



Cygnus Metals Limited
ACN 609 094 653

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held as follows:

Time and date: 11:00am (AWST) on Wednesday, 17 May 2023

Location: The Quest Kings Park, 54 Kings Park Rd, West Perth WA 6005

The Notice of Annual 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 professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company on (08) 6118 1627.

Shareholders are urged to vote by lodging the Proxy Form

Cygnus Metals Limited
ACN 609 094 653
(Company)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of Cygnus Metals Limited (**Company**) will be held at The Quest Kings Park, 54 Kings Park Rd, West Perth WA 6005, on Wednesday, 17 May 2023 at 11:00am (AWST) (**Meeting**).

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 5:00pm (AWST) on Monday, 15 May 2023.

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.

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

Agenda

1 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2022, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

2 Resolutions

Resolution 1 – Remuneration Report

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

'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'

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

Resolution 2 – Election of Director – Michael Naylor

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

'That, for the purposes of Listing Rule 14.4, Rules 6.1(e) and (i) of the Constitution and for all other purposes, Michael Naylor, a Director who was appointed as a Director in accordance with Rule 6.1(d) of the Constitution on 25 May 2022, retires and, being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Election of Director – Kevin Tomlinson

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

'That, for the purposes of Listing Rule 14.4, Rules 6.1(e) and (i) of the Constitution and for all other purposes, Kevin Tomlinson, a Director who was appointed as a Director in accordance with Rule 6.1(d) of the Constitution on 3 April 2023, retires and, being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Re-election of Director – Ray Shorrocks

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

'That, Ray Shorrocks, who retires in accordance with Rules 6.1(f) and (i) of the Constitution, Listing Rule 14.5 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval of 10% Placement Facility

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

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Modification of existing Constitution

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

'That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution of the Company be modified by making the amendments contained in the document tabled at this Meeting and signed by the Chair for the purposes of identification, with effect from the date this Resolution is passed.'

Resolution 7 – Ratification of issue of Osisko Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of the Osisko Shares, on the terms and conditions in the Explanatory Memorandum.'

Resolution 8 – Approval to issue Consideration Shares to Optionors

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 1,216,500 Consideration Shares, on the terms and conditions in the Explanatory Memorandum.'

Resolution 9 – Approval to issue Beryl Consideration Shares

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 2,400,000 Beryl Consideration Shares, on the terms and conditions in the Explanatory Memorandum.'

Resolution 10 – Approval to issue Sakami Consideration Shares

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 1,500,000 Sakami Consideration Shares, on the terms and conditions in the Explanatory Memorandum.'

Resolution 11 – Approval to amend terms of existing Director Performance Rights

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

'That, for the purposes of Listing Rule 6.23.4 and for all other purposes, Shareholders approve the proposed amendment to the terms of the Director Performance Rights, 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:

Resolution 5: if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are 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 Shareholder), or any of their respective associates.

Resolution 7: by or on behalf of any person who participated in the issue of the Osisko Shares, or any of their respective associates, or their nominees.

Resolution 8: by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Consideration Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates, or their nominees.

Resolution 9: by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Beryl Consideration Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates, or their nominees.

Resolution 10: by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Sakami Consideration Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates, or their nominees.

Resolution 11: by or on behalf of any person who holds a Director Performance Right that is the subject of the approval being sought under this Resolution, 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 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 11: 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 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 the 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 the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD



David Southam
Managing Director
Cygnus Metals Limited
Dated: 12 April 2023

Cygnus Metals Limited
ACN 609 094 653
(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 The Quest Kings Park, 54 Kings Park Rd, West Perth WA 6005, on Wednesday, 17 May 2023 at 11:00am (AWST) (**Meeting**).

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 Resolutions will be voted. The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attendance information
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Election of Director – Michael Naylor
Section 6	Resolution 3 – Election of Director – Kevin Tomlinson
Section 7	Resolution 4 – Re-election of Director – Ray Shorrocks
Section 8	Resolution 5 – Approval of 10% Placement Facility
Section 9	Resolution 6 – Modification of existing Constitution
Section 10	Resolution 7 – Ratification of issue of Osisko Shares
Section 11	Resolution 8 – Approval to issue Consideration Shares
Section 12	Resolution 9 – Approval to issue Beryl Consideration Shares
Section 13	Resolution 10 – Approval to issue Sakami Consideration Shares
Section 14	Resolution 11 – Approval to amend terms of existing Director Performance Rights
Schedule 1	Definitions
Schedule 2	Amended terms and conditions of Director Performance Rights

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

2. Voting and attendance information

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

Voting on all proposed Resolutions at the Meeting will be conducted by poll. On a poll, each Shareholder has one vote for every fully paid ordinary Share held in the Company.

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 a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

2.3 Voting by proxy

A Proxy Form has been made available with 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 encouraged to vote by completing and submitting the Proxy Form to the Company in accordance with the instructions thereon. Submission 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 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 11:00am (AWST) on Monday, 15 May 2023, being not later than 48 hours before the commencement of the Meeting.

2.4 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 1, even though this Resolution is 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.

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretaries at admin@cygnusmetals.com by 11:00am (AWST) on Monday, 15 May 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. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2022.

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

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

- (a) discuss the Annual Report which is available online at www.cygnusmetals.com/investors-2;
- (b) ask questions about, or comment on, the management of the Company; and

- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretaries at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. Resolution 1 – Remuneration Report

4.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 31 December 2022 in the 2023 Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors.

If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

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

The Company's Remuneration Report did not receive a Strike at the 2022 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2024 annual general meeting, this may result in the re-election of the Board.

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

4.2 Additional information

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Election of Director – Michael Naylor

5.1 General

Rule 6.1(d) of the Constitution provides that the Directors may appoint any person to be a Director, either as an addition to the existing Directors or to fill a casual vacancy.

Rule 6.1(e) of the Constitution and Listing Rule 14.4 both provide that a Director (other than the Managing Director) appointed under Rule 6.1(d) as a Director must retire and seek election as a Director at the next annual general meeting of the Company following the Director's appointment.

Rules 6.1(i)-(j) of the Constitution provide that a retiring Director holds office until the conclusion of the meeting at which that Director retires but is eligible for re-election or election (as appropriate).

Michael Naylor was appointed as a Director on 25 May 2022. Accordingly, Mr Naylor retires at this Meeting and, being eligible, seeks election pursuant to this Resolution 2.

If Resolution 2 is passed, Mr Naylor will be elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 2 is not passed, Mr Naylor will not be elected as a Director of the Company.

5.2 Michael Naylor

Mr Naylor has 25 years' experience in corporate advisory and public company management since commencing his career and qualifying as a chartered accountant with Ernst & Young. Mr Naylor has been involved in the financial management of mineral and resources focused public companies serving on the board and in the executive management team focusing on advancing and developing mineral resource assets and business development. He has worked in Australia and Canada and has extensive experience in financial reporting, capital raisings, debt financings and treasury management of resource companies.

Mr Naylor holds a Bachelor of Commerce and is a Chartered Accountant.

Mr Naylor is currently a non-executive director of Bellevue Gold Limited (ASX: BGL), AuTECO Minerals Limited (ASX:AUT), Midas Minerals Ltd (ASX: MM1) and Bellavista Resources Ltd (ASX: BVR).

Mr Naylor does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that it took appropriate checks into Mr Naylor's background and experience and that these checks did not identify any information of concern.

If elected, Mr Naylor is not considered by the Board (with Mr Naylor abstaining) to be an independent Director, as he has been employed in an executive capacity by the Company and has been a substantial holder of the Company in the last three years.

Mr Naylor has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

5.3 Board recommendation

The Board (other than Mr Naylor) recommends that Shareholders vote in favour of this Resolution for the following reasons:

- (a) Mr Naylor's corporate and project finance experience will assist the Company in achieving its strategic objectives in the short and medium term;
- (b) Mr Naylor's contributions to the Board's activities to date have been invaluable and his skills, qualifications, experience will continue to enhance the Board's ability to perform its role; and
- (c) Mr Naylor is a long-standing member of the management team whose in-depth knowledge and understanding of the Company and its business will be instrumental in the growth of the Company at an important stage of development.

5.4 Additional information

Resolution 2 is an ordinary resolution.

6. Resolution 3 – Election of Director – Kevin Tomlinson

6.1 General

A summary of Rules 6.1(d), (e) and (i)-(j) of the Constitution are in Section 5.1 above.

Kevin Tomlinson was appointed as a Director on 3 April 2023. Accordingly, Mr Tomlinson retires at this Meeting and, being eligible, seeks election pursuant to this Resolution 3.

If Resolution 3 is passed, Mr Tomlinson will be elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 3 is not passed, Mr Tomlinson will not be elected as a Director of the Company.

6.2 Kevin Tomlinson

Mr Tomlinson has over 36 years' experience in exploration, development and financing of mining projects globally in the North American, Australasian and European markets. He was previously Managing Director of Investment Banking at Westwind Partners and Stifel Nicolaus (2006-2012) raising significant equity and providing M&A corporate advice, and is the former Chairman of Cardinal Resources Ltd, leading its C\$587 million sale to Shandong Gold. He graduated as a structural geologist and completed his MSc on narrow high-grade gold veins in Victoria, Australia, has worked in technical and senior management roles for mining companies including Plutonic Resources, and was Head of Research at Hartley's stockbroking.

Mr Tomlinson is currently an Independent Non-Executive Director of TSXV-listed Kodiak Copper Corp, where he chairs the Health, Safety, Environment and Community Committee, and was previously a director of Centamin Plc and Chairman of Medusa Mining, as well as a member of the gold producers' respective Health, Safety and Environment Committees. Former directorships also include ASX/TSX-listed Cardinal Resources Ltd and ASX-listed Burkina Faso gold developer Orbis Gold Ltd, where he was a member of their respective Technical Committees and was involved with environmental and community studies. He was the chair of the Remuneration Committee and a member of the Audit Committee at Samco Gold Ltd, a member of the Audit Committee at Kodiak Copper and a member of the Remuneration Committee at Centamin Plc.

Mr Tomlinson is a Fellow of the Chartered Institute of Securities and Investment (CISI) and a Liveryman of the Worshipful Company of International Bankers (UK). He holds a Bachelor of Science (Honours) and a Masters degree in Structural Geology and has a Graduate Diploma in Finance and Investment, Banking, Corporate, Finance and Securities Law from the Securities Institute of Australia.

Mr Tomlinson is currently also a Non-Executive Director of Kodiak Copper Corp (TSX-V:KDK), a Director of Churchill Resources Inc. (TSX-V:CRI), Non-Executive Chairman of Bellevue Gold Ltd (ASX:BGL) and Non-Executive Director of AuTECO Minerals Ltd (ASX:AUT).

Mr Tomlinson does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that it took appropriate checks into Mr Tomlinson's background and experience and that these checks did not identify any information of concern.

If elected, Mr Tomlinson is considered by the Board (with Mr Tomlinson abstaining) to be an independent Director, notwithstanding the grant of performance rights to Mr Tomlinson (or his nominees).

Mr Tomlinson has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

6.3 Board recommendation

The Board (other than Mr Tomlinson) recommends that Shareholders vote in favour of this Resolution 3. The Company considers that Mr Tomlinson's experience in exploration, development and financing of mining projects globally will assist the Company in achieving its strategic objectives in the short and medium term.

6.4 Additional information

Resolution 3 is an ordinary resolution.

7. Resolution 4 – Re-election of Director – Ray Shorrocks

7.1 General

Rule 6.1(f) of the Constitution provides that an election of Directors must take place each year and at that meeting one-third of the Directors must retire from office.

Rules 6.1(i)-(j) of the Constitution provide that a retiring Director holds office until the conclusion of the meeting at which that Director retires but is eligible for re-election or election (as appropriate).

Rule 6.1(g) of the Constitution provides that the Director(s) who must retire at a meeting in accordance with Rule 6.1(f) is the Director who has, or are the Directors who have, been longest in office since their last election but, as between persons who were last elected as Directors on the same day, the Director or Directors to retire must be determined by agreement among themselves or, in the absence of agreement, by lot.

Shaun Hardcastle and Ray Shorrocks were last elected at the 2021 annual general meeting of the Company and are the Directors who have been longest in office since their last election. Accordingly, Ray Shorrocks, Non-Executive Chairman, has agreed to retire at this Meeting and, being eligible, seeks re-election pursuant to this Resolution 4.

7.2 Ray Shorrocks

Mr Shorrocks has over 27 years' experience working in the investment banking industry. He is highly conversant and experienced in all areas of mergers and acquisitions and equity capital markets, including a significant track record of transactions in the metals and mining sectors. He was past Chairperson of ASX listed Bellevue Gold Limited and Republic Gold Limited.

Mr Shorrocks is Executive Chairman of Auteco Minerals Limited (ASX: AUT) and is former Director and head of the Corporate Finance department of a major Australian investment services company based in Sydney. Mr Shorrocks also holds directorships with Galilee Energy Limited (ASX: GLL), Hydrocarbon Dynamics Limited (ASX: HCD) and Alicanto Minerals Limited (ASX: AQI).

Mr Shorrocks does not currently hold any other material directorships, other than as disclosed in this Notice.

If elected, Mr Shorrocks is not considered by the Board (with Mr Shorrocks abstaining) to be an independent Director, as he has been employed in an executive capacity by the Company in the last three years.

Mr Shorrocks has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

7.3 Board recommendation

The Board (with Mr Shorrocks abstaining) recommends that Shareholders vote in favour of Resolution 4. Mr Shorrocks is a well-known resources industry executive with a track record of shareholder wealth creation and has extensive experience in mergers and acquisitions, equity capital markets, including significant transactions in the metals and mining sectors.

7.4 Additional information

Resolution 4 is an ordinary resolution.

8. Resolution 5 – Approval of 10% Placement Facility

8.1 General

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 5 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 8.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c) below).

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in Listing Rule 7.1.

8.2 Listing Rule 7.1A

(a) Is the Company an eligible entity?

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$48,457,295, based on the closing price of Shares (\$0.26) on Wednesday, 12 April 2023.

(b) What Equity Securities can be issued?

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of this Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

(c) How many Equity Securities can be issued?

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

- (A) plus the number of fully paid shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (B) plus the number of fully paid shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (C) plus the number of fully paid shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (1) the agreement was entered into before the commencement of the Relevant Period; or
 - (2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (D) plus the number of partly paid shares that became fully paid shares in the Relevant Period;
- (E) plus the number of fully paid shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and
- (F) less the number of fully paid shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity.

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue, where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) What is the interaction with Listing Rule 7.1?

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) At what price can the Equity Securities be issued?

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 6.2(e)(i) above, the date on which the Equity Securities are issued, **(Minimum Issue Price)**.

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

(g) **What is the effect of Resolution 5?**

The effect of Resolution 5 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

8.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 8.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 8.2(e) above).

(c) **Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

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

If this Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of convertible Securities, only if the convertible Securities are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 8.2(c) above) as at the date of this Notice (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Shares (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.13 50% decrease in Current Market Price	\$0.26 Current Market Price	\$0.52 100% increase in Current Market Price
186,374,212 Shares Variable A	10% Voting Dilution	18,637,421 Shares	18,637,421 Shares	18,637,421 Shares
	Funds raised	\$2,422,865	\$4,845,730	\$9,691,459
279,561,318 Shares 50% increase in Variable A	10% Voting Dilution	27,956,132 Shares	27,956,132 Shares	27,956,132 Shares
	Funds raised	\$3,634,297	\$7,268,594	\$14,537,189
372,748,424 Shares 100% increase in Variable A	10% Voting Dilution	37,274,842 Shares	37,274,842 Shares	37,274,842 Shares
	Funds raised	\$4,845,730	\$9,691,459	\$19,382,918

Notes:

1. The table has been prepared on the following assumptions:
 - (a) The issue price is the current market price (\$0.26), being the closing price of the Shares on ASX on Wednesday, 12 April 2023, being the latest practicable date before this Notice was signed.
 - (b) Variable A comprises of 186,374,212 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12

months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.

- (c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (d) No convertible Securities are exercised or converted into Shares before the date of the issue of the Equity Securities.
 - (e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- 2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
 - 3. The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - 4. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2022 annual general meeting.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued the following Equity Securities under Listing Rule 7.1A:

Date of issue	Recipient	Number and type of security	Price	Use of funds
8 Aug 2022	The Shares were issued to sophisticated and professional investors. The participants in the placement were identified through a bookbuild process which involved seeking expressions of interest to participate in the placement from existing Shareholders of the Company and clients of the Lead Manager, Canaccord Genuity (Australia) Limited.	11,700,000 Shares, representing ~9.92% of the total number of Shares on issue at the commencement of that 12 month period.	\$0.125 each, representing a 35.9% discount to the closing price on the date of issue	<p>Cash raised: \$1,462,500 Cash spent: \$1,462,500 Use of funds: Funds raised from the placement have been applied towards:</p> <ul style="list-style-type: none"> • exploration activities on the Pontax Lithium Project and in the southwest terrain of Western Australia; • subscription of C\$350,000 worth of shares in Stria Lithium; • payment of C\$1,000,000 for the option to earn-in to the Pontax Lithium Project; • tenement holding expenses; • costs of the placement; and • general working capital. <p>Intended use of remaining funds: N/A</p>
16 Dec 2022	The Shares were issued to sophisticated and institutional investors. The participants in the placement were identified through a bookbuild process which involved seeking expressions of interest to participate in the placement from existing Shareholders of the Company and clients of the Lead Manager, Canaccord Genuity (Australia) Limited, and Co-Manager, Euroz Hartleys.	16,500,000 Shares, representing ~13.99% of the total number of Shares on issue at the commencement of that 12 month period.	\$0.44 each, representing a 9.28% discount to the closing price on the date of issue	<p>Cash raised: \$7,260,000 Cash spent: \$3,477,000 Use of funds: Funds raised from the placement have been (and will be) applied towards:</p> <ul style="list-style-type: none"> • exploration activities at the Company's Pontax and James Bay Projects in Canada; • exploration activities at the Company's Australian projects; • acquisition costs and potential corporate activity; and • general working capital and transaction costs. <p>Intended use of remaining funds: As above.</p>

(g) **Voting exclusion statement**

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

8.4 Additional information

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 5.

9. Resolution 6 – Modification of existing Constitution

9.1 General

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 6 seeks the approval of Shareholders to modify the Company's existing Constitution to incorporate recent amendments to the Corporations Act regarding the new regime for the making of offers in connection with employee share schemes under Part 7.12 of the Corporations Act.

The Directors believe that it is preferable in the circumstances to simply modify the existing Constitution rather than repealing the entire existing Constitution and replacing it with a new constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders.

A copy of the modified Constitution is available for review by Shareholders at the office of the Company. A copy of the modified Constitution can also be sent to Shareholders upon request to the Company Secretaries at admin@cygnusmetals.com. Shareholders are invited to contact the Company if they have any queries or concerns.

If Resolution 6 is passed, the Company will adopt the modified Constitution with effect from the date this Resolution is passed.

If Resolution 6 is not passed, the Company will not adopt the modified Constitution and, in this regard, not increase the 5% issue cap under the Corporations Act in respect of offers for monetary consideration under the New Plan to 10%.

9.2 Summary of material proposed changes

The proposed amendments provide the ability for the Company to increase the 5% issue cap under the Corporations Act in respect of offers for monetary consideration under the New Plan to 10%. Refer to the Company's notice of general meeting dated 16 December 2022 for further information.

Set out below are the proposed modifications to the existing Constitution:

(a) **Insert as new definitions in Schedule 1:**

***ESS Interests** has the meaning under section 1100M(1) of the Corporations Act.*

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

(b) **Insert as a new Rule 2.9:**

2.9 Issue cap for offers involving monetary consideration under an employee incentive scheme

For the purposes of section 1100V(2)(a) of the Corporations Act, the Company may only make an offer of ESS Interests if, at the time the offer is made, the Company reasonably believes:

(a) the total number of Shares that are, or are covered by, the ESS Interests of the Company that may be issued under the offer; and

(b) the total number of Shares that are, or are covered by, the ESS Interests that have been issued, or could have been issued, under offers made under the Company's employee share scheme at any time during the 3 year period ending on the day the offer is made,

do not exceed 10% of the number of Shares actually on issue as at the start of the day the offer is made.

9.3 Additional information

Resolution 6 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 6.

10. Resolution 7 – Ratification of issue of Osisko Shares

10.1 General

On 28 February 2023, the Company announced that it will acquire the Auclair Lithium Project in James Bay, Quebec, from Osisko Development Corp (**Osisko**).

On 12 April 2023, the Company announced that the parties agreed to vary the original sale and purchase agreement for the acquisition of the Auclair Lithium Project.

A summary of the material terms of the acquisition of the Auclair Lithium Project (as varied) (**Acquisition Agreement**) is in Section 10.2 below.

In accordance with the terms of the Acquisition Agreement, the Company issued 2,500,000 Shares to Osisko (or its nominees) using the Company's placement capacity under Listing Rule 7.1 on 11 April 2023 (**Osisko Shares**).

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Osisko Shares.

10.2 Summary of material terms of Acquisition Agreement

Pursuant to the Acquisition Agreement, the Company agreed to:

- (a) issue 2,500,000 fully paid ordinary shares in the Company, which will be subject to voluntary escrow for a period of 12 months from the date of issue; and
- (b) payment of certain deferred consideration, as follows:
 - (i) C\$3,000,000 in Shares or cash (at the Company's election) when the Company achieves a JORC Code 2012 or NI 43-101 compliant mineral resource estimate at the Auclair Lithium Project of a minimum three million tonne deposit containing not less than 1.2% Li₂O₃;
 - (ii) C\$3,000,000 in Shares or cash (at the Company's election) when the Company achieves a JORC Code 2012 or NI 43-101 compliant mineral resource estimate at the Auclair Lithium Project of 1Moz Au or greater at a minimum of 3g/t; and
 - (iii) C\$3,000,000 in Shares or cash (at the Company's election) when the Company achieves a JORC Code 2012 or NI 43-101 compliant mineral resource estimate at the Auclair Lithium Project of a minimum of 10 million tonne deposit containing not less than 1.2% Li₂O₃.

The Acquisition Agreement contains warranties, indemnities and other rights and obligations that are considered standard for an agreement of this nature.

10.3 Listing Rules 7.1 and 7.4

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 issue of the Osisko Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Osisko Shares.

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

The effect of Shareholders passing Resolution 7 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 7 is passed, 2,500,000 Osisko 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 7 is not passed, 2,500,000 Osisko 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 1,000,000 Equity Securities for the 12 month period following the issue of the Osisko Shares.

10.4 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 Osisko Shares:

- (a) The Osisko Shares were issued to Osisko (or its nominee), who is not a related party of the Company or a Material Investor.
- (b) A total of 2,500,000 Osisko Shares were issued within the Company's 15% placement capacity permitted under Listing Rule 7.1.
- (c) The Osisko 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 Osisko Shares were issued on 11 April 2023.
- (e) The Osisko Shares were issued for nil cash consideration, as part of the consideration payable for the acquisition of the Auclair Lithium Project. Accordingly, no funds were raised from the issue of the Osisko Shares.
- (f) A summary of the material terms of the Acquisition Agreement is in Section 10.2 above.
- (g) A voting exclusion statement is included in the Notice.

10.5 Additional information

Resolution 7 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 7.

11. Resolution 8 – Approval to issue Consideration Shares

11.1 Background

On 27 September 2022, the Company announced that, amongst other things, it had entered into an option agreement with 9219-8845 QC. Inc. (Canadian Mining House) (**CMH**), Victor Cantore and Steve Labranche (together, the **Optionors**) to acquire additional highly prospective ground along strike and adjacent to the Pontax Lithium Project (**CMH Option Agreement**).

A summary of the material terms of the CMH Option Agreement is in Section 11.3 below.

Resolution 8 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 1,216,500 Shares pursuant to the CMH Option Agreement (**Consideration Shares**).

11.2 Prior approval and issue of Shares under the CMH Option Agreement

The Company obtained Shareholder approval at the general meeting of the Company held on 18 November 2022 for the issue of up to 5,333,333 Shares under the CMH Option Agreement (**Approved Limit**). By agreement between the Company and the Optionors, the Company will issue up to a total of 4,866,000 Shares under the CMH Option Agreement, in the proportions set out in Section 11.3 below.

On 29 November 2022, the Company issued 1,946,400 Shares in accordance with the terms of the CMH Option Agreement, under the Approved Limit.

Shareholder approval for the Approved Limit expired on 19 February 2023. Accordingly, the Company is seeking a fresh approval pursuant to this Resolution 8, for the issue of up to 1,216,500 Consideration Shares under the CMH Option Agreement.

11.3 Summary of material terms of CMH Option Agreement

The Company entered into the CMH Option Agreement with the Optionors on 27 September 2022. Under the terms of the CMH Option Agreement, the Company (through its wholly owned subsidiary Avenir Metals (Canada) Limited) is granted an exclusive option to acquire a 100% interest in the 166 mining claims known as the Pontax Extension Property, located north of Matagami in the Province of Quebec, Canada, and covering 8,827 hectares (together, the **CMH Projects**), (**CMH Option**).

As at the date of this Notice, all conditions precedent under the Option Agreement have been satisfied.

In order to exercise the CMH Option and acquire an undivided 100% right, title and interest in the CMH Projects, the Company must:

- (a) issue a total of 4,866,000 Shares, and pay an aggregate of C\$300,000 in cash, to the Optionors (pro-rata to their Proportionate Interests) as follows:
 - (i) C\$120,000 in cash and approximately 1,946,400 Shares within 5 business days of the satisfaction of the last of the conditions precedent (**Approval Date**). These Shares were issued to the Optionors on 29 November 2022;
 - (ii) an additional C\$75,000 in cash and approximately 1,216,500 Shares on the 6th month anniversary of the Approval Date;
 - (iii) an additional C\$75,000 in cash and approximately 1,216,500 Shares on the 12th month anniversary of the Approval Date; and
 - (iv) an additional C\$30,000 in cash and approximately 486,600 Shares on the 24th month anniversary of the Approval Date; and
- (b) incur total exploration expenditure of C\$1,000,000 inside the first 36 months of the Approval Date (C\$250,000 inside the first 12 months, C\$750,000 inside the first 24 months and C\$1,000,000 inside the first 36 months of the Approval Date).

The CMH Projects are subject to a 2% net smelter return royalty in favour of CMH (1%) and Victor Cantore (1%).

If the Company is in default in making any payments and exploration expenditures within the times required as noted above, the Optionors shall have the right to terminate the Option Agreement if written notice of such default has been provided by the Optionors to the Company and such default has not been rectified within 30 days from the date of receipt of such notice. The Company's responsibilities on termination by the Optionors includes, but is not limited to, leaving the claims comprising the CMH Projects in good standing under the applicable mineral claims legislation of the Province of Quebec at the time of termination of the Option Agreement, with a minimum of C\$250,000 in exploration expenditures incurred on the CMH Projects so the CMH Projects will remain in good standing for a period of at least one year from the date of termination of the Option Agreement.

The Option Agreement contains warranties, indemnities and other rights and obligations that are considered standard for a transaction of this nature.

11.4 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 10.3 above.

The effect of Shareholders passing Resolution 8 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 8 is passed, in the event that the Company elects to exercise the CMH Option under the CMH Option Agreement, the Company can proceed to issue the Consideration Shares or a portion thereof without using up any of the Company's 15% limit on issuing Equity Securities without shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will be unable to proceed with the issue of the Consideration Shares, the CMH Option will not be exercised and the Company will not acquire any interest in the CMH Projects on the terms set out in this Notice.

11.5 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Consideration Shares:

- (a) The Consideration Shares will be issued to the Optionors (or their respective nominees), none of whom are a related party or a Material Investor. The Consideration Shares will be issued in the following proportions:
 - (i) up to 405,500 Consideration Shares to CMH;
 - (ii) up to 405,500 Consideration Shares to Victor Cantore; and
 - (iii) up to 405,500 Consideration Shares to Steve Labranche.
- (b) A maximum of 1,216,500 Consideration Shares will be issued.
- (c) The Consideration 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.

- (d) In the event the Company exercises the CMH Option, the Consideration Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The Consideration Shares will be issued for nil cash consideration, as part consideration payable for the acquisition of the CMH Projects. The Consideration Shares have a deemed issue price of A\$0.277 each. Accordingly, no funds will be raised from the issue of the Consideration Shares.
- (f) A summary of the material terms of the CMH Option Agreement is in Section 11.3 above.
- (g) A voting exclusion statement is included in the Notice.

11.6 Additional information

Resolution 8 is an ordinary Resolution.

The Board recommend Shareholders vote in favour of Resolution 8.

12. Resolution 9 – Approval to issue Beryl Consideration Shares

12.1 General

On 28 March 2023, the Company announced that, amongst other things, it had entered into an option agreement with CMH, Anna Rosa Giglio and Steve Labranche (together, the **Beryl Vendors**) to acquire a 100% interest in the mineral claims comprising the Beryl Lake Project (being the claims surrounding the Company's Auclair Project), located in James Bay, Canada (**Beryl Option Agreement**).

A summary of the material terms of the Beryl Option Agreement is in Section 12.2 below.

Resolution 9 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 2,400,000 Shares pursuant to the Beryl Option Agreement (**Beryl Consideration Shares**).

12.2 Summary of material terms of Beryl Option Agreement

Under the terms of the Beryl Option Agreement, the Beryl Vendors granted the Company (through its wholly owned subsidiary Avenir Metals (Canada) Limited) the option acquire a 100% interest in the mineral claims comprising the Beryl Lake Project (being the claims surrounding the Company's Auclair Project), subject to the satisfaction of the following conditions precedent:

- (a) ASX confirming that Listing Rules 11.1.2 and 11.1.3 do not apply to the Beryl Option Agreement;
- (b) the Company obtaining Shareholder approval in respect to the Share consideration in Sections 12.2(a)(i)-(ii) below; and
- (c) the execution of a voluntary restriction deed in respect to the Share consideration in Section 12.2(a)(i) below.

As at the date of this Notice, ASX has confirmed that Listing Rules 11.1.2 and 11.1.3 do not apply to the Beryl Option Agreement.

In order to exercise the option and acquire an undivided 100% right, title and interest in the Beryl Lake Project, the Company must:

- (a) issue an aggregate of 4,000,000 fully paid ordinary Shares in the Company and pay an aggregate sum of C\$395,000 in cash to the Beryl Vendors, as follows:
 - (i) C\$125,000 in cash and up to 1,500,000 Shares (which are subject to voluntary escrow for a period of 6 months from the date of issue) within 5 business days of the satisfaction of the last of the conditions precedent (**Beryl Approval Date**);
 - (ii) an additional C\$75,000 in cash and up to 900,000 Shares on the 12 month anniversary of the Beryl Approval Date;
 - (iii) an additional C\$75,000 in cash and up to 1,000,000 Shares on the 24 month anniversary of the Beryl Approval Date; and
 - (iv) an additional C\$120,000 in cash and up to 600,000 Shares on the 36 month anniversary of the Beryl Approval Date;
- (b) incur total exploration expenditure of C\$1,000,000 in the first 36 months of the Beryl Approval Date (which may also be satisfied by way of a cash payment to the Beryl Vendors in the event the Company fails to incur total exploration expenditure of C\$1,000,000 in the first 36 months of the Beryl Approval Date).

The Beryl Lake Project is subject to a 2% net smelter return royalty in favour of CMH (1%) and Anna Rosa Giglio (1%). The Company has the right to buy back 1% of the royalty by way of a one-time payment of C\$1,000,000.

If the Company is in default in making any payments and exploration expenditures within the times required as noted above, the Beryl Vendors shall have the right to terminate the Beryl Option Agreement if written notice of such default has been provided by the Beryl Vendors to the Company and such default has not been rectified within 30 days from the date of receipt of such notice.

The Company's responsibilities on termination of the Beryl Option Agreement by the Beryl Vendors includes, but is not limited to:

- (a) leaving the claims comprising the Beryl Lake Project in good standing under the applicable mineral claims legislation of the Province of Quebec at the time of termination of the Beryl Option Agreement, with a minimum of C\$500,000 in exploration expenditures incurred on the Beryl Lake Project so the Beryl Lake Project will remain in good standing for a period of at least one year from the date of termination of the Beryl Option Agreement; and
- (b) issuing to the Beryl Vendors a minimum aggregate of 2,400,000 Shares and paying a minimum aggregate of C\$200,000 in cash, notwithstanding if the Beryl Option Agreement is validity terminated before the 12 month anniversary of the Beryl Approval Date.

The Beryl Option Agreement contains warranties, indemnities and other rights and obligations that are considered standard for a transaction of this nature.

12.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 10.3 above.

The effect of Shareholders passing Resolution 9 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 9 is passed, the Company can proceed to issue the Beryl Consideration Shares in satisfaction of the condition precedent in Section 12.2(b) above, without using up any of the Company's 15% limit on issuing Equity Securities without shareholder approval under Listing Rule 7.1. The approval granted pursuant to this Resolution 9 will last for a period of 3 months from the date of the Meeting. Accordingly, to issue the consideration Shares in Section 12.2(a)(ii) within the time noted above, the Company may need to seek a fresh approval.

If Resolution 9 is not passed, the Company will be unable to proceed with the issue of the Beryl Consideration Shares, exercise the option under the Beryl Option Agreement and, in this regard, the Company will not acquire any interest in the claims comprising the Beryl Lake Project.

12.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Beryl Consideration Shares:

- (a) The Beryl Consideration Shares will be issued to the Beryl Vendors (or their respective nominees), none of whom are related parties or a Material Investors. The Beryl Consideration Shares will be issued in the following proportions:
 - (i) up to 792,000 Beryl Consideration Shares to CMH;
 - (ii) up to 792,000 Beryl Consideration Shares to Anna Rosa Giglio; and
 - (iii) up to 816,000 Beryl Consideration Shares to Steve Labranche.
- (b) A maximum of 2,400,000 Beryl Consideration Shares will be issued.
- (c) The Beryl Consideration 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.
- (d) The Beryl Consideration Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The Beryl Consideration Shares will be issued for nil cash consideration, as part consideration payable for the acquisition of the Beryl Lake Project. Accordingly, no funds will be raised from the issue of the Beryl Consideration Shares.
- (f) A summary of the material terms of the Beryl Option Agreement is in Section 12.2 above.
- (g) A voting exclusion statement is included in the Notice.

12.5 Additional information

Resolution 9 is an ordinary Resolution.

The Board recommend Shareholders vote in favour of Resolution 9.

13. Resolution 10 – Approval to issue Sakami Consideration Shares

13.1 General

On 28 March 2023, the Company announced that, amongst other things, it had entered into an option agreement with CMH, Anna Rosa Giglio and Steve Labranche (together, the **Sakami Vendors**) to acquire a 100% interest in the mineral claims comprising the Sakami Project, located in James Bay, Canada (**Sakami Option Agreement**).

A summary of the material terms of the Sakami Option Agreement is in Section 13.2 below.

Resolution 10 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 1,500,000 Shares pursuant to the Sakami Option Agreement (**Sakami Consideration Shares**).

13.2 Summary of material terms of Sakami Option Agreement

Under the terms of the Sakami Option Agreement, the Sakami Vendors granted the Company (through its wholly owned subsidiary Avenir Metals (Canada) Limited) the option acquire a 100% interest in the mineral claims comprising the Sakami Project, subject to the satisfaction of the following conditions precedent:

- (a) ASX confirming that Listing Rules 11.1.2 and 11.1.3 do not apply to the Sakami Option Agreement;
- (b) the Company obtaining Shareholder approval in respect to the Share consideration in Section 13.2(a)(i) below; and
- (c) the execution of a voluntary restriction deed in respect to the Share consideration in Section 13.2(a)(i) below.

As at the date of this Notice, ASX has confirmed that Listing Rules 11.1.2 and 11.1.3 do not apply to the Sakami Option Agreement.

In order to exercise the option and acquire an undivided 100% right, title and interest in the Sakami Project, the Company must:

- (a) issue an aggregate of 3,450,000 fully paid ordinary Shares in the Company and pay an aggregate sum of C\$300,000 in cash to the Sakami Vendors, as follows:
 - (i) C\$75,000 in cash and up to 1,500,000 Shares (which are subject to voluntary escrow for a period of 6 months from the date of issue) within 5 business days of the satisfaction of the last of the conditions precedent (**Sakami Approval Date**);
 - (ii) an additional C\$75,000 in cash and up to 900,000 Shares on the 12 month anniversary of the Sakami Approval Date;

- (iii) an additional C\$75,000 in cash and up to 600,000 Shares on the 24 month anniversary of the Sakami Approval Date; and
- (iv) an additional C\$75,000 in cash and up to 450,000 Shares on the 36 month anniversary of the Sakami Approval Date;
- (b) incur total exploration expenditure of C\$1,000,000 in the first 36 months of the Sakami Approval Date (which may also be satisfied by way of a cash payment to the Sakami Vendors in the event the Company fails to incur total exploration expenditure of C\$1,000,000 in the first 36 months of the Sakami Approval Date).

The Sakami Project is subject to a 2% net smelter return royalty in favour of CMH (1%) and Anna Rosa Giglio (1%). The Company has the right to buy back 1% of the royalty by way of a one-time payment of C\$1,000,000.

If the Company is in default in making any payments and exploration expenditures within the times required as noted above, the Sakami Vendors shall have the right to terminate the Sakami Option Agreement if written notice of such default has been provided by the Sakami Vendors to the Company and such default has not been rectified within 30 days from the date of receipt of such notice.

The Company's responsibilities on termination by the Sakami Vendors include, amongst other things, leaving the claims comprising the Sakami Project in good standing under the applicable mineral claims legislation of the Province of Quebec at the time of termination of the Sakami Option Agreement, with a minimum of C\$150,000 in exploration expenditures incurred on the Sakami Project so the Sakami Project will remain in good standing for a period of at least one year from the date of termination of the Sakami Option Agreement.

The Sakami Option Agreement contains warranties, indemnities and other rights and obligations that are considered standard for a transaction of this nature.

13.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 10.3 above.

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

If Resolution 10 is passed, the Company can proceed to issue the Sakami Consideration Shares in satisfaction of the condition precedent in Section 13.2(b) above, without using up any of the Company's 15% limit on issuing Equity Securities without shareholder approval under Listing Rule 7.1.

If Resolution 10 is not passed, the Company will be unable to proceed with the issue of the Sakami Consideration Shares, exercise the option under the Sakami Option Agreement and, in this regard, the Company will not acquire any interest in the claims comprising the Sakami Project.

13.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Sakami Consideration Shares:

- (a) The Sakami Consideration Shares will be issued to the Sakami Vendors (or their respective nominees), none of whom are a related party or a Material Investor. The Sakami Consideration Shares will be issued in the following proportions:
 - (i) up to 500,000 Sakami Consideration Shares to CMH;
 - (ii) up to 500,000 Sakami Consideration Shares to Anna Rosa Giglio; and
 - (iii) up to 500,000 Sakami Consideration Shares to Steve Labranche.
- (b) A maximum of 1,500,000 Sakami Consideration Shares will be issued.
- (c) The Sakami Consideration 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.
- (d) The Sakami Consideration Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The Sakami Consideration Shares will be issued for nil cash consideration, as part consideration payable for the acquisition of the Sakami Project. Accordingly, no funds will be raised from the issue of the Sakami Consideration Shares.
- (f) A summary of the material terms of the Sakami Option Agreement is in Section 13.2 above.
- (g) A voting exclusion statement is included in the Notice.

13.5 Additional information

Resolution 10 is an ordinary Resolution.

The Board recommend Shareholders vote in favour of Resolution 10.

14. Resolution 11 – Approval to amend terms of existing Director Performance Rights

14.1 General

On 31 January 2023, the Company obtained Shareholder approval for the issue of up to 18,000,000 Performance Rights to David Southam (or his nominees) under the Plan (**Director Performance Rights**), in connection with the terms of his Managing Director employment contract. The Company issued the Director Performance Rights on 14 February 2023, following the receipt of Shareholder approval.

The Company is proposing to vary the terms of the Director Performance Rights, which remain unvested and unexercised (as at the date of this Notice), to enable the Board to, in its discretion, settle vested Director Performance Rights in cash or in Shares. The amendments to clauses (a) and (f) of the terms and conditions of the Director Performance Rights set out in Schedule 2 are proposed to provide clarity and consistency with the terms of other Performance Rights on issue in the Company. It was the intention that the terms of grant of the Director Performance Rights would include the ability for Director Performance Rights to be settled by way of a cash payment (at the Board's election) to ensure no unintended tax consequences arose from the issue or exercise of Director Performance Rights. The failure to

include the proposed amendments in the original terms and conditions of the Director Performance Rights was an oversight.

The proposed amendments to the Director Performance Rights will only affect the manner in which the Director Performance Rights are exercised and will not change the economic entitlements of David Southam (or his nominees), nor will they make a change which is otherwise prohibited by Listing Rule 6.23. Moreover, the election to settle the exercise of Director Performance Rights in cash will not impact the percentage interests of existing Shareholders.

By way of example only, in the unlikely event all of the Director Performance Rights vest at once and the Board elects to satisfy the exercise of the Director Performance Rights by making a cash payment to David Southam (in lieu of an allocation of Shares), the maximum potential amount payable to David Southam would be \$4,428,318, calculated based on the volume weighted average price of the Company's Shares over the 20 trading days up to and including 11 April 2023.

As at the date of this Notice, none of the Director Performance Rights have vested. The Director Performance Rights are subject to several performance conditions which could take a number of years to satisfy, if at all. In this regard, the Board (with David Southam abstaining) considers that there is no material impact on Shareholders or the Company's financial position in the short term as a result of the proposed amendments to the Director Performance Rights.

The Company presently intends to issue an allocation of Shares on exercise of any Director Performance Rights (in lieu of making a cash payment). Notwithstanding this intention, the Company will re-assess the decision as and when appropriate, to ensure such a decision is in the best interests of the Company and Shareholders generally at the relevant time.

To amend the terms and conditions of the Director Performance Rights, the Company is required to seek Shareholder approval under Listing Rule 6.23.4.

14.2 Listing Rule 6.23.4

Shareholder approval is being sought to approve the amendments to the terms and conditions of the Director Performance Rights already on issue as at the date of this Notice in accordance with the requirements of Listing Rule 6.23.4.

Listing Rule 6.23.4 provides that a change to the terms of options, which is not prohibited under Listing Rule 6.23.3, can only be made if Shareholders approve the change. The proposed amendments to the terms and conditions of the Director Performance Rights would not have the effect of reducing the exercise price, increasing the period for exercise or increasing the number of securities received on exercise, which are prohibited by Listing Rule 6.23.3.

If Resolution 11 is passed, the Company will be able to proceed with the amendments to the terms and conditions of the Director Performance Rights to permit the Board to, at its election, settle the exercise of a Director Performance Right by the issue of one Share or the payment in cash for one Share, or a combination of both, as detailed in Schedule 2.

If Resolution 11 is not passed, the Company will not be able to proceed with the amendments to the terms and conditions of the Director Performance Rights.

14.3 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 amendments to the terms and conditions of the Director Performance Rights will result in the giving of a financial benefit to a related party of the Company.

The Board considers that approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the proposed amendments to the terms and conditions of the Director Performance Rights, as the proposed amendments fall within the arm's length exception on the basis that the amendments does not confer a greater economic benefit to David Southam (or his nominees) than other holders of Performance Rights, as there is no difference to the net benefit obtained from accepting the settlement of the Director Performance Rights in cash or in Shares upon their exercise, at the Board's election. For the reasons set out above, the Company will not seek Shareholder approval pursuant to section 208 of the Corporations Act.

14.4 Additional information

Resolution 11 is an ordinary Resolution.

The Board (with David Southam abstaining) recommend Shareholders vote in favour of Resolution 11.

Schedule 1 Definitions

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

10% Placement Facility	has the meaning in Section 8.1.
10% Placement Period	has the meaning in Section 8.2(f).
\$	means Australian dollars.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 31 December 2022.
Acquisition Agreement	has the meaning given in Section 10.1.
Approval Date	has the meaning given in Section 11.3.
Approved Limit	has the meaning given in Section 11.2.
ASX	means the ASX Limited (ACN 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.
Beryl Approval Date	has the meaning given in Section 12.2(a)(i).
Beryl Consideration Shares	means the proposed issue of up to 2,400,000 Shares pursuant to the Beryl Option Agreement, the subject of Resolution 9.
Beryl Option Agreement	means the option agreement entered into between the Company, its wholly-owned subsidiary Avenir Metals (Canada) Limited and the Beryl Vendors on 27 March 2023.
Beryl Vendors	means, collectively, CMH, Anna Rosa Giglio and Steve Labranche.
Board	means the board of Directors.
C\$	means Canadian dollars.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: <ul style="list-style-type: none">(a) a spouse or child of the member; or(b) has the meaning given in section 9 of the Corporations Act.
CMH	means 9219-8845 QC. Inc. (Canadian Mining House).
CMH Option	has the meaning given in Section 11.3.

CMH Option Agreement	means the option agreement entered into between the Company, its wholly-owned subsidiary Avenir Metals (Canada) Limited and the Optionors on 27 September 2022.
CMH Projects	means the 166 mining claims known as the Pontax Extension Property located north of Matagami in the Province of Quebec, Canada, and covering 8,827 hectares.
Company	means Cygnus Metals Limited (ACN 609 094 653).
Consideration Shares	means the 1,216,500 Consideration Shares proposed to be issued to the Optionors (or their respective nominees), the subject of Resolution 8.
Constitution	means the Constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Director Performance Rights	has the meaning given in Section 14.1.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
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	<p>means, in relation to the Company:</p> <ul style="list-style-type: none"> (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, <p>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.</p>

Meeting	has the meaning given in the introductory paragraph of the Notice.
Minimum Issue Price	has the meaning in Section 8.2(e).
Notice	means this notice of annual general meeting.
Optionors	means, collectively, CMH, Victor Cantore and Steve Labranche.
Osisko	means Osisko Development Corp.
Osisko Shares	means the 2,500,000 Shares issued to Osisko (or its nominees), the subject of Resolution 7.
Proportionate Interests	means one-third.
Plan	means the employee securities incentive plan of the Company.
Proxy Form	means the proxy form made available with the Notice.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution referred to in the Notice.
Sakami Approval Date	has the meaning given in Section 13.2(a)(i).
Sakami Consideration Shares	means the proposed issue of up to 1,500,000 Shares pursuant to the Sakami Option Agreement, the subject of Resolution 10.
Sakami Option Agreement	means the option agreement entered into between the Company, its wholly-owned subsidiary Avenir Metals (Canada) Limited and the Sakami Vendors on 27 March 2023.
Sakami Vendors	means, collectively, CMH, Anna Rosa Giglio and Steve Labranche.
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.
Strike	means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

Schedule 2 Amended terms and conditions of Director Performance Rights

The terms and conditions of the Director Performance Rights (**Performance Rights**) are as follows:

- (a) **(Entitlement):** At the discretion of the Board, each Performance Right entitles the holder to receive cash to the value of one fully paid ordinary share in the capital of the Company (**Share**) calculated in accordance with clause (f), or to subscribe for one Share upon the exercise of each Performance Right.
- (b) **(Issue Price):** The Performance Rights are issued for nil cash consideration.
- (c) **(Vesting Conditions):** Subject to the terms and conditions set out below, the Performance Rights will have the vesting conditions (**Vesting Condition**) specified below:

Director Performance Rights	Number	Vesting Condition	Expiry Date
Tranche A	5,000,000	2 years continuous employment with the Company from the date of appointment (being 1 November 2022)	5 years from the date of issue
Tranche B	2,000,000	The Company, in respect of any of the mining tenements or projects it holds an interest in at the issue date of the Performance Rights or acquires at any date in the future, announces a JORC 2012 compliant Li ₂ O resource of at least 5Mt at a grade of no less than 0.8% lithium	5 years from the date of issue
Tranche C	2,000,000	The Company, in respect of any of the mining tenements or projects it holds an interest in at the issue date of the Performance Rights or acquires at any date in the future, announces a JORC 2012 compliant Li ₂ O resource of at least 10Mt at a grade of no less than 0.8% lithium	5 years from the date of issue
Tranche D	4,000,000	The Company, in respect of any of the mining tenements or projects it holds an interest in at the issue date of the Performance Rights or acquires at any date in the future, announces a JORC 2012 compliant Li ₂ O resource of at least 20Mt at a grade of no less than 0.8% lithium	5 years from the date of issue
Tranche E	2,500,000	The Company achieving a market capitalisation of at least A\$150,000,000 over a period of not less than 10 consecutive trading days on which trades in the Company's Shares actually occur	5 years from the date of issue
Tranche F	2,500,000	The Company's share price having a 10-day VWAP of at least \$1.00 or a market capitalisation of at least \$250,000,000 over a period of not less than 10 consecutive trading days on which trades in the Company's Shares actually occur	5 years from the date of issue

Where “**VWAP**” means “volume weighted average market price” as that term is defined in the ASX Listing Rules.

- (d) **(Vesting)**: Subject to the satisfaction of the Vesting Condition on or before the Expiry Date and the holder remaining employed by the Company as an executive, non-executive director or a consultant (under a consultant contract or similar instrument) at the date the Vesting Condition is satisfied (**Vesting Date**), the Company will notify the holder in writing (**Vesting Notice**) within 3 Business Days of becoming aware that the relevant Vesting Condition has been satisfied.
- (e) **(Expiry Date)**: The Performance Rights will expire and lapse on the first to occur of the following:
 - (i) the relevant 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 New Plan); and
 - (ii) 5.00pm (Perth time) on the date which is 5 years after the date of issue of the Performance Rights,

(Expiry Date).

- (f) **(Election to pay cash)**: The Company will notify the holder in the Vesting Notice as to its election to satisfy the exercise of Performance Rights through the issue of Shares and/or the payment of cash. If the Performance Rights are satisfied through the payment of cash, the amount of cash payable will be calculated based on the VWAP of the Company’s Shares over the 20 trading day period immediately preceding the Vesting Date and paid within 2 months of the Vesting Notice.
- (g) **(Exercise)**: Where the Board elects to satisfy the Performance Rights by the issue of Shares, at any time between receipt of a Vesting Notice and the Expiry Date (as defined in clause (e) 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.
- (h) **(Issue of Shares)**: Subject to clause (f), as soon as practicable after the valid exercise of a vested Performance Right, the Company will:
 - (i) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (ii) issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder;
 - (iii) if required, and subject to clause (i), give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (iv) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
- (i) **(Restrictions on transfer of Shares)**: If the Company is required but 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.

- (j) **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
- (k) **(Transferability of the Performance Rights):** The Performance Rights are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and Listing Rules.
- (l) **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
- (m) **(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.
- (n) **(Quotation of the Performance Rights)** The Company will not apply for quotation of the Performance Rights on any securities exchange.
- (o) **(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.
- (p) **(Entitlements and bonus issues):** Subject to the rights under clause (q), holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
- (q) **(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.
- (r) **(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.
- (s) **(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.
- (t) **(Takeovers prohibition):**
 - (i) 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
 - (ii) 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.
- (u) **(Change of Control):** Unvested Performance Rights automatically vest and are automatically exercised upon the occurrence of a “Change of Control” occurring before the Expiry Date. A “Change of Control” will occur if a person who does not control the Company at the time the Performance Rights are issued achieving control of more than 50% of the ordinary voting

securities in the Company.

- (v) **(Leaver)**: Where the holder ceases to be an Eligible Participant all unvested Performance Rights will be dealt with in accordance with the terms of the New Plan, whereby the Board will determine to either permit some or all of the Performance Rights to vest or determine that the unvested Performance Rights be forfeited by the holder.
- (w) **(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.
- (x) **(New Plan)**: The Performance Rights are issued pursuant to and are subject to the New Plan. In the event of conflict between a provision of these terms and conditions and the New Plan, these terms and conditions prevail to the extent of that conflict.
- (y) **(Constitution)**: Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.
- (z) **(ASX Listing Rules)**: The Company reserves the right to unilaterally amend the terms of the Performance Rights to the extent necessary to comply with the ASX Listing Rules.

Need assistance?



Phone:
1300 850 505 (within Australia)
+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 **11:00am (AWST) on Monday, 15 May 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:

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: 182538

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

I/We being a member/s of Cygnus Metals 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 Annual General Meeting of Cygnus Metals Limited to be held at The Quest Kings Park, 54 Kings Park Rd, West Perth, WA 6005 on Wednesday, 17 May 2023 at 11:00am (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 1 and 11 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 11 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 1 and 11 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			For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Approval to issue Consideration Shares to Optionors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Michael Naylor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Approval to issue Beryl Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Kevin Tomlinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	Approval to issue Sakami Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Director – Ray Shorrocks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 11	Approval to amend terms of existing Director Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 6	Modification of existing Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 7	Ratification of issue of Osisko Shares	<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



14 April 2023

Dear Shareholder

Annual General Meeting – Notice of Meeting and Proxies

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Cygnus Metals Limited (ACN 609 094 653) (**Company**) will be held as follows:

Time and date: 11am (Perth time) on Wednesday, 17 May 2023

Location: The Quest Kings Park, 54 Kings Park Road, West Perth WA 6005

Notice of Meeting

In accordance with the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at <https://www.cygnusmetals.com/investors-2>; and
- the ASX market announcements page under the Company's code "CY5".

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

Voting at the Meeting or by proxy

Shareholders are encouraged to vote by lodging a proxy form.

Proxy forms can be lodged:

Online: www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code

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

Your proxy voting instruction must be received by 11am (Perth time) on Monday, 15 May 2023, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Authorised for release by:

Maddison Cramer
Joint Company Secretary
Cygnus Metals Limited