
ALDORO RESOURCES LIMITED

ACN 622 990 809

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00am (WST)
DATE: 17th July 2023
PLACE: Mirador Corporate
Level 2, 23 Railway Road
SUBIACO WA 6008

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11:00am (WST) on 15 July 2023.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,277,927 Shares on the terms and conditions set out in the Explanatory Statement.”

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

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1A

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 11,236,359 Shares on the terms and conditions set out in the Explanatory Statement.”

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

3. RESOLUTION 3 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS – XCEL CAPITAL

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 3,500,000 Options on the terms and conditions set out in the Explanatory Statement.”

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

4. RESOLUTION 4 – APPROVAL TO ISSUE PARTICIPATION SECURITIES TO RELATED PARTY – TROY FLANNERY

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 100,000 Shares and 50,000 Options to Troy Flannery (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

5. RESOLUTION 5 – APPROVAL TO ISSUE PARTICIPATION SECURITIES TO RELATED PARTY – LINCOLN HO

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 100,000 Shares and 50,000 Options to Lincoln Ho (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

6. RESOLUTION 6 – ISSUE OF OPTIONS TO PLACEMENT PARTICIPANTS

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,857,143 Options on the terms and conditions set out in the Explanatory Statement.”

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

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF ME CONSIDERATION SHARES – MINING EQUITIES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 325,000 Shares to Mining Equities Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

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

8. RESOLUTION 8 – ISSUE OF INCENTIVE OPTIONS TO DIRECTOR – LINCOLN HO

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 500,000 Incentive Options to Lincoln Ho (or their nominee) on the terms and conditions set out in the Explanatory Statement.”

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

9. RESOLUTION 9 – ISSUE OF INCENTIVE OPTIONS TO DIRECTOR – TROY FLANNERY

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is

given for the Company to issue up to 2,000,000 Incentive Options to Troy Flannery (or their nominee) on the terms and conditions set out in the Explanatory Statement."

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

10. RESOLUTION 10 – ISSUE OF INCENTIVE OPTIONS TO DIRECTOR – MARK MITCHELL

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,000,000 Incentive Options to Mark Mitchell (or their nominee) on the terms and conditions set out in the Explanatory Statement."

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

11. RESOLUTION 11 – PLACEMENT OF NEW OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 25,532,264 New Options on the terms and conditions set out in the Explanatory Statement."

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

Dated: 12 June 2023

By order of the Board

**Sarah Smith
Company Secretary**

Voting Exclusion Statements

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

Resolution 1 – Ratification of prior issue of Placement Securities – Listing Rule 7.1	A person who participated in the issue or is a counterparty to the agreement being approved (namely, the Placement Participants) or an associate of that person or those persons.
Resolution 2 – Ratification of prior issue of Placement Shares – Listing Rule 7.1A	A person who participated in the issue or is a counterparty to the agreement being approved (namely, the Placement Participants) or an associate of that person or those persons.
Resolution 3 – Approval to issue Lead Manager Options – Xcel Capital	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Xcel Capital) or an associate of that person (or those persons).
Resolution 4 – Approval to issue of Participation Securities to Related Party – Troy Flannery	Troy Flannery (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Approval to issue of Participation Securities to Related Party – Lincoln Ho	Lincoln Ho (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Approval to issue Options	The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Placement Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 7 – Ratification of prior issue of ME Consideration Shares – Mining Equities	A person who participated in the issue or is a counterparty to the agreement being approved (namely Mining Equities) or an associate of that entity.
Resolution 8 to 10 – Approval to issue Incentive Options to Related Parties	Lincoln Ho, Troy Flannery and Mark Mitchell (or their nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 11 – Placement of New Options	The Company will disregard any votes cast in favour of the Resolution 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 (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

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

- (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statements

Resolutions 8 to 10 – Approval to issue Incentive Options to Related Parties

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 8 to 10 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 to 10 Excluded Party.

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

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

Provided the Chair is not a Resolution 8 to 10 Excluded Party, the above prohibition does not apply if:

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6559 1792.

EXPLANATORY STATEMENT

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

1. BACKGROUND TO RESOLUTIONS 1 TO 6

1.1 Placement

On 18 April 2023, the Company completed a placement of 21,511,426 Shares at an issue price of \$0.175 per Share (**Placement Shares**) to raise approximately \$3.765 m (**Placement**).

Participants to the Placement will also be issued one (1) Option for every two (2) Placement Shares subscribed for and issued (**Attaching Options**). The Attaching Options will be exercisable at \$0.25 on or before 9 September 2026.

10,275,067 Placement Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being the subject of Resolution 1) and the remaining 11,236,359 Placement Shares were issued pursuant to the Company's 7.1A mandate, which was approved by Shareholders at the annual general meeting held on 29 November 2022 (being the subject of Resolution 2).

The funds raised from the Placement will be applied to progressing exploration activities at the Wyemadoo Project, Niobe Rb-Li Project and Narndee Ni-Cu- PGE Project, costs of the offer, and for working capital.

Director Participation

In addition, Directors Troy Flannery and Lincoln Ho seek to participate on the same terms as the Placement for an aggregate of 200,000 Shares (**Participation Shares**) and 100,000 Options on the same terms as the Attaching Options (**Participation Options**). This Director participation is in addition to the Placement and the Company will raise a further \$35,000 from the participation, bringing the total amount raised to \$3,800,000.

The Director participation is subject to the Company obtaining Shareholder approval (being the subject of Resolutions 4 and 5).

1.2 Lead Manager

The Company engaged the services of Xcel Capital Pty Ltd (ACN 617 047 319) (**Xcel Capital**) to act as lead manager of the Placement pursuant to a lead manager mandate entered into between the Company and Xcel Capital dated 4 April 2023 (**Lead Manager Mandate**).

The material terms and conditions of the Lead Manager Mandate are summarised below:

(a) Consideration

In consideration for acting as the lead manager of the Placement, the Company agreed to:

- (i) pay Xcel Capital a placement management fee of \$40,000 (plus GST);

- (ii) pay Xcel Capital an offer fee of 6% of the total amount raised under the Placement; and
- (iii) subject to Shareholder approval (being the subject of Resolution 3), issue Xcel Capital 3,500,000 Options exercisable at \$0.25 on or before 9 September 2026 for \$0.0001 payable upon the receipt of Shareholder approval (**Lead Manager Options**).

(b) **Restriction of sale**

The Company undertakes not to offer, sell or market, contract to sell, otherwise dispose of or announce the sale of any securities in the Company without the prior written consent of Xcel Capital for a period of three months from the settlement date of the Placement (**Restriction Period**), such consent not to be unreasonably withheld.

The Company will use reasonable endeavours to ensure that during the Restriction Period no Director or their respective associates will sell, dispose or transfer any securities in the Company held by them as at the date of the Lead Manager Mandate without the prior consent of Xcel Capital.

(c) **Opportunity to Conduct Additional Engagements**

The Company agrees to offer Xcel Capital the lead role in any further equity capital raisings undertaken in connection with the Company within 18 months of completion of the Placement on terms mutually agreed between the Company and Xcel Capital.

The Lead Manager Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties, indemnity provisions and confidentiality provisions).

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES - LISTING RULES 7.1 AND 7.1A

2.1 General

As set out in Section 1.1 above, 21,514,286 Placement Shares were issued by the Company pursuant to the Placement on 18 April 2023.

The issue of the Placement Shares did not breach Listing Rule 7.1 at the time of the issue.

2.2 Listing Rules 7.1 and 7.1A

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 securities it had on issue at the start of that 12 month period.

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

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 29 November 2022.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Placement Shares.

2.3 Listing Rule 7.4

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

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

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

2.4 Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolutions 1 and 2 are not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

2.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 1 to 2:

- (a) the Placement Shares were issued to professional and sophisticated investors who are clients of Xcel Capital. The recipients were identified through a bookbuild process, which involved Xcel Capital seeking expressions of interest to participate in the Placement from non-related parties of the Company (**Placement Participants**);
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;

- (c) the Placement Shares were issued on the following basis:
 - (i) 10,275,067 Placement Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
 - (ii) 11,236,359 Placement Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (d) the Placement Shares issued to Placement Participants were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Placement Shares were issued on 18 April 2023;
- (f) the issue price was \$0.175 per Placement Share under both the issue of Placement Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (g) the purpose of the issue of the Placement Shares was to raise funds which will be applied towards progressing the Wyemadoo Project, Niobe Rb-Li Project and Narndee Ni-Cu-PGE Project, costs of the offer, and for working capital.; and
- (h) the Placement Shares were not issued under an agreement.

3. RESOLUTION 3 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS – XCEL CAPITAL

3.1 General

As set out in Section 2, the Company has entered into the Lead Manager Mandate pursuant to which the Company has agreed, subject to obtaining Shareholder approval, to issue 3,500,000 Lead Manager Options in part consideration for acting as lead manager of Placement.

As summarised in Section 2.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Lead Manager Options falls within exception 17 of Listing Rule 7.2 i.e. an agreement to issue equity securities that is conditional on the holders of the entity's ordinary securities approving the issue under rule 7.1 before the issue is made.. The issue of the Lead Manager Options requires the approval of Shareholders under Listing Rule 7.1.

3.2 Technical information required by Listing Rule 14.1A

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

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options. If the Company does not receive shareholder approval for the issue of the Broker Options, Xcel Capital will not receive any additional consideration for acting as lead manager to the Placement.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Lead Manager Options.

3.3 Technical 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 Resolution 3:

- (a) the Lead Manager Options will be issued to Xcel Capital (or their nominees);
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Lead Manager Options to be issued is 3,500,000. The terms and conditions of the Lead Manager Options are set out in Schedule 2;
- (d) the Lead Manager Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Lead Manager Options will occur on the same date;
- (e) the Lead Manager Options will be issued at a nominal issue price of \$0.0001, in consideration for lead managerial services provided by Xcel Capital in relation to the Placement. The Company intends to apply the funds received for the Lead Manager Options towards progressing the Wyemandoo RbLi Project;
- (f) the purpose of the issue of the Lead Manager Options is to satisfy the Company's obligations under the Lead Manager Mandate;
- (g) the Lead Manager Options are being issued to Xcel Capital under the Lead Manager Mandate. A summary of the material terms of the lead Manager Mandate is set out in Section 1.2; and
- (h) the Lead Manager Options are not being issued under, or to fund, a reverse takeover.

4. RESOLUTIONS 4 AND 5 – APPROVAL TO ISSUE OF PARTICIPATION SECURITIES TO RELATED PARTIES

4.1 General

As set out in Section 1.1 above, Directors Troy Flannery and Lincoln Ho wish to participate in the Placement on the same terms as unrelated participants in the Placement (**Participation**).

Accordingly:

- (a) Resolution 4 seeks Shareholder approval for the issue of 100,000 Participation Shares and 50,000 Participation Options to Troy Flannery (or his nominee); and
- (b) Resolution 5 seeks Shareholder approval for the issue of 100,000 Participation Shares and 50,000 Participation Options to Lincoln Ho (or his nominee),

(together, the **Participation Securities**).

Accordingly, Resolutions 4 and 5 seek Shareholder approval for the issue of Participation Securities to Mr Flannery and Mr Ho (or their nominee), as a result of the Participation on the terms set out below.

4.2 Chapter 2E of the Corporations Act

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

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

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

The Participation will result in the issue of securities in the Company which constitutes giving a financial benefit and Mr Flannery and Mr Ho, are each a related party of the Company by virtue of being a Director.

The Directors (other than Troy Flannery who has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the Participation Securities will be issued to Mr Flannery (or his nominee) on the same terms as Placement Securities issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Lincoln Ho who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the Participation Securities will be issued to Mr Ho (or his nominee) on the same terms as Placement Securities issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

4.3 Listing Rule 10.11

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

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

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

unless it obtains the approval of its shareholders.

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

Resolutions 4 and 5 seek Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

4.4 Technical information required by Listing Rule 14.1A

If Resolutions 4 and 5 are passed, the Company will be able to proceed with the issue of the Participation Securities within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 1.1 above. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Participation Securities (because approval is being obtained under Listing Rule 10.11), the issue of the Participation Securities will not use up any of the Company's 15% annual placement capacity.

If Resolutions 4 and 5 are not passed, the Company will not be able to proceed with the issue of the Participation Securities and no further funds will be raised in respect of the Placement.

4.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 4 and 5:

- (a) the Participation Securities will be issued to the following persons:
- (i) Troy Flannery (or his nominee) pursuant to Resolution 4; and
 - (ii) Lincoln Ho (or his nominee) pursuant to Resolution 5,
- each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;
- (b) the maximum number of Participation Securities to be issued is 200,000 Participation Shares and 100,000 Participation Options comprising:
- (i) 100,000 Participation Shares (i) and 50,000 Participation Options to Troy Flannery (or his nominee) pursuant to Resolution 4; and

- (ii) 100,000 Participation Shares and 50,000 Participation Options to Lincoln Ho (or his nominee) pursuant to Resolution 5;
- (c) the Participation Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Participation Options will be issued on the terms and conditions set out in Schedule 1;
- (e) the Participation Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Participation Securities will be issued on the same date;
- (f) the issue price will be \$0.175 per Participation Share, being the same issue price as Shares issued to the Placement. The Company will not receive any other consideration for the issue of the Participation Shares;
- (g) the Participation Options will be issued for nil consideration as they are free attaching with the Participation Shares on a 1:2 basis. The Company has not and will not receive any other consideration for the issue of the Participation Options (other than in respect of funds received on exercise of the Participation Options);
- (h) the purpose of the issue of Participation Securities is to raise capital, which the Company intends to apply towards progressing exploration activities at the Wyemadoo Project, Niobe Rb-Li Project and Narndee Ni-Cu-PGE Project, costs of the offer, and for working capital.
- (i) the Participation Securities to be issued are not intended to remunerate or incentivise the Related Parties;
- (j) the Participation Securities are not being issued under an agreement; and
- (k) a voting exclusion statements is included in this Notice.

5. RESOLUTION 6 – APPROVAL TO ISSUE ATTACHING OPTIONS TO PLACEMENT PARTICIPANTS

5.1 General

As detailed in Section 1.1, on 18 April 2023, the Company completed a placement of 21,511,426 Shares at an issue price of \$0.175 per Share to raise approximately \$3.765 million.

Further, the Company agreed, subject to obtaining Shareholder approval, to issue one (1) Attaching Option for every two (2) Placement Shares issued to subscribers in the Placement.

Resolution 6 seeks Shareholder approval for the issue of up to 10,757,143 Attaching Options to the Placement Participants, on the basis of one Attaching Option for every two Placement Shares subscribed for and issued under the Placement.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the

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

The proposed issue of Attaching Options under the Placement does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.2 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Attaching Options. In addition, the issue of Attaching Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Attaching Options.

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Attaching Options.

5.3 Technical 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 Resolution 6:

- (a) the Attaching Options will be issued to the Placement Participants;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients are:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Attaching Options to be issued is 10,757,143. The terms and conditions of the Attaching Options are set out in Schedule 1;
- (d) the Attaching Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Attaching Options will occur on the same date;
- (e) the Attaching Options will be issued at a nil issue price, as free attaching options to the Placement;
- (f) the purpose of the issue of the Attaching Options is to meet the Company's obligations to Placement Participants under the Placement;
- (g) the Attaching Options are not being issued under an agreement; and
- (h) the Attaching Options are not being issued under, or to fund, a reverse takeover.

6. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF ME CONSIDERATION SHARES – MINING EQUITIES

6.1 General

On 29 July 2021, the Company entered into a binding heads of agreement with Mining Equities Pty Ltd (ACN 627 501 491) (**Mining Equities**) pursuant to which the Company agreed to issue 325,000 Shares (**ME Consideration Shares**) in consideration for the acquisition of exploration licence application E58/571 and all associated mining information, documents and agreements from Mining Equities (**ME Agreement**).

The Company previously obtained Shareholder approval to issue the ME Consideration Shares at the EGM held on 19th July 2022 (**ME Approval**). However, as the ME Consideration Shares were not issued within the 3 month period after the ME Approval was obtained, the approval period for the Company to issue the ME Consideration Shares lapsed.

As the ME Consideration Shares were not issued within the 3 month period after the EGM, the ME Consideration Shares were not issued in reliance on the ME Approval and were instead issued under the Company's available placement capacity under Listing Rule 7.1. Accordingly, the Company is seeking to ratify the issue of the ME Consideration Shares.

6.2 Listing Rule 7.1

As summarised in Section 2.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

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

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 29 November 2022.

The issue of the ME Consideration Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the TR Consideration Shares.

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

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

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the ME Consideration Shares.

6.3 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the ME Consideration Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the ME Consideration Shares.

If Resolution 7 is not passed, the ME Consideration Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the ME Consideration Shares.

6.4 Technical information required by Listing Rule 7.5

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

- (a) the ME Consideration Shares were issued to Mining Equities (or their nominees);
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) 325,000 ME Consideration Shares were issued and the ME Consideration Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the ME Consideration Shares were issued on 6 December 2022;
- (e) the ME Consideration Shares were issued at a nil issue price, in consideration for the acquisition of exploration licence application E58/571 and all associated mining information, documents and agreements. The Company has not and will not receive any other consideration for the issue of the ME Consideration Shares;
- (f) the purpose of the issue of the ME Consideration Shares was to satisfy the Company's obligations under the Mining Equities Agreement; and
- (g) the ME Consideration Shares were issued to Mining Equities under the ME Agreement. A summary of the material terms of the ME Agreement is set out in Schedule 2.

7. RESOLUTIONS 8 TO 10 – ISSUE OF INCENTIVE OPTIONS TO RELATED PARTIES

7.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue up to an aggregate of 4,500,000 Options (**Incentive Options**) to Mr Lincoln Ho, Mr Troy Flannery and Mr Mark Mitchell (or their nominees) (**Related Parties**) on the terms and conditions set out below.

Resolutions 8 to 10 seek Shareholder approval for the issue of the Incentive Options to the Related Parties.

7.2 Director recommendation

Each Director has a material personal interest in the outcome of Resolutions 8 to 10 on the basis that all of the Directors (or their nominees) are to be issued Options should Resolutions 8 to 10 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 8 to 10 of this Notice.

7.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 4.2 above.

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

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

7.4 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 4.3 above.

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

Resolutions 8 to 10 seek the required Shareholder approval for the issue of the Incentive Options under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

7.5 Technical information required by Listing Rule 14.1A

If Resolutions 8 to 10 are passed, the Company will be able to proceed with the issue of the Incentive Options to the Related Parties within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Incentive Options (because approval is being obtained under Listing Rule 10.11), the issue of the Incentive Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 8 to 10 are not passed, the Company will not be able to proceed with the issue of the Incentive Options.

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

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 8 to 10:

- (a) the Incentive Options will be issued to the following persons:
 - (i) Mr Lincoln Ho (or their nominee) pursuant to Resolution 8;
 - (ii) Mr Troy Flannery (or their nominee) pursuant to Resolution 9;
 - (iii) Mr Mark Mitchell (or their nominee) pursuant to Resolution 10,each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;
- (b) the maximum number of Incentive Options to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is 4,500,000 comprising:
 - (i) 500,000 Incentive Options to Mr Lincoln Ho (or his nominee) pursuant to Resolution 8;
 - (ii) 2,000,000 Incentive Options to Mr Troy Flannery (or his nominee) pursuant to Resolution 9; and
 - (iii) 2,000,000 Incentive Options to Mr Mark Mitchell (or his nominee) pursuant to Resolution 10.
- (c) the terms and conditions of the Incentive Options are set out in Schedule 1;
- (d) the Incentive Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Incentive Options will occur on the same date;
- (e) the issue price of the Incentive Options will be nil. The Company will not receive any other consideration in respect of the issue of the Incentive Options (other than in respect of funds received on exercise of the Incentive Options);
- (f) the purpose of the issue of the Incentive Options is to motivate and reward the performance of the Related Parties in their roles as Directors and to provide a cost effective way from the Company to remunerate the Related Parties, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties;
- (g) the Company has agreed to issue the Incentive Options to the Related Parties subject to Shareholder for the following reasons:

- (i) the deferred taxation benefit which is available to the Related Parties in respect of an issue of Incentive Options is also beneficial to the Company as it means the Related Parties are not required to immediately sell the Incentive Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and
 - (ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options on the terms proposed;
- (h) the number of Incentive Options to be issued to each of the Related Parties has been determined based upon a consideration of:
- (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the recognition for identifying, introducing and successfully completing the Kameelburg Rare Earths Project transaction; and
 - (iii) incentives to attract and ensure continuity of service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

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

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

Related Party	Current Financial Year	Previous Financial Year
Lincoln Ho	\$106,937	\$78,950
Troy Flannery	\$281,516	\$106,693
Mark Mitchell	\$248,883	\$24,469

Notes:

1. Comprising \$54,000 salary and fees and \$5,670 superannuation and share-based payments of \$47,303 (including an increase of \$47,303, being the value of the Options).
 2. Comprising \$86,633 salary and fees, \$5,670 superannuation and share-based payments of \$189,213 (including an increase of \$189,213, being the value of the Options)
 3. Comprising \$54,000 salary and fees, \$5,670 superannuation and share-based payments of \$189,213 (including an increase of \$189,213, being the value of the Options).
- (j) the value of the Incentive Options and the pricing methodology is set out in Schedule 3;
 - (k) the Incentive Options are not being issued under an agreement;

- (l) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares	Options
Lincoln Ho	287,000	1,050,000 ¹
Troy Flannery	300,000	1,050,000 ²
Mark Mitchell	-	-

Notes:

- 1,025,000 Listed Options (exercisable at \$0.30; expiry 31 August 2023), 25,000 Unlisted Options (exercisable at \$0.30; expiry 9 September 2024)
 - 1,050,000 Listed Options (exercisable at \$0.30; expiry 31 August 2023)
- (m) if the Incentive Options issued to the Related Parties are exercised, a total of 4,500,000 Shares would be issued. This will increase the number of Shares on issue from 134,423,743 (being the total number of Shares on issue as at the date of this Notice) to 138,923,743 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 3.24%, comprising 0.36% by Mr Lincoln Ho, 1.44% by Mr Troy Flannery and 1.44% by Mr Mark Mitchell.
- (n) The market price for Shares during the term of the Incentive Options would normally determine whether the Incentive Options are exercised. If, at any time any of the Incentive Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Incentive Options, there may be a perceived cost to the Company.
- (o) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.40	22 November 2022
Lowest	\$0.12	30 June 2022
Last	\$0.145	5 May 2023

- (p) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 8 to 10.

8. RESOLUTION 11 – PLACEMENT OF NEW OPTIONS

8.1 General

Resolution 11 seeks Shareholder approval for the issue of up to 25,532,264 Options (exercisable at \$0.30 expiring on 9 September 2024) (**New Options**) at an issue price of \$0.005 per New Option to raise up to \$127,661.32 (**Option Placement**).

The Option Placement will be offered to all Australian and New Zealand based holders of the Company's ARNO class of Options (**ARNO Options**), on the basis of one (1) New Option for every one (1) ARNO Option held at 5:00pm on 31 August 2023 being the expiry date of the ARNO Options (**Record Date**). The Company

will issue a prospectus in relation to the Option Placement shortly after the Record Date (**Prospectus**).

It is proposed that the Option Placement will be lead managed and fully underwritten by Xcel Capital Pty Ltd.

The number of New Options to be offered under the Option Placement will be determined as at the Record Date. As such, if ARNO Options are exercised prior to the Record Date, the number of New Options to be offered will be reduced accordingly.

Further, the number of New Options to be offered includes up to 2,075,000 New Options to which Directors of the Company will be entitled (and for which Shareholder approval will be sought under ASX Listing Rule 10.11 at a subsequent general meeting). Shareholder approval cannot be sought for the issue of New Options to the Directors at this Meeting, as it is a requirement of the ASX Listing Rules that any issue of securities to a related party under ASX Listing Rule 10.11 must be completed within one month of the meeting in the absence of a waiver (which ASX is not prepared to give in the current circumstances). The eligibility of Directors to participate in the Option Placement will not have been determined by the date that is one month from the Meeting, as that date precedes the Record Date.

In the event Shareholders approve the issue of New Options to the Directors under ASX Listing Rule 10.11 at a subsequent general meeting and the Directors take up the New Options offered to them, the number of New Options to be issued in reliance on Resolution 11 will be reduced by a corresponding amount. Conversely, if Shareholders do not approve the issue of New Options to Directors at a subsequent general meeting or the Directors do not take up the New Options offered to them, the New Options offered to the Directors will instead form part of the shortfall under the Option Placement and will be issued to investors identified by the Board in conjunction with Xcel Capital that are not related parties of the Company.

The purpose of the issue of the New Options is to raise \$127,661.32 (before costs) and to enable the holders of ARNO Options to continue to participate in the ongoing development of the Company. The Company intends to apply the funds raised from the issue towards the costs of the offer and working capital.

The Company confirms that no related parties will be issued New Options pursuant to the Option Placement, other than the Directors for whom Shareholder approval will be sought at a subsequent general meeting.

8.2 Timetable for Option Placement

The indicative timetable for the Option Placement is set out below:

Action	Date*
Date for determining eligibility of participants in the offer	5:00pm on 31 August 2023
Lodgment of the Prospectus with the ASIC and ASX	1 September 2023
Opening Date of the offer	1 September 2023
Closing Date of the offer*	15 September 2023

**The Directors reserve the right to bring forward or extend the Closing Date of the offer at any time after the Opening Date of the offer without notice.*

The Company will apply the funds raised from the Option Placement to meet the expenses of preparing and lodging the Prospectus with the ASIC and ASX and to general working capital.

8.3 ASX Listing Rule 7.1

As summarised in Section 2.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the New Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

8.4 Technical information required by Listing Rule 14.1A

If Resolution 11 is passed, the Company will be able to proceed with the issue of the New Options. In addition, the issue of the New Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 11 is not passed, the Company will not be able to proceed with the issue of the New Options under the Option Placement.

8.5 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Option Placement:

- (a) the New Options will be issued to all Australian and New Zealand based holders of the ARNO Options on the basis of one (1) New Option for every one (1) ARNO Option held on the Record Date pursuant to the terms of the Prospectus;
- (b) no related parties will participate in the Option Placement, other than the Directors that hold ARNO Options at the Record Date, for whom Shareholder approval will be sought at a subsequent general meeting;
- (c) the Directors, together with Xcel Capital, will determine the allocation policy in respect of any New Options not subscribed for by holders of ARNO Options on the Record Date;
- (d) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (e) the maximum number of New Options to be issued is 25,532,264. The terms and conditions of the New Options are set out in Schedule 4;
- (f) the New Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX

waiver or modification of the ASX Listing Rules) and it is intended that issue of the New Options will occur on the same date;

- (g) the issue price will be \$0.005 per New Option. The Company will not receive any other consideration for the issue of the New Option (other than in respect of funds received on exercise of the New Options);
- (h) the purpose of the issue of the New Options is to raise \$127,661.32 (before costs) and to enable the holders of ARNO Options to continue to participate in the ongoing development of the Company. The Company intends to apply the funds raised from the issue towards the costs of the offer, progressing the Wyemandoo Project, Niobe Rb-Li Project and Narndee Ni-Cu-PGE Project, due diligence investigations in respect of the Kameelburg Carbonatite Project in Namibia and working capital;
- (i) the New Options are not being issued under an agreement; and
- (j) the New Options are not being issued under, or to fund, a reverse takeover.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

Attaching Options has the meaning given in Section 1.1.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Aldoro Resources Limited (ACN 622 990 809).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Lead Manager Mandate has the meaning given in Section 1.2.

Lead Manager Options has the meaning given in Section 1.2.

Listing Rules means the Listing Rules of ASX.

ME Agreement has the meaning given in Section 5.1.

ME Consideration Shares has the meaning given in Section 5.1.

Mining Equities means Mining Equities Pty Ltd (ACN 627 501 491).

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Participation has the meaning given in Section 4.1.

Participation Options has the meaning given in Section 1.1.

Participation Securities has the meaning given in Section 4.1.

Participation Shares has the meaning given in Section 1.1.

Placement has the meaning given in Section 1.1.

Placement Participants has the meaning given in Section 2.5.

Placement Securities means the Placement Shares and the Attaching Options.

Placement Shares has the meaning given in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

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

Xcel Capital means Xcel Capital Pty Ltd (ACN 617 047 319).

SCHEDULE 1 – TERMS AND CONDITIONS OF PLACEMENT, LEAD MANAGER OPTIONS, PARTICIPATION OPTIONS AND INCENTIVE OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.25 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 09 September 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

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

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

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

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

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

SCHEDULE 2 – SUMMARY OF THE ME AGREEMENT

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

Tenement Acquisition	<p>The Company agreed to acquire, and Mining Equities agreed to sell and transfer all of its rights, title and interest in:</p> <ul style="list-style-type: none"> (a) E58/571 (Application); (b) all associated technical information in the possession or control of Mining Equities; and (c) statutory licences, approvals, consents, authorisations, rights or permits relating to the Application.
Consideration	<p>In consideration for the tenement acquisition, the Company agreed to:</p> <ul style="list-style-type: none"> (a) to pay Mining Equities a sum of \$50,000 by way of electronic transfer; and (b) to issue 325,000 Shares at a deemed issue price of \$0.385 per Share.
Condition Precedent	<p>Completion of the tenement acquisition is conditional on the following conditions precedent being satisfied:</p> <ul style="list-style-type: none"> (a) completion of due diligence on the Application to the satisfaction of the Company; and (b) the parties obtaining all necessary shareholder and third party approvals to lawfully complete the matters under the ME Agreement, <p>(together, the Conditions Precedent).</p> <p>If the Conditions Precedent were not satisfied on or before 5pm on 25 April 2022 (or such later date as the parties agree) the ME Agreement will be terminated. It was subsequently agreed by both parties to extend the agreement and all CPs have since been completed.</p>
Completion	<p>Completion of the acquisition will occur on that date which is two (2) business days after the satisfaction or waiver of the last of the Conditions Precedent (Completion).</p> <p>If the Application has not been granted by Completion:</p> <ul style="list-style-type: none"> (a) Mining Equities will hold the respective rights and interests in the Application on trust for the Company; (b) Mining Equities authorises the Company, at the Company's cost, to pursue the Application and procure its grant; and (c) the Company will be responsible for the conduct of the determination of the Application as it determines in its sole discretion. <p>During the period commencing on Completion and ending on the date on which the Company is the registered holder of the tenement granted in respect of the Application (Granted Tenement), Mining Equities grants to the Company the exclusive licence, right and liberty to enter the Granted Tenement for the purposes of carrying out lawful mining operations.</p>

The ME Agreement otherwise contains terms and conditions considered standard for an agreement of this kind.

SCHEDULE 3 – VALUATION OF DIRECTOR OPTIONS

The Options to be issued to the Related Parties pursuant to 8 to 10 have been valued internally using the Black Scholes option valuation model and based on the assumptions set out below, the Options were ascribed the following value:

Assumptions:	
Valuation date	28 April 2023
Market price of Shares	16.5 cents
Exercise price	25 cents
Expiry date (length of time from issue)	9 September 2026
Risk free interest rate	3.02%
Indicative value per Related Party Option	9.46 cents
Total Value of Options	\$425,729
Lincoln Ho (Resolution 8)	\$47,303
Troy Flannery (Resolution 9)	\$189,213
Mark Mitchell (Resolution 10)	\$189,213

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

SCHEDULE 4 – TERMS AND CONDITIONS OF NEW OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.30 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 9 September 2024 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

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

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

If a notice delivered under (g)(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the

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

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

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

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **11:00am (WST) on Saturday, 15 July 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

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BY FACSIMILE:

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All enquiries to Automic:

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