

GENERAL MEETING – 16 OCTOBER 2023

Dear Shareholder

Notice is hereby given that a General Meeting (**Meeting**) of **Tambourah Metals Ltd** (ASX:TMB) (Tambourah) will be held as a physical meeting at:

Unit 2, Level 2, 10 Ord St,

West Perth WA 6005

on Monday 16 October 2023 at 10:00am (WST)

This Meeting is being held to approve the issue of Options under the Placement and Share Purchase Plan announced on 2 August 2023. Shareholder approval is required for the issue of these Options. In addition, the Meeting will also ratify the previous issue of securities under Listing Rules 7.1 and 7.1A.

In accordance with section 253RA(2) of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice to shareholders unless a shareholder has requested a hard copy. A copy of the Notice of Meeting (NOM) is available on the Company's website at

www.tambourahmetals.com.au

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Automic Pty Limited, using any of the following methods:

Easiest method

By mobile Scan the QR code on your proxy form with the camera on your mobile device and

follow the prompts.

Other methods

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

By mail Share Registry – Automic Pty Limited, GPO Box 5193, Sydney NSW 2001, Australia

Your proxy voting instruction must be received by 10:00am (AWST) on 14 October 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 NOM is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the NOM please contact the Company Secretary on +61 8 9481 8669.

Yours sincerely

Rita Brooks

Executive Chairperson

Pate Book

Your right to elect to receive documents electronically or physically

The Corporations Amendment (Meetings and Documents) Act 2022 (Amendment Act) includes a new requirement for public companies and listed companies to give shareholders notice of their

right to elect to be sent documents electronically or physically by the company in section 110K of the

Corporations Act.

Recent legislative changes to the Corporations Act 2001 (Cth) mean there are new options for how

Tambourah shareholders receive communications. Tambourah will no longer send physical meeting

documents unless a shareholder requests a copy to be mailed.

Providing your email address to receive shareholder communications electronically

Tambourah encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as

meeting documents and annual reports.

By providing your email address, you will:

Support the company by reducing the cost of mailing/postage

• Receive your investor communications faster and in a more secure way

• Help the environment through the need for less paper

How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email,

please update your communication preferences at https://investor.automic.com.au/

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit

https://investor.automic.com.au/ or contact our share registry:

Telephone (within Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

Email: hello@automicgroup.com.au

Website: https://investor.automic.com.au/

TAMBOURAH METALS LTD ACN 646 651 612 NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am

DATE: 16 October 2023

PLACE: Unit 2, Level 2, 10 Ord St, West Perth WA 6005

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

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their 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 5:00pm on 14 October 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 3,838,298 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 6,800,000 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 – RATIFICATION OF PRIOR ISSUE OF BROKER 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 7.4 and for all other purposes, Shareholders ratify the issue of 2,000,000 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 PLACEMENT 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 10,638,298 Options 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 SPP 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 2,072,313 free attaching SPP Options 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 SPP OPTIONS TO RELATED PARTY – RITA BROOKS

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 up to 127,659 free attaching SPP Options to Rita Brooks (or her nominee) 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 – ISSUE OF SPP OPTIONS TO RELATED PARTY – LUKE BROOKS

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 up to 127,659 free attaching SPP Options to Luke Brooks (or their nominee) on the terms and conditions set out in the Explanatory Statement."

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

8. RESOLUTION 8 – ISSUE OF SPP OPTIONS TO RELATED PARTY – JASON BROOKS

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 up to 127,659 free attaching SPP Options to Jason Brooks (or their nominee) on the terms and conditions set out in the Explanatory Statement."

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

9. RESOLUTION 9 – ISSUE OF SPP OPTIONS TO RELATED PARTY – WILLIAM BROOKS

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 up to 127,659 free attaching SPP Options to William Brooks (or their nominee) on the terms and conditions set out in the Explanatory Statement."

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

10. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF CONSIDERATION SHARES

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 1,076,607 Shares on the terms and conditions set out in the Explanatory Statement."

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

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 and 2 – Ratification of prior issue of Placement Shares	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 3 - Ratification of prior issue of Broker Options	A person who participated in the issue or is a counterparty to the agreement being approved (namely Bell Potter Securities) or an associate of that person or those persons.
Resolution 4 – Approval to issue Placement Options	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 participant in the Placement) or an associate of that person (or those persons).
Resolution 5 – Approval to issue SPP Options	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 a participant in the SPP) or an associate of that person (or those persons).
Resolution 6 — Issue of SPP Options to Related Party — Rita Brooks	Rita Brooks (or her 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 7, 8 and 9 – Issue of SPP Options to Related Party – Luke Brooks, Jason Brooks and William Brooks	Luke Brooks, Jason Brooks and William Brooks (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 10 – Ratification of prior issue of Consideration Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely MinRex Resources Ltd.) or an associate of that person or those persons.

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

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

Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two 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 please do not hesitate to contact the Company Secretary, Graeme Smith on +61 408 447 493 or admin@tambourahmetals.com.au.

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 - 10

1.1 General

On 2 August 2023, the Company announced that it had received firm commitments from sophisticated and professional investors for a placement of 10,638,298 fully paid ordinary shares (**Placement Shares**) at an issue price of \$0.235 per Shares to raise \$2,500,000 (**Placement**). The Placement Shares were issued under the Company's existing Listing Rule 7.1 and 7.1A capacity as follows:

- (a) 3,838,298 Placement Shares were issued under the Company's placement capacity under ASX Listing Rule 7.1 (ratification of these Shares is sought under Resolution 1 of this Notice); and
- (b) 6,800,000 Placement Shares which issued under the Company's placement capacity under ASX Listing Rule 7.1A (ratification of these Shares is sought under Resolution 2 of this Notice).

In addition to the Placement, the Company announced that it intended to offer all existing eligible Shareholders the opportunity to subscribe for a maximum of \$30,000 worth of new shares on the same terms as the Placement under a Share Purchase Plan (**SPP**).

Under the SPP, the Company raised approximately \$607,000 through the issue of up to 2,582,949 Shares at an issue price of \$0.235 (SPP Shares)..

1.2 Placement and SPP Options

In addition to the Placement Shares and the SPP Shares, the Company is seeking Shareholder approval to enable participants in the SPP and Placement to also receive one (1) free-attaching Option for every one (1) Share subscribed and issued to them exercisable at \$0.30 on or before two years from the date of issue. The terms of the Options offered under the SPP and the Placement are set out in Schedule 1.

Specifically, the Company is seeking Shareholder approval under:

- (a) Resolution 4 of this Notice to issue up to 10,638,298 Options free-attaching to the Placement Shares under the Placement (**Placement Options**);
- (b) Resolution 5 of this Notice to issue up to 2,072,313 Options free-attaching to the SPP Shares (**SPP Options**);
- (c) Resolution 6 of this Notice to issue up to 127,659 SPP Options to a related party of the Company, Rita Brooks (by virtue of being a Director of the Company); and
- (d) Resolution 7 to 9 of this Notice to issue up to 127,659 SPP Options each to:
 - (i) Luke Brooks (the subject of Resolution 7 of this Notice);
 - (ii) Jason Brooks (the subject of Resolution 8 of this Notice); and

(iii) William Brooks (the subject of Resolution 9 of this Notice),

who are related parties of the Company by virtue of being the sons of Director, Rita Brooks.

1.3 Lead Manager – Placement

In connection with the Placement, the Company has entered into a mandate with Bell Potter Securities Limited (ACN 006 390 772) (**Bell Potter**) to provide lead manager and investor relations services in respect of the Placement (**Lead Manager Mandate**). In consideration for the services provided by the Lead Manager, the Company agreed to pay/issue Bell Potter (or its nominee):

- (a) 2,000,000 Options exercisable at \$0.352 and expiring on 16 August 2027 (**Broker Options**) (ratification for which is sought under Resolution 3);
- (b) a selling fee equal to 3% of the proceeds of the Placement; and
- (c) a management fee equal to 3% of the proceeds of the Placement.

Under the Lead Manager Mandate, the Company agreed to give Bell Potter the right of first refusal to act as lead manager in any equity capital raising undertaken by the Company within 24 months following completion of the Placement. The Lead Manager Mandate otherwise contained standard terms and conditions for an agreement of its nature.

1.4 Use of Funds

The Company intends to apply the funds raised under the Placement and SPP towards the drilling and assessment of the Company's Pilbara lithium projects, including:

- (a) drilling at the Tambourah Lithium Project;
- (b) progression of second phase target generation at Russian Jack to delineate additional high grade lithium pegmatites and define priority drill targets for proposed drilling in Q4 of 2023; and
- (c) progress assessment of recently acquired MinRex Resources Ltd tenements with the aim to conduct a maiden drill programme at Shaw River in Q3 of 2023.

2. RESOLUTION 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, the Company completed the issue of 10,638,298 Placement Shares to raise approximately \$2,500,000 under the Placement.

Resolutions 1 and 2 seek Shareholder ratification for the prior issue of 10,638,298 Placement Shares.

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 and 2.

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

- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the 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) 10,638,298 Placement Shares were issued on the following basis:
 - (i) 3,838,298 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
 - (ii) 6,800,000 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (d) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Placement Shares were issued on 10 August 2023;
- (f) the issue price was \$0.235 per Placement Shares under both the issue of 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 up to approximately \$2,500,000.03, which will be applied towards the activities set out in Section 1.4; and
- (h) the Placement Shares were not issued under an agreement.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF BROKER OPTIONS

3.1 General

As set out at Section 1.3 above, the Company issued 2,000,000 Options in consideration for Lead Manager services provided by Bell Potter (**Broker Options**).

The issue of the Broker Options did not breach Listing Rule 7.1 at the time of the issue.

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

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 Broker Options.

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Broker Options.

3.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Broker Options 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 Broker Options.

If Resolution 3 is not passed, the Broker Options 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 Broker Options.

3.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- (a) the Broker Options were issued to Bell Potter;
- (b) 2,000,000 Broker Options were issued and the Broker Options were issued on the terms and conditions set out in Schedule 1;
- (c) the Broker Options were issued on 16 August 2023;
- (d) the Broker Options were issued at a nil issue price, in consideration for lead manager services provided by Bell Potter. The Company has not and will not receive any other consideration for the issue of the Broker Options (other than in respect of funds received on exercise of the Broker Options);
- (e) the purpose of the issue of the Broker Options was to satisfy the Company's obligations under the Lead Manager Mandate; and

(f) the Broker Options were issued to Bell Potter under the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is set out in Section 1.3.

4. RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT OPTIONS

4.1 General

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 10,638,298 Placement Options (being one (1) Option for every one (1) Share subscribed for and issued pursuant to the Placement).

Refer to Section 1.2 for further information with respect to the Placement Options.

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

The proposed issue of the Placement 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.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the Placement 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 4 is not passed, the Company will not proceed with the issue of the Placement Options.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Options.

4.3 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 4:

- (a) the Placement Options will be free-attaching to the Placement Shares, with one (1) Option attaching to every one (1) Share subscribed for in the Placement:
- (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 Placement Options to be issued is 10,638,298. The terms and conditions of the Placement Options are set out in Schedule 1;

- (d) the Placement 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 the issue of the Placement Options will occur on the same date;
- (e) the issue price will be nil per Placement Option as the Placement Options will be issued free attaching to the Shares issued under the Placement;
- (f) the purpose of the issue of the Placement Options was to incentivise participants of the Placement;
- (g) the Placement Options are not being issued under an agreement; and
- (h) the Placement Options are not being issued under, or to fund, a reverse takeover.

5. RESOLUTION 5 – APPROVAL TO ISSUE SPP OPTIONS

5.1 General

As set out in Section 1.2, Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 2,072,313 SPP Options (being one (1) Option for every one (1) Share subscribed for and issued pursuant to the SPP).

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

The proposed issue of the SPP 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.

5.2 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the SPP Options. In addition, the issue of the SPP 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 5 is not passed, the Company will not be able to proceed with the issue of the SPP Options and the Company may potentially consider alternate ways to incentivise the SPP participants.

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 5:

- (a) the SPP Options will be issued to Shareholders of the Company who are registered as holders of Shares as at 5:00pm (WST) on Tuesday, 1 August 2023 with a registered address in Australia or New Zealand and who participate in the SPP (SPP Participants);
- (b) the SPP Options will be issued to SPP Participants on the basis of one (1) Option for every one (1) Share subscribed for and issued under the SPP. The Company anticipates that up to 2,072,313 SPP Options will be issued assuming full oversubscription under the SPP;

- (c) the terms and conditions of the SPP Options are set out in Schedule 1;
- (d) Company confirms that none of the SPP Participants 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
 - (i) issued more than 1% of the issued capital of the Company;
- (e) the SPP 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 the issue of the SPP Options will occur on the same date;
- (f) the issue price will be nil per SPP Option as the SPP Options will be issued free attaching to the Shares issued under the SPP;
- (g) the purpose of the issue of the SPP Options is to incentivise SPP Participants;
- (h) the SPP Options are not being issued under an agreement;
- (i) the SPP Options are not being issued under, or to fund, a reverse takeover;
- (j) a voting exclusion statement is included in Resolution 5 of the Notice.

6. RESOLUTION 6 – ISSUE OF SPP OPTIONS TO RELATED PARTY – RITA BROOKS

6.1 General

An overview of the SPP is set out above in Section 1.1. Director Rita Brooks will participate in the SPP and will be issued up to 127,659 SPP Shares. Resolution 6 seeks Shareholder approval for the issue of up to 127,659 free attaching SPP Options to Rita Brooks (or her nominee), as a result of her participation in the SPP on the same terms as unrelated participants.

6.2 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 issue of SPP Options to Rita Brooks constitutes giving a financial benefit and Rita Brooks is a related party of the Company by virtue of being a Director.

The Directors (other than Rita Brooks who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the SPP Options because

the Options will be issued to Rita Brooks (or her nominee) on the same terms as the free attaching SPP Options to be issued to non-related party participants in the SPP and as such the giving of the financial benefit is on arm's length terms.

6.3 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 issue of the SPP 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.

Resolution 6 seeks Shareholder approval for the issue of the SPP Options under and for the purposes of Listing Rule 10.11.

6.4 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 SPP Options to Rita Brooks 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 SPP Options to Rita Brooks (because approval is being obtained under Listing Rule 10.11), the issue of the SPP Options will not use up any of the Company's 15% annual placement capacity.

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

6.5 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 Resolution 6:

(a) the SPP Options will be issued to Rita Brooks (or her nominee), who falls within the category set out in Listing Rule 10.11.1, as Ms Brooks is a related party of the Company by virtue of being a Director;

- (b) the maximum number of SPP Options to be issued Ms Brooks (or her nominee) is 127,659;
- (c) the terms and conditions of the SPP Options are set out in Schedule 1;
- (d) the SPP 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 anticipated the SPP Options will be issued on the same date;
- (e) the issue price of the SPP Options will be nil as they will be issued free attaching to the SPP Shares;
- (f) the purpose of the issue of the SPP Options is to reward the Eligible Shareholders who participated in the SPP;
- (g) the SPP Options to be issued are not intended to remunerate or incentivise the Director:
- (h) the SPP Options are not being issued under an agreement; and
- (i) a voting exclusion statement is included in Resolution 6 of the Notice.

7. RESOLUTION 7, 8 AND 9 – ISSUE OF SPP OPTIONS TO RELATED PARTIES

7.1 General

An overview of the SPP is set out above in Section 1.1. Luke Brooks, Jason Brooks and William Brooks (the **Brooks Related Parties**) are related parties of the Company by virtue of each being a son of Director, Rita Brooks. The Brooks Related Parties will participate in the SPP and will be issued up to 127,659 SPP Shares. The Company has agreed, subject to obtaining Shareholder approval, to issue:

- (a) up to 127,659 free attaching SPP Options to Luke Brooks (or their nominee);
- (b) up to 127,659 free attaching SPP Options to Jason Brooks (or their nominee); and
- (c) up to 127,659 free attaching SPP Options to William Brooks (or their nominee),

as a result of their participation in the SPP on the same terms as unrelated participants.

Resolutions 7, 8 and 9 seeks Shareholder approval for the issue of the SPP Options to the Brooks Related Parties (or their nominees).

7.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 6.2 above.

The issue of SPP Options to the Brooks Related Parties (or their nominees) constitutes giving a financial benefit and the Brooks Related Parties are related parties of the Company by virtue of each being a son of Director, Rita Brooks.

7.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 6.3 above.

The issue of SPP 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 7, 8 and 9 seek the required Shareholder approval for the issue of the SPP Options under and for the purposes of Listing Rule 10.11.

7.4 Technical information required by Listing Rule 14.1A

If Resolutions 7, 8 and 9 are passed, the Company will be able to proceed with the issue of the SPP Options to the Brooks 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 SPP Options (because approval is being obtained under Listing Rule 10.11), the issue of the SPP Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions7, 8 and 9 are not passed, the Company will not be able to proceed with the issue of the SPP Options.

7.5 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 7, 8 and 9:

- (a) the SPP Options will be issued to the Brooks Related Parties (or their nominees), who fall within the category set out in Listing Rule 10.11.1 as the Brooks Related Parties are each a related party of the Company by virtue of each being a son of Director, Rita Brooks;
- (b) the maximum number of SPP Options to be issued is:
 - (i) 127,659 free attaching SPP Options to Luke Brooks (or their nominee);
 - (ii) 127,659 free attaching SPP Options to Jason Brooks (or their nominee); and
 - (iii) 127,659 free attaching SPP Options to William Brooks (or their nominee);
- (c) the terms and conditions of the SPP Options are set out in Schedule 1;
- (d) the SPP 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 SPP Options will occur on the same date;
- (e) the issue price of the SPP Options will be nil. The Company will not receive any other consideration in respect of the issue of the SPP Options (other than in respect of funds received on exercise of the SPP Options);
- (f) the purpose of the issue of the SPP Options is to allow the sons of Director, Rita Brooks, to participate in the SPP;

- (g) the SPP Options are not being issued under an agreement; and
- (h) a voting exclusion statement is included in Resolutions 7, 8 and 9 of the Notice.

8. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF CONSIDERATION SHARES

8.1 General

On 7 July 2023, the Company issued 1,076,607 Shares in consideration for the acquisition of tenements from MinRex Resources Ltd as announced on the Company's ASX platform on 3 July 2023 (**Consideration Shares**).

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

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

Resolution 10 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Consideration Shares.

8.2 Technical information required by Listing Rule 14.1A

If Resolution 10 is passed, the 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 Consideration Shares.

If Resolution 10 is not passed, the 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 Consideration Shares.

8.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 10:

- (a) the Consideration Shares were issued to MinRex Resources Ltd;
- (b) 1,076,607 Consideration Shares were issued and the 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;
- (c) the Consideration Shares were issued on 7 July 2023;
- (d) the Consideration Shares were issued at a nil issue price, in consideration for the acquisition of tenements from MinRex Resources Ltd. The Company has not and will not receive any other consideration for the issue of the Consideration Shares;
- (e) the Consideration Shares were issued to provide consideration for the tenements acquired from MinRex Resources Ltd; and
- (f) the Consideration Shares were issued to MinRex Resources Ltd under the Tenement Acquisition Agreement. A summary of the material terms of the Tenement Acquisition Agreement is set out in Schedule 2

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.

Bell Potter means Bell Potter Securities Limited (ACN 006 390 772).

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 Tambourah Metals Ltd (ACN 646 651 612).

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.

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.

Meeting means the meeting convened by the Notice.

MinRex Resources Ltd means MinRex Resources Ltd (ABN 81 151 185 867).

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

Option means an option to acquire a Share.

Placement has the meaning given in Section 1.

Placement Options has the meaning given in Section 1.2.

Placement Shares has the meaning provided 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.

SPP means Share Purchase Plan.

SPP Options has the meaning in Section 1.2.

SPP Shares has the meaning in Section 1.1.

SPP Participants has the meaning given in Section 5.3.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

1. Entitlement

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

2. Exercise Price

Subject to paragraph 9, the amount payable upon exercise of each:

- (a) Broker Option will be \$0.352; and
- (b) Placement Option, SPP Option and SPP Shortfall Option will be \$0.30,

(each, an Exercise Price)

3. Expiry Date

Each:

- (a) Broker Option will expire at 5:00pm (WST) on 16 August 2027; and
- (b) Placement Option, SPP Option and SPP Shortfall Option will expire at 5:00 pm (WST) on the day that is 2 years from the date of issue,

(each, an **Expiry Date**).

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

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

5. 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.

6. 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).

7. Timing of issue of Shares on exercise

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

(a) 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;

- (b) 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
- (c) 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 7(b) 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.

8. Shares issued on exercise

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

9. Reconstruction of capital

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

10. 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.

11. 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.

12. 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 TENEMENT ACQUISITION AGREEMENT

The key terms and conditions of the Tenement Acquisition Agreement are as follows:

Parties	MinRex Resources Ltd (ACN 151 185 867) and Odette Five Pty Ltd (ACN 647 391 606) (a wholly owned subsidiary of MinRex Resources Ltd) (Vendors).	
	Tambourah Metals Ltd (ACN 646 651 612) (Purchaser).	
Acquisition	Subject to satisfaction or waiver of the Conditions Precedent, the Purchaser agrees to acquire, and the Vendors agree to sell all of their rights, title and interest in the exploration licenses E45/4266, E45/4275, E45/4601, E45/4953, E45/5851 and E46/1380 (free of any Encumbrances) for the Consideration on the terms and conditions set out in the Tenement Acquisition Agreement (Acquisition).	
Consideration	Subject to the terms and conditions of the Tenement Acquis Agreement, the Company agrees to pay MinRex Resources consideration, compromising:	
	(a) \$50,000 (plus GST) in cash; and	
	(b) \$100,000 worth of fully paid ordinary shares in the Company at an issue price equal to the 5-day volume weighted average price of the Company's Shares over the 5 trading days prior to the date Tambourah announces the acquisition. These Shares will be voluntarily escrowed for a period of 3 months from issue,	
	together, the consideration for the Acquisition (Consideration).	
Conditions Precedent	Completion of the Acquisition is conditional upon the satisfaction (or waiver by the Purchaser) of the following conditions precedent:	
	(a) Regulatory approvals : the Parties obtaining all necessary regulatory approvals or waivers pursuant to the ASX Listing Rules, Corporations Act or any other law to allow the Parties to lawfully complete the matters set out in the Tenement Acquisition Agreement;	
	(b) Third party approvals: the Parties obtaining all third party approvals and consents, including the consent of the Minister responsible for the Mining Act (if required), necessary to lawfully complete the matters set out in the Tenement Acquisition Agreement; and	
	(c) Deeds of assignment and assumption : the Vendor, the Purchaser and, if necessary, under the Third Party Agreements, the relevant third party, executing a deed of assignment and assumption in relation to each Third Party Agreement,	
	(together, the Conditions Precedent).	
	If the Conditions are not satisfied (or waived by the Party with the benefit of the Condition Precedent) on or before 5:00pm (Perth time) on 1 September 2023 (or such later date as the parties may agree) (End Date), then any Party may terminate the Tenement Acquisition Agreement by notice in writing to the other Party, in which case the agreement constituted by the Tenement Acquisition Agreement will be at an end and the parties will be	

	released from their obligations under the Tenement Acquisition Agreement (other than in respect of any breaches that occurred prior to termination). The parties will use their best efforts to ensure that the Conditions Precedent are satisfied before the End Date.	
Other terms	The Tenement Acquisition Agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties, indemnity and confidentiality provisions).	



Tambourgh Metals Ltd | ACN 646 651 612

Proxy Voting Form

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

Your proxy voting instruction must be received by 10:00am (WST) on Saturday, 14 October 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 bu 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/#/log insah

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

Sudney NSW 2001

IN PERSON:

Automic

Level 5, 126 Phillip Street Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

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

STEP 1- How to vote					
APPOINT A PROXY: I/We being a Shareholder entitled to attend and vote at the General Meeting of Tambourah Metals Ltd, to be Monday, 16 October 2023 at Unit 2, Level 2, 10 Ord St, West Perth WA 6005 hereby:					
Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proprovided below the name of the person or body corporate you are appointing as your proxy or failing the person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no direct subject to the relevant laws as the proxy sees fit and at any adjournment thereof.	on so named or, if no person				
The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vot Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to Chair's voting intention.					
STEP 2 – Your voting direction					
Resolutions	For Against Abstain				
Ratification of Prior Issue of Placement Shares — Listing Rule 7.1					
Ratification of Prior Issue of Placement Shares — Listing Rule 7.1A					
Ratification of Prior Issue of Broker Options					
4. Approval to Issue Placement Options					
5. Approval to Issue SPP Options					
S. Issue of SPP Options to Related Party — Rita Brooks					
7. Issue of SPP Options to Related Party — Luke Brooks					
Issue of SPP Options to Related Party- Jason Brooks					
). Issue of SPP Options to Related Party — William Brooks					
O. Ratification of Prior Issue of Consideration Shares					
STEP 3 – Signatures and contact details					
Individual or Securityholder 1 Securityholder 2 Securityholder 3					
Sole Director and Sole Company Secretary Contact Name: Director Director / Company Secretary Company	etary				
Email Address:					

Date (DD/MM/YY) Contact Daytime Telephone By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).