratification of issue of 2022 Placement Shares - Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of Director Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to increase Non-Executive Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

