



20 September 2023

Dear Shareholder,

TRIGG MINING LIMITED – NOTICE OF GENERAL MEETING

Trigg Mining Limited (**ASX: TMG**) (**Trigg** or the Company) advises that it will be holding a General Meeting of shareholders on Friday, 20 October 2023 commencing at 2:30 pm (WST) at BDO, Level 9 Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6005 to allow Shareholders to consider the proposed acquisition of the Drummond Gold and Base Metals Project and associated capital raising.

The Company will not be dispatching physical copies of the notice of meeting, accompanying explanatory statement, and annexures (the **Meeting Materials**), other than to those shareholders who have elected to receive a printed copy of the Meeting Materials. A copy of the Meeting Materials can be viewed and downloaded online as follows:

- Meeting Materials can be viewed and downloaded online from the Company's website at www.trigg.com.au.
- A complete copy of the Meeting Materials has been posted on the Company's ASX market announcements page at <https://www2.asx.com.au/markets/company/tmg>
- If you have nominated an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form.

If you are unable to access the Meeting Materials online please contact the Company Secretary on +61 (0) 497 203 678 or info@trigg.com.au between 8:30am and 5:00pm (WST) Monday to Friday, to arrange a copy.

Submitting your vote in advance of the meeting

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, Computershare through one of the following options:

Online:

At www.investorvote.com.au

Mail:

Share Registry – Computershare Investor Services Pty Limited

GPO Box 242

Melbourne Victoria 3001, Australia

Mobile:

Scan the QR Code on your proxy form and follow the prompts.

Custodian Voting:

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Your proxy voting instructions must be received by **2:30pm (WST) on Wednesday, 18 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.

Yours faithfully,

Trigg Mining Limited

Dan Robinson

Company Secretary



TRIGG MINERALS LIMITED
ACN 168 269 752

NOTICE OF GENERAL MEETING

2.30 pm (WST) on Friday, 20 October 2023

at

BDO
Level 9, Mia Yellagonga Tower 2
5 Spring Street
Perth WA 6000

Please read this document carefully.

You should read this document in its entirety before deciding whether or not to vote for or against any Resolution at the General Meeting.

If you are in doubt as to how you should vote, you should seek advice from your professional advisers prior to voting.

Should you have any questions regarding the matters in this document please do not hesitate to contact the Company Secretary via email at info@trigg.com.au.

If you are unable to attend the Meeting please complete and return your proxy form in accordance with the specified instructions.

Notice is hereby given that a General Meeting of Shareholders of Trigg Minerals Limited ACN 168 269 752 will be held at 2.30pm (WST) on Friday, 20 October 2023 at BDO, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6000.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF THE AGREEMENT TO ISSUE SHARES PURSUANT TO THE PLACEMENT UNDER 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 approve and ratify the agreement by the Company to issue 20,000,000 Shares pursuant to the Placement, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

2. RESOLUTION 2 – RATIFICATION OF THE AGREEMENT TO ISSUE SHARES PURSUANT TO THE PLACEMENT UNDER 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 approve and ratify the agreement by the Company to issue 28,000,000 Shares pursuant to the Placement, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

- (b) the Chair of the Meeting 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.

3. **RESOLUTION 3 – APPROVAL TO ISSUE NEW OPTIONS PURSUANT TO THE PLACEMENT**

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, Shareholders approve the issue of 36,000,000 New Options to the Placement Subscribers pursuant to the Placement on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any 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), and any associate (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

4. **RESOLUTION 4 – APPROVAL TO ISSUE CONSIDERATION SHARES PURSUANT TO THE PROPOSED ACQUISITIONS**

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, Shareholders approve the issue of 38,333,333 Consideration Shares to the Vendors pursuant to the Proposed Acquisitions on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any 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), and any associate (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

5. RESOLUTION 5 – APPROVAL TO ISSUE DEFERRED CONSIDERATION SHARES PURSUANT TO THE PROPOSED ACQUISITIONS

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, Shareholders approve the issue of 18,333,333 Deferred Consideration Shares to the Vendors pursuant to the Proposed Acquisitions on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any 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), and any associate (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

6. RESOLUTION 6 – APPROVAL TO ISSUE NEW OPTIONS TO GBA 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, Shareholders approve and ratify the issue of up to 30,000,000 New Options to GBA Capital, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any 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), and any associate (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

7. RESOLUTION 7 – RATIFICATION OF PREVIOUS ISSUE OF 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 approve and ratify the issue of 1,568,528 options on 1 November 2022, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

8. RESOLUTION 8 – APPROVAL TO PROVIDE TERMINATION BENEFITS TO MS KEREN PATERSON

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

“That, for the purposes of sections 200B and 200E of the Corporations Act, Listing Rule 10.19 and for all other purposes, Shareholders approve the Company giving benefits to Ms Keren Paterson (or her nominee), in connection with Ms Paterson retiring from office as Managing Director and Chief Executive Officer of the Company, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

A vote must not be cast on this Resolution by a member of the Key Management Personnel, or a closely related party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a Key Management Personnel if the

Key Management Personnel is the chairman of the Meeting acting as proxy and their appointment expressly authorised the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Keren Paterson and any other officer of the Company or any of its child entities who is entitled to participate in the termination benefit or an associate (as defined in the Listing Rules) of that person or those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

OTHER BUSINESS

To transact any other business that may be legally brought before the Meeting.

CHAIR AND CHAIR'S VOTING INTENTIONS FOR UNDIRECTED PROXIES

It is proposed that Mike Ralston will chair the Meeting. It is the Chair's intention to vote undirected proxies (i.e. open proxies) which he holds as proxy in favour of all Resolutions.

SNAPSHOT DATE

It has been determined that in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the date to determine who the Shareholders in the Company are for the purposes of the Meeting is **4:00pm (WST) on Wednesday, 18 October 2023**. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Holders of options or other convertible securities issued by the Company who are not Shareholders but who wish to vote as Shareholders at the Meeting are required to lodge valid exercise notices with the Company to allow sufficient time for the Shares to be issued by the Company before the above date.

Voting in person

A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the Meeting to facilitate this registration process.

Voting by proxy

If you do not wish to attend the Meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a shareholder. If a representative of a corporate proxy is to attend the meeting, you must ensure that the appointment of the representative is in accordance with section 250D of the Corporations Act. The corporate representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. The authority may be sent to the Company and/or registry in advance of the Meeting or handed

in at the Meeting when registering as a corporate representative. An appointment of corporate representative form is available at:

<https://www-au.computershare.com/Investor/#Help/PrintableForms>

If you are entitled to cast 2 or more votes, you are entitled to appoint up to 2 proxies to attend the Meeting and vote on your behalf and may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes that each proxy is entitled to exercise, each proxy may exercise half of the votes. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry or you may copy the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the proxy form.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy, and require that:

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

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 2:30pm (WST) on Wednesday, 18 October 2023. Any proxy form received after that time will not be valid for the scheduled meeting.

Online	At www.investorvote.com.au
By mail	Share Registry – Computershare Investor Services Pty Limited GPO Box 242 MELBOURNE VIC 3001
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
By mobile	Scan the QR Code on your proxy form and follow the prompts
Custodian Voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

OTHER

Words which are defined in the Explanatory Statement have the same meaning when used in this Notice of Meeting unless the context requires otherwise. For assistance in considering this Notice of Meeting and the Explanatory Statement, please refer to the Glossary.

Dated: 20 September 2023

By order of the Board

Dan Robinson
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist Shareholders in deciding how to vote on the Resolutions.

1. RESOLUTIONS 1 AND 2 – RATIFICATION OF AGREEMENT TO ISSUE SHARES PURSUANT TO THE PLACEMENT

1.1 Background

On 15 September 2023, the Company announced that it has entered into placement agreements with certain institutional investors (**Placement Subscribers**), pursuant to which the Placement Subscribers have agreed to subscribe by way of a placement for a total of 48,000,000 Shares at an issue price of \$0.012 per Share (**Placement**). The proposed issue of Shares under the Placement is not subject to Shareholder approval and therefore was agreed to by the Company using its existing placement capacity pursuant to Listing Rules 7.1 and 7.1A as follows:

- (a) 20,000,000 Shares were agreed to be issued under the Company's 10% annual placement capacity pursuant to Listing Rule 7.1A (**7.1A Placement**); and
- (b) 28,000,000 Shares were agreed to be issued under the Company's 15% placement capacity pursuant to Listing Rule 7.1 (**7.1 Placement**).

Under the terms of the Placement and subject to Shareholder approval being obtained under Listing Rule 7.1, the Placement Subscribers are also entitled to receive three (3) New Options for every four (4) Shares subscribed for under the Placement. All New Options to be granted under the Placement are to be quoted on the ASX.

The Shares under the Placement are anticipated to be issued on or about 21 September 2023, being prior to the General Meeting.

Funds to be raised under the Placement is anticipated to be used toward further developing its pilot testing in connection with the Lake Throssell Sulphate of Potash (SOP) Project, located in the Laverton region of Western Australia as well as for general working capital purposes.

Resolutions 1 and 2 seek Shareholder approval under Listing Rule 7.4 for the approval and ratification of the Company's agreement to issue the Shares under the Placement.

1.2 Listing Rules 7.1 and 7.1A

Generally, and subject to a number of exceptions, Listing Rule 7.1 limits the number 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 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 the 15% limit under Listing Rule 7.1 by an extra 10% to 25%. The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 29 November 2022 which means that the Company had this additional placement capacity available to it in relation to the issue of Shares under the 7.1A Placement. The Listing Rules provide that issues, or agreements to issue, made in accordance with Listing Rule 7.1A can be ratified.

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 (or under Listing Rule 7.1A, as the case may be).

1.3 Shareholder approval sought

The Company's agreement to issue the Shares under the Placement does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it has used up part of the Company's 25% limit under Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval.

Under Resolutions 1 and 2, the Company seeks Shareholder approval for, and ratification of, the Placement under and for the purposes of Listing Rule 7.4 so as to retain as much flexibility as possible (under Listing Rules 7.1 and 7.1A) to issue additional Equity Securities without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolutions 1 and 2 are passed, the Shares to be issued under the Placement will be excluded from the calculation of the Company's combined 25% limit under Listing Rules 7.1 and 7.1A and will no longer be counted towards the number of Equity Securities the Company can issue without further Shareholder approval.

If Resolutions 1 and 2 are not passed, the Shares to be issued under the Placement will continue to be included in calculating the Company's combined 25% limit under Listing Rules 7.1 and 7.1A, and (as some of the capacity to issue further Shares will have been used) will continue to restrict the number of Equity Securities the Company can issue without Shareholder approval.

If only one of Resolutions 1 and 2 is passed (and the other is not passed), then the Company's capacity to issue further Equity Securities will continue to be restricted to the extent the relevant Resolution is not approved.

1.4 Technical information required by Listing Rule 7.5 in connection with the 7.1A Placement (Resolution 1)

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders in relation to the 7.1A Placement:

- (a) The Shares are to be issued to clients of GBA Capital (which acted as lead manager and corporate advisor to the Placement) who are sophisticated or professional investors and who expressed an interest in participating in the Placement. None of these investors are related parties of the Company.
- (b) The total number of securities agreed to be issued pursuant to the 7.1A Placement is 20,000,000 Shares.
- (c) The Shares were issued on the same terms as all other Shares already on issue.
- (d) The Shares are anticipated to be issued on or about 21 September 2023.
- (e) The Shares are to be issued at an issue price of \$0.012 per Share.
- (f) The purpose of the Placement is to raise a total of \$240,000 to be used to continue to undertake pilot testing in connection with its Lake Throssell Sulphate of Potash (SOP) Project and for general working capital purposes.
- (g) There are no further material terms to disclose in respect of the 7.1A Placement.

A voting exclusion statement in respect of Resolution 1 is set out in the Notice.

1.5 Technical information required by Listing Rule 7.5 in connection with the 7.1 Placement (Resolution 2)

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders in relation to the 7.1 Placement:

- (a) The Shares are to be issued to clients of GBA Capital (which acted as lead manager and corporate advisor to the Placement) who are sophisticated or professional

investors and who expressed an interest in participating in the Placement. None of these investors are related parties of the Company.

- (b) The total number of securities agreed to be issued pursuant to the 7.1 Placement is 28,000,000 Shares.
- (c) The Shares were issued on the same terms as all other Shares already on issue.
- (d) The Shares are anticipated to be issued on or about 21 September 2023.
- (e) The Shares are to be issued at an issue price of \$0.012 per Share.
- (f) The purpose of the Placement is to raise a total of \$336,000 to be used to continue to undertake pilot testing in connection with its Lake Throssell Sulphate of Potash (SOP) Project and for general working capital purposes.
- (g) There are no further material terms to disclose in respect of the 7.1 Placement.

A voting exclusion statement in respect of Resolution 2 is set out in the Notice.

1.6 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of each of Resolutions 1 and 2. Each Director currently intends to vote their respective shareholders in favour of each of Resolutions 1 and 2.

2. RESOLUTION 3 – APPROVAL TO ISSUE NEW OPTIONS PURSUANT TO THE PLACEMENT

2.1 Background

As noted in Section 1.1 above, under the terms of the Placement and subject to Shareholder approval being obtained under Listing Rule 7.1, the Placement Subscribers are also entitled to receive three (3) New Options for every four (4) Shares subscribed for under the Placement. All New Options to be granted under the Placement are to be quoted on the ASX.

Resolution 3 seeks Shareholder approval under Listing Rule 7.1 for the approval of the Company to grant a total of 36,000,000 New Options to the Placement Subscribers of the Placement.

2.2 Listing Rule 7.1

Please refer to Section 1.2 above for information regarding Listing Rule 7.1.

2.3 Shareholder approval sought

The proposed issue of New Options under the Placement will exceed the 15% limit under Listing Rule 7.1 and therefore requires approval of Shareholders under Resolution 3.

If Resolution 3 is passed, the Company will be able to proceed with the grant the New Options to the Placement Subscribers under the Placement. In addition, the grant of the New Options will be excluded from the calculation of the number of Equity Securities that the Company can use without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the grant the New Options to the Placement Subscribers under the Placement.

2.4 Technical information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders in relation to the proposed grant of the New Options to the Placement Subscribers under the Placement:

- (a) The New Options are to be granted to clients of GBA Capital (which acted as lead manager and corporate advisor to the Placement) who are sophisticated or professional investors and who expressed an interest in participating in the Placement. None of these investors are related parties of the Company.
- (b) The total number of securities agreed to be granted pursuant to the Placement under Resolution 3 is 36,000,000 New Options.
- (c) The New Options will have an exercise price of \$0.03 and expire at 5.00pm (WST) on 30 June 2026 and will otherwise be subject to the terms set out in Schedule 1. The Company will apply to ASX for official quotation of the New Options.
- (d) The New Options are anticipated to be granted on or about 25 October 2023, but in any case, not later than 3 months after the date of Shareholder approval pursuant to this Resolution 3, or such later date as approved by ASX.
- (e) The New Options will be granted for nil cash consideration as they are to be granted as free-attaching options to the Shares subscribed for under the Placement.
- (f) The New Options are to be granted as part of the Placement in the form of free-attaching options and therefore no funds will be raised from the grant of the New Options. However, funds raised from the exercise of the New Options will be used towards the working capital of the Company.
- (g) There are no further material terms to disclose in respect of the New Options to be granted under the Placement.

A voting exclusion statement in respect of Resolution 3 is set out in the Notice.

2.5 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3. Each Director currently intends to vote their respective shareholders in favour of Resolution 3.

3. RESOLUTIONS 4 AND 5 – APPROVAL TO ISSUE SECURITIES PURSUANT TO THE PROPOSED ACQUISITIONS

3.1 Background

On 15 September 2023, the Company announced that it has entered into a share sale agreement with the Rush Vendors (**Share Sale Agreement**) to acquire 100% of the issued capital in Rush Resources, an Australian unlisted public company, which has rights to acquire 100% of the interests in the Drummond Gold Project in Queensland (**Rush Acquisition**). The key terms of the Share Sale Agreement are set out in Schedule 2.

The rights held by Rush Resources to acquire 100% of the interests in the Drummond Gold Project in Queensland are pursuant to a project acquisition agreement with Andromeda, the key terms of which are set out in Schedule 3 (**Project Acquisition Agreement**).

Completion under the Share Sale Agreement is to occur contemporaneously with completion under the Project Acquisition Agreement.

3.2 Consideration under Proposed Acquisitions

The consideration payable by the Company under the Share Sale Agreement (subject to reduction pursuant to the provisions of the Project Acquisition Agreement) comprises the following:

- (a) 38,333,333 Shares at a deemed issue price of \$0.015 per Share for a total deemed consideration of \$575,000, to be issued upon completion under the Share Sale Agreement (**Consideration Shares**); and

- (b) 18,333,333 Shares at a deemed issue price of \$0.015 per Share for a total deemed consideration of \$275,000 upon the Company undertaking a minimum of 2,000 metres of drilling and obtaining drilling intersections which, in aggregate, indicate at least 20 metres @ 1 g/t Au (or gold Equivalent¹) on the tenements the subject of the Project Acquisition Agreement on or before the date that is two (2) years after completion of the Rush Acquisition (**Performance Milestone**) (**Deferred Consideration Shares**).

Under the Project Acquisition Agreement, the Company has agreed to issue such number of Consideration Shares equal to the value of \$295,000, based on a share price equal to the 5-day VWAP of Shares for the five trading days up to the Completion Date, will be issued to Andromeda (**Project Consideration**).

The remaining Consideration Shares and Deferred Consideration Shares are to be distributed to the Rush Vendors on a pro rata basis.

Subject to obtaining Shareholder approval under Resolutions 4 and 5, completion under the Share Sale Agreement and the Project Acquisition Agreement (together, the **Proposed Acquisitions**) are anticipated to occur in late October 2023.

3.3 Purpose of Resolutions 4 and 5

Resolution 4 seeks Shareholder approval under Listing Rule 7.1 for the approval to issue the Consideration Shares to Andromeda and the Rush Vendors, in connection with the Proposed Acquisitions.

Resolution 5 seeks Shareholder approval under Listing Rule 7.1 for the approval to issue the Deferred Consideration Shares to the Rush Vendors, in connection with the Proposed Acquisitions.

The table below shows the number of Consideration Shares and Deferred Consideration Shares that may be issued under Resolutions 4 and 5, based on a range of Share prices:

Number of Shares to be issued	5-day VWAP of Shares		
	\$0.012	\$0.014	\$0.016
Consideration Shares to Andromeda under Resolution 4	24,583,333	21,071,429	18,437,500
Consideration Shares to Rush Vendors under Resolution 4	13,750,00	17,261,904	19,895,833
Total	38,333,333	38,333,333	38,333,333
Deferred Consideration Shares to Andromeda under Resolution 5	Nil	Nil	Nil
Deferred Consideration Shares to Rush Vendors under Resolution 5	18,333,333	18,333,333	18,333,333
Total	18,333,333	18,333,333	18,333,333

3.4 Listing Rule 7.1

Please refer to Section 1.2 above for information regarding Listing Rule 7.1.

¹ Formula for calculating Au equivalent = Au g/t + ((Ag g/t * 0.72)/(Au Price/31.103)) + ((Cu Price * Cu%)/(Au Price/31.103)) + ((Pb Price * Pb%)/(Au Price / 31.103)) + ((Zn Price * Zn%)/(Au Price/31.103)). Assuming metals prices of Au \$1922/Oz, Ag \$22.47/Oz, Cu \$8115/t, Pb \$2123/t and Zn \$2279/t and cut-off grades of Au 0.5ppm, Ag 40ppm, Cu 0.3%, Pb 1% and Zn 1%.

3.5 Shareholder approval sought

The proposed issue of Consideration Shares and the Deferred Consideration Shares will exceed the 15% limit under Listing Rule 7.1 and therefore requires approval of Shareholders under Resolutions 4 and 5.

The securities proposed to be issued, for which approval is sought under Resolution 4, comprise 14.72% of the Company's fully diluted issued capital (based on the number of Equity Securities on issue as at the date of this Notice of Meeting).

The securities proposed to be issued, for which approval is sought under Resolution 5, comprise 7.04% of the Company's fully diluted issued capital (based on the number of Equity Securities on issue as at the date of this Notice of Meeting).

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Consideration Shares to acquire a 100% interest in Rush Resources and allow Rush Resources to acquire a 100% interest in the Drummond Gold Project. In addition, the issue of the Consideration Shares will be excluded from the calculation of the number of Equity Securities that the Company can use without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares to acquire the issued capital in Rush Resources and the Share Sale Agreement (and the associated Project Acquisition Agreement) will be terminated.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Deferred Consideration Shares within the timeframes set out in this Notice of Meeting (or such longer period as allowed by the ASX). In addition, the issue of the Deferred Consideration Shares will be excluded from the calculation of the number of Equity Securities that the Company can use 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 Deferred Consideration Shares unless Shareholder approval is obtained at a later stage or the Company is sufficient placement capacity at the time of issue of the Deferred Consideration Shares.

3.6 Waiver from Listing Rule 7.3.4

Listing Rule 7.3.4 requires a notice of meeting with a resolution under Listing Rule 7.1 to state that, if approved, the securities to be issued under Listing Rule 7.1 will be issued within three months of the date of the shareholders' meeting.

Given the Deferred Consideration Shares are not able to be issued until the Performance Milestone is achieved, and that the Performance Milestone is unlikely to be achieved within three months after the Meeting, it is not possible for the Company to comply with Listing Rule 7.3.4 in respect of Resolution 5.

Accordingly, the Company has obtained a waiver from the ASX such that the Company is not required to comply with Listing Rule 7.3.4, subject to the following conditions:

- (a) the Deferred Consideration Shares are issued no later than 2 years from the Completion Date (and no later than 31 October 2025 being the expiry date of the waiver) and are only issued on the achievement of the Company having undertaken a minimum of 2,000 metres of drilling and obtaining drilling intersections which, in aggregate, indicate at least 20 metres @ 1 g/t Au (or gold Equivalent²) on the tenements the subject of the Project Acquisition Agreement;
- (b) the Performance Milestone must not be varied;

² Formula for calculating Au equivalent = $\text{Au g/t} + ((\text{Ag g/t} * 0.72) / (\text{Au Price} / 31.103)) + ((\text{Cu Price} * \text{Cu}\%) / (\text{Au Price} / 31.103)) + ((\text{Pb Price} * \text{Pb}\%) / (\text{Au Price} / 31.103)) + ((\text{Zn Price} * \text{Zn}\%) / (\text{Au Price} / 31.103))$. Assuming metals prices of Au \$1922/Oz, Ag \$22.47/Oz, Cu \$8115/t, Pb \$2123/t and Zn \$2279/t and cut-off grades of Au 0.5ppm, Ag 40ppm, Cu 0.3%, Pb 1% and Zn 1%.

- (c) the relevant terms and conditions of the Deferred Consideration Shares are clearly set out in this Notice;
- (d) the terms of the waiver are clearly disclosed in this Notice to ASX's satisfaction;
- (e) the maximum number of Deferred Consideration Shares to be issued is capped at 18,333,333;
- (f) adequate details regarding the dilutionary effect of the Deferred Consideration Shares on the Company's capital structure is included in this Notice;
- (g) the circumstances of the Company, as determined by ASX, have not materially changes since the Company's shareholders approved the issue of the Deferred Consideration Shares;
- (h) if the Performance Milestone is achieved, the achievement of the Performance Milestone is announced to the market and the basis for the Directors determining that the Performance Milestone has been achieved, along with the number of Deferred Consideration Shares to be issued; and
- (i) for any annual reporting period during which the Deferred Consideration Shares have been issued or remain to be issued, the Company's annual report sets out the number of Deferred Consideration Shares issued in that annual reporting period, the number of Deferred Consideration Shares that remain to be issued and the basis on which the Deferred Consideration Shares may be issued.

3.7 Technical information required by Listing Rule 7.3 in connection with the Consideration Shares (Resolution 4)

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders in relation to the proposed issue of the Consideration Shares:

- (a) The Consideration Shares are to be issued to the Rush Vendors and Andromeda under the Share Sale Agreement and the Project Acquisition Agreement, respectively.
- (b) The maximum number of securities to be issued under Resolution 4 is 38,333,333 Shares.
- (c) The Shares will be fully paid ordinary shares in the capital of the Company on the same terms as all other Shares already on issue. The Company will apply to ASX for official quotation of the Shares.
- (d) Subject to all other conditions precedent to the Share Sale Agreement being satisfied or waived, the Company intends to issue the Consideration Shares on the Completion Date, which is anticipated to occur in late October 2023 but, in any case, not later than 3 months after the date of Shareholder approval pursuant to this Resolution 4 or such later date as approved by ASX.
- (e) The Shares the subject of Resolution 4 are to be issued as part of the consideration for the acquisition of all of the issued capital in Rush Resources and represent a total deemed value of \$575,000. Accordingly, no funds will be raised from the issue of the Consideration Shares.
- (f) The Consideration Shares are to be issued pursuant to the Share Sale Agreement and the Project Acquisition Agreement, the material terms of which are set out in Schedules 2 and 3, respectively.

A voting exclusion statement in respect of Resolution 4 is set out in the Notice.

3.8 Technical information required by Listing Rule 7.3 in connection with the Deferred Consideration Shares (Resolution 5)

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders in relation to the proposed issue of the Deferred Consideration Shares:

- (a) The Deferred Consideration Shares are to be issued to the Rush Vendors under the Share Sale Agreement.
- (b) The maximum number of securities to be issued under Resolution 5 is 18,333,333 Shares.
- (c) The Shares will be fully paid ordinary shares in the capital of the Company on the same terms as all other Shares already on issue. The Company will apply to ASX for official quotation of the Shares. The Deferred Consideration Shares will not be issued until satisfaction of the Performance Milestone set out in Section 3.1 above.
- (d) The Deferred Consideration Shares will be issued within 30 days following satisfaction of the Performance Milestone. The Performance Milestone is required to be satisfied by no later than 2 years after the Completion Date. If the Performance Milestone is not satisfied within 2 years after the Completion Date, the Deferred Consideration Shares will not be issued.
- (e) The Shares the subject of Resolution 5 are to be issued as part of the consideration for the acquisition of all of the issued capital in Rush Resources and represent a total deemed value of \$275,000. Accordingly, no funds will be raised from the issue of the Consideration Shares.
- (f) The Deferred Consideration Shares are to be issued pursuant to the Share Sale Agreement, the material terms of which are set out in Schedule 2.

A voting exclusion statement in respect of Resolution 5 is set out in the Notice.

3.9 Dilution

Assuming no options are exercised, no convertible securities are converted or other Shares used and the maximum number of Deferred Consideration Shares are issued, the number of Shares on issue would increase from 239,717,958 (being the number of Shares on issue as at the date of this Notice together with the Consideration Shares to be issued under the Proposed Acquisitions) to 258,051,291 and the shareholding of existing Shareholders would be diluted by 7.65%.

3.10 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolutions 4 and 5. Each Director currently intends to vote their respective shareholders in favour of each of Resolutions 4 and 5.

4. RESOLUTION 6 – APPROVAL TO GRANT OPTIONS TO GBA CAPITAL

4.1 Background

Please refer to Section 1.1 above for background information in relation to the Placement.

In addition to the Placement and as announced on 15 September 2023, the Company is also undertaking a pro-rata non-renounceable rights issues to raise up to a further \$1.8 million (before costs) (**Rights Issue**) to raise further funds to support its pilot testing in connection with the Lake Throssell Sulphate of Potash (SOP) Project, to fund its exploration activities in relation to the Drummond Gold Project in Queensland as well as for general working capital purposes. The Rights Issue has been offered to eligible shareholders on the basis of six (6) new Shares for every ten (10) Shares held at \$0.012 per Share, together with three (3) free-attaching New Options for every four (4) new Shares subscribed for and issued.

The Rights Issue is due to open on 28 September 2023. Please refer to the Company's prospectus dated 20 September 2023 for further details of the Rights Issue (**Rights Issue Prospectus**).

GBA Capital is acting as lead manager to the Placement as well as lead manager and underwriter to the Rights Issue (having agreed to partially underwrite the Rights Issue to \$1million) pursuant to a mandate letter and underwriting agreement entered into with the Company (**GBA Engagement Documents**) and, subject to Shareholder approval being obtained under Listing Rule 7.1, as partial consideration for their services, is entitled to be granted up to 30,000,000 New Options as follows:

- (a) 10,000,000 New Options in part consideration for GBA Capital's services as lead manager to the Placement;
- (b) a further 10,000,000 New Options in part consideration for GBA Capital's services as lead manager and underwriter to the Rights Issue;
- (c) a further 5,000,000 New Options if the Company raises at least \$1.5 million under the Placement and Rights Issue; and
- (d) a further 5,000,000 New Options if the Company raises at least \$2.0 million under the Placement and Rights Issue.

Please refer to the Rights Issue Prospectus for further details in relation to the GBA Engagement Documents.

Resolution 6 seeks Shareholder approval under Listing Rule 7.1 for the approval of the Company to grant a total of up to 30,000,000 New Options to GBA Capital under the GBA Engagement Documents.

4.2 Listing Rule 7.1

Please refer to Section 1.2 above for information regarding Listing Rule 7.1.

4.3 Shareholder approval sought

The proposed issue of New Options to GBA Capital under Resolution 6 will exceed the 15% limit under Listing Rule 7.1 and therefore requires approval of Shareholders.

If Resolution 6 is passed, the Company will be able to proceed with the grant the New Options to GBA Capital under the Placement Mandate. In addition, the grant of the New Options will be excluded from the calculation of the number of Equity Securities that the Company can use without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the grant the New Options to GBA Capital under the GBA Engagement Documents, unless Shareholder approval is obtained at a later stage or the Company obtains sufficient placement capacity in the future to issue the New Options.

4.4 Technical information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders in relation to the proposed grant of the New Options to GBA Capital under the Placement Mandate:

- (a) The New Options are to be granted to GBA Capital (or its nominee), who is not a related party of the Company.
- (b) The maximum number of securities agreed to be granted pursuant to the Placement Mandate under Resolution 6 is 30,000,000 New Options.

- (c) The New Options will have an exercise price of \$0.03 and expire at 5.00pm (WST) on 30 June 2026 and will otherwise be subject to the terms set out in Schedule 1. The Company will apply to ASX for official quotation of the New Options.
- (d) The New Options are anticipated to be granted on or about 25 October 2023, but in any case, not later than 3 months after the date of Shareholder approval pursuant to this Resolution 6, or such later date as approved by ASX.
- (e) The New Options will be granted for nil cash consideration as they are to be granted as partial consideration for the fees payable to GBA Capital for acting as lead manager to the Placement as well as lead manager and underwriter to the Rights Issue.
- (f) The New Options are to be granted as partial consideration for the fees payable to GBA Capital for acting as lead manager to the Placement as well as lead manager and underwriter to the Rights Issue. Accordingly, no funds will be raised from the grant of the New Options. However, funds raised from the exercise of the New Options will be used towards the working capital of the Company.
- (g) There are no further material terms to disclose in respect of the New Options to be granted under the GBA Engagement Documents.

A voting exclusion statement in respect of Resolution 6 is set out in the Notice.

4.5 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 6. Each Director currently intends to vote their respective shareholders in favour of Resolution 6.

5. RESOLUTION 7 – RATIFICATION OF PREVIOUS ISSUE OF OPTIONS

5.1 Background

On 1 November 2022, the Company advised that it had issued a total of 1,568,528 options (each exercisable at \$0.10 on or before 1 November 2024) to Mahe Capital Pty Ltd (ACN 634 087 684) (AFSL 517246) (**Mahe Capital Options**) in part consideration for the underwriting services provided to the Company in connection with its renounceable rights issue which completed on 1 November 2022. The Mahe Capital Options were issued without Shareholder approval using its 15% annual placement capacity pursuant to Listing Rule 7.1.

Resolution 7 seeks Shareholder approval under Listing Rule 7.4 for the approval and ratification of the issue of the Mahe Capital Options by the Company, which options comprise 0.60% of the Company's fully diluted share capital as at the date of this Notice.

5.2 Listing Rules 7.4

A summary of Listing Rule 7.4 is set out in Section 1.2.

Under Resolution 7, the Company seeks Shareholder approval for, and ratification of, the issue of the Mahe Capital Options under and for the purposes of Listing Rule 7.4 so as to retain as much flexibility as possible (under Listing Rules 7.1 and 7.1A) to issue additional Equity Securities without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 7 is passed, the Mahe Capital Options will be excluded from the calculation of the Company's combined 25% limit under Listing Rules 7.1 and 7.1A and will no longer be counted towards the number of Equity Securities the Company can issue without further Shareholder approval.

If Resolution 7 is not passed, the Mahe Capital Options will continue to be included in calculating the Company's combined 25% limit under Listing Rules 7.1 and 7.1A, and (as some of the capacity to issue further Shares will have been used) will continue to restrict the number of Equity Securities the Company can issue without Shareholder approval.

5.3 Technical information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders in relation to the Mahe Capital Options:

- (a) The options were issued to Mahe Capital Pty Ltd (ACN 634 087 684) (AFSL 517246), who is not a related party of the Company.
- (b) Under Resolution 7, the Company seeks from Shareholders approval for, and ratification of, the issue of 1,568,528 options.
- (c) The Mahe Capital Options have an exercise price of \$0.10 and expire at 5.00pm (WST) on 1 November 2024 and otherwise are subject to the terms set out in Schedule 4.
- (d) The Mahe Capital Options were issued on 1 November 2022.
- (e) The Mahe Capital Options were issued for nil cash consideration as part consideration for the underwriting services provided to the Company in connection with its renounceable rights issue which completed on 1 November 2022 and therefore no funds were raised.
- (f) There are no further material terms to disclose in respect of the Mahe Capital Options.

A voting exclusion statement in respect of Resolution 7 is set out in the Notice.

5.4 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 7. Each Director currently intends to vote their respective shareholders in favour of Resolution 7.

6. RESOLUTION 8 – APPROVAL TO PROVIDE TERMINATION BENEFITS TO MS KEREN PATERSON

6.1 Background

On 15 August 2023, the Company announced that Ms Keren Paterson resigned as Managing Director and Chief Executive Officer (**CEO**) of the Company after serving the Company for over 9 years in that role.

In compliance with the terms of Ms Paterson's employment agreement with the Company and subject to Shareholder approval being sought to the extent necessary, the Company has agreed to provide Ms Paterson with the following in connection with Ms Paterson's retirement from office:

- (a) an amount equal to \$75,000 (being equal to 3 months' salary) in lieu of Ms Paterson's three month notice period under her employment contract with the Company; and
- (b) an amount equal to \$300,000 (being equal to 12 months' salary) by way of an ex-gratia payment in recognition of Ms Paterson's length of service to the Company,

(together, the **Termination Payments**).

In addition, subject to Shareholder approval being sought to the extent necessary under the Corporations Act and the Listing Rules, and in accordance with the terms of the Company's Employee Incentive Option Plan (**Plan**), the Board has agreed to use its discretion to allow the following unvested options that have been granted to Ms Paterson to be retained:

- (a) 1,608,413 unlisted options exercisable at \$0.149 on or before 23 November 2026, which are not due to vest until 23 November 2023;

- (b) 1,608,413 unlisted options exercisable at \$0.149 on or before 23 November 2026, which are not due to vest until 23 November 2024; and
- (c) 3,835,853 unlisted options exercisable at \$0.066 on or before 1 December 2027, which are not due to vest until 1 December 2025,

(together, the **Paterson Options**).

6.2 Corporations Act requirements

The Corporations Act restricts the benefits that can be given to persons who hold a “managerial or executive office” (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by shareholders or an exemption applies.

Amendments to the Corporations Act in 2009 significantly expanded the scope of these provisions and lowered the threshold for termination benefits that do not require shareholder approval. The term “benefit” has a wide meaning and may include cash benefits as well as benefits resulting from the Board exercising certain discretions under the rules of the Plan, including the discretion to resolve to allow the Paterson Options remain unvested and therefore not to lapse in certain circumstances.

There is an exception to the termination benefit restrictions under section 200F of the Corporations Act which generally applies where the value of the benefits do not exceed one year’s fixed pay, as calculated in accordance with the Corporations Act. In addition, there are certain benefits which are excluded from the definition of “benefit” under the Corporations Act and which do not require Shareholder approval.

Given Ms Paterson’s role with the Company as Managing Director and CEO, the termination benefit restrictions in section 200B of the Corporations Act apply with the effect that, the Company may not give Ms Paterson a benefit in connection with her retirement as Managing Director and CEO of the Company, unless shareholder approval is obtained or an exemption applies.

The provision of the Termination Payment and the proposed determination that the Paterson Options remain unvested and on issue following termination of Ms Paterson’s employment with the Company may potentially contravene the termination benefit restrictions in section 200B of the Corporations Act, unless Shareholder approval is obtained. The Board considers that, given Ms Paterson’s valuable, significant and long service to the Company, it is appropriate to seek such Shareholder approval to enable the Company to provide the Termination Payment and to waive the vesting conditions attaching to the Paterson Options.

Accordingly, for the purposes of section 200B and 200E of the Corporations Act, the Company is seeking Shareholder approval under Resolution 8 to enable the Company to provide the Termination Payment to Ms Paterson and to allow the Paterson Options to remain unvested and on issue following termination of Ms Paterson’s employment with the Company. If Resolution 8 is not passed, Ms Paterson will only receive the maximum amount permitted under section 200B of the Corporations Act, being \$300,000 and the Paterson Options will lapse.

6.3 Listing Rule requirements

Listing Rule 10.19 provides that a listed company must ensure that no officer of that company or its child entities will be or may be entitled to termination benefits other than with the prior approval of Shareholders if the value of those benefits and the termination benefits which are or may become payable to all officers together exceeds 5% of the equity interests of the company as set out in the latest annual accounts given to ASX.

The term “termination benefits” has a wide meaning and will include any cash benefits as well as benefits resulting from the Board exercising certain discretions under the rules of the Plan in connection with termination of employment.

As at the date of this Notice, the termination benefits the subject of Resolution 6 would exceed 5% of the equity interests of the Company set out in the latest annual accounts given to ASX (5% of \$2,646,878 is \$132,343.90)). Further details on the estimated value of the termination benefits is set out in Section 6.4 below. Accordingly, approval for the payment of the Termination Payment to Ms Paterson and to waive the vesting conditions attaching to the Paterson Options under Resolution 8 is sought for the purposes of Listing Rule 10.19.

6.4 Value of the Termination Benefits

The details of the termination benefits proposed to be provided to Ms Paterson in connection with the termination of her employment with the Company are set out in Section 6.1. The value of those termination benefits are estimated to be approximately \$400,613, which amount comprises:

- (a) \$75,000 in lieu of Ms Paterson's three month notice period under her employment contract with the Company;
- (b) \$300,000 by way of an ex-gratia payment in recognition of Ms Paterson's length of service to the Company; and
- (c) \$25,613, being the estimated value of the Paterson Options, using the Black Scholes option formula. Full details in respect of this valuation is set out in Schedule 5.

6.5 Board Recommendation

The Board considers that, given Ms Paterson's valuable, significant and long service to the Company, it is appropriate that the Company provide the Termination Payment to Ms Paterson and to use its discretion to allow the Paterson Options to remain unvested and on issue following termination of Ms Paterson's employment with the Company. Accordingly, the Board unanimously recommends that Shareholders vote in favour of Resolution 8. Each Director currently intends to vote their respective shareholders in favour of Resolution 8.

GLOSSARY

\$ means Australian dollars.

7.1 Placement has the meaning given in Section 1.1.

7.1A Placement has the meaning given in Section 1.1.

Andromeda means Andromeda Metals Limited (ACN 061 503 375).

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

Business Day means a day that is not a Saturday, Sunday or public holiday in Western Australia.

Chair means the chair of the Meeting.

Company or **Trigg** means Trigg Minerals Limited (ACN 168 269 752).

Completion Date means the date of completion under the Share Sale Agreement and the Project Acquisition Agreement.

Consideration Shares has the meaning given in Section 3.1.

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

Deferred Consideration Shares has the meaning given in Section 3.1.

Directors means the current directors of the Company.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

GBA Capital means GBA Capital Pty Ltd (ACN 643 039 123).

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

Key Management Personnel means key management personnel of the Company (as defined in section 9 of the Corporations Act).

Listing Rules means the Listing Rules of ASX.

Mahe Capital Options has the meaning given in Section 5.1.

New Option means a quoted option to acquire a Share, the terms of which are set out in Schedule 1.

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 and includes a New Option, a Mahe Capital Option and a Paterson Option.

Paterson Options has the meaning given in Section 6.1.

Performance Milestone has the meaning given in Section 3.1.

Placement has the meaning given in Section 1.1.

Placement Mandate has the meaning given in Section 4.1.

Placement Subscribers has the meaning given in Section 1.1.

Plan has the meaning given in Section 6.1.

Project Consideration has the meaning given in Section 3.2.

Project Acquisition Agreement has the meaning given in Section 3.1.

Proposed Acquisitions has the meaning given in Section 3.2.

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

Rush Resources or **Rush** means Rush Resources Limited (ACN 658 471 928).

Rush Vendors means the shareholders of Rush Resources who have entered into the Share Sale Agreement with the Company.

Schedule means a schedule to this Notice of Meeting.

Section means a section in the Explanatory Statement.

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

Share Sale Agreement has the meaning given in Section 3.1.

Shareholder means a registered holder of a Share.

Termination Payments has the meaning given in Section 6.1.

Vendors means the Rush Vendors and Andromeda.

VWAP means volume-weighted average price of Shares.

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

SCHEDULE 1 – SUMMARY OF MATERIAL TERMS OF THE NEW OPTIONS

The key terms of the New Options are as follows.

(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 \$0.03 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00pm (WST) on or before 30 June 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 after the date of issue and on or before 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 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.

(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 MATERIAL TERMS OF THE SHARE SALE AGREEMENT

The key terms of the Share Sale Agreement are as follows.

On 15 September 2023, the Company announced that it had entered into an agreement with the Rush Vendors to acquire 100% of the issued capital in Rush Resources, an Australian unlisted public company, which has rights to acquire 100% of the interests in the Drummond Gold Project in Queensland (**Rush Acquisition**).

In consideration for the Rush Acquisition, the Company agreed to issue to the Rush Vendors up to 56,666,666 Shares (subject to reduction pursuant to the provisions of the Project Acquisition Agreement) at a deemed issue price of \$0.015 per share (representing consideration of \$850,000), pro-rata to their existing holding in the issued capital of Rush Resources as follows:

- (a) 38,333,333 Shares at a deemed issue price of \$0.015 per Share (representing consideration of \$575,000), to be issued upon completion under the Share Sale Agreement (**Consideration Shares**); and
- (b) 18,333,333 Shares at a deemed issue price of \$0.015 per Share (representing consideration of \$275,000) upon the Company undertaking a minimum of 2,000 metres of drilling and obtaining drilling intersections which, in aggregate, indicate at least 20 metres @ 1 g/t Au (or gold Equivalent³) on the tenements the subject of the Project Acquisition Agreement on or before the date that is two (2) years after completion of the Proposed Acquisition.

The issue of the Consideration Shares is conditional on a number of conditions precedent, including:

- (a) (**Listing Rules**) ASX not changing its in-principle advice that Listing Rule 11.1.2 and 11.1.3 does not apply to the transaction contemplated by the Acquisition or contemplated by the Project Acquisition Agreement (or, if this advice is amended, ASX requires only the Company's shareholders to approve the transaction under Listing Rule 11.1.2);
- (b) (**Buyer shareholder approvals**) the Company (as buyer) having obtained all necessary shareholder approvals for the transactions contemplated by the Share Sale Agreement, including the issue of the Project Consideration, in accordance with the requirements of the ASX Listing Rules, the Corporations Act and the Constitution, including, without limitation, shareholder approval in accordance with Listing Rules 7.1 and 7.3;
- (c) (**Rush Resources shareholder approvals**) Rush Resources having obtained all necessary shareholder approvals for the Rush Acquisition;
- (d) (**Buyer capital raising**) the Company having raised a minimum of \$1,500,000 (before costs) through a new placement and rights issue prior to completion of the Rush Acquisition;
- (e) (**Acquisition of the Drummond Project**) the completion of the Project Acquisition Agreement having occurred;
- (f) (**officer fee arrangements**) the satisfaction of all outstanding fees and liabilities owed to the officers of Rush Resources in consideration for the issue of shares in Rush Resources (which will then be acquired by the Company as part of the Rush Acquisition);
- (g) (**cancellation of options**) the cancellation of all outstanding options in Rush Resources;

³ Formula for calculating Au equivalent = Au g/t + ((Ag g/t * 0.72)/(Au Price/31.103)) + ((Cu Price * Cu%)/(Au Price/31.103)) + ((Pb Price * Pb%)/(Au Price / 31.103)) + ((Zn Price * Zn%)/(Au Price/31.103)). Assuming metals prices of Au \$1922/Oz, Ag \$22.47/Oz, Cu \$8115/t, Pb \$2123/t and Zn \$2279/t and cut-off grades of Au 0.5ppm, Ag 40ppm, Cu 0.3%, Pb 1% and Zn 1%.

- (h) **(release of encumbrances of Rush Resources shares)** any encumbrances over any shares in Rush Resources having been fully and finally released and discharged;
- (i) **(regulatory approvals)** the parties obtaining all necessary approvals from any applicable regulatory authority for completion of the Rush Acquisition to occur; and
- (j) **(material adverse change)** no material adverse change having occurred before completion of the Rush Acquisition.

Upon completion of the Rush Acquisition, the Rush Vendors (collectively) will be entitled to nominate, but the Company will not be obligated to appoint, two candidates for appointment to the Board (one of which being entitled to be appointed as the chairperson), subject to the Company receiving duly signed consents for any approved candidate and such candidates being otherwise eligible to serve as directors of the Company under the Corporations Act and the Listing Rules.

Otherwise, the Share Sale Agreement contains customary terms (including representations and warranties and standard confidentiality provisions).

SCHEDULE 3 – SUMMARY OF MATERIAL TERMS OF THE PROJECT ACQUISITION AGREEMENT

The key terms of the Project Acquisition Agreement are as follows.

On 15 September 2023, the Company announced that it had entered into the following agreements with Rush Resources and Andromeda to (indirectly) acquire of 100% of the issued capital in Adelaide Exploration Pty Ltd ACN 097 387 918, which holds the interests in the Drummond Gold Project in Queensland (**Project Acquisition**).

Completion of the Project Acquisition will occur simultaneously with the Company's acquisition of Rush Resources (**Rush Acquisition**).

Under the Project Acquisition Agreement, the Company has agreed to:

- (a) issue Andromeda such number of Shares equal to the value of \$250,000, based on a share price equal to the 5-day VWAP of Shares for the five trading days up to the Completion Date; and
- (a) reimburse Andromeda for all expenditure in the amount of \$45,000 excluding GST (**Reimbursement Amount**), incurred by Andromeda in respect of the tenements used in the Drummond Gold Project from 1 August 2022 until 30 June 2023 and such reimbursement will be satisfied on the Completion Date by way of an additional issue of Shares equal to the value of the Reimbursement Amount (**Reimbursement Shares**), at a price per Share being the 5-day VWAP of the Shares for the 5 trading days up to the Completion Date;

(together, the **Project Acquisition Shares**).

The issue of the Project Acquisition Shares are conditional on a number of conditions precedent, including:

- (a) the ASX confirming that:
 - (i) Listing Rule 11.1.2 and 11.1.3 do not apply to the Main Acquisition or the Project Acquisitions (or if it applies, ASX requires only the Company to obtain shareholder approval under Listing Rule 11.1.2); and
 - (ii) the Project Acquisition Shares will not be subject to any restriction or escrow; and
- (b) the Company entering into the Share Sale Agreement.

There were no Board or senior management changes to the Company as a result of the Project Acquisitions.

Otherwise, the Project Acquisition Agreement contain customary terms (including representations and warranties and standard confidentiality provisions).

SCHEDULE 4 – SUMMARY OF MATERIAL TERMS OF THE MAHE CAPITAL OPTIONS

The key terms of the Mahe Capital Options are as follows.

(a) Entitlement

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

(b) Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each Mahe Capital Option will be \$0.10 (**Exercise Price**).

(c) Expiry Date

Each Mahe Capital Option will expire at 5:00pm (WST) on or before 1 November 2024 (**Expiry Date**). A Mahe Capital Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Mahe Capital Options are exercisable at any time after the date of issue and on or before the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Mahe Capital 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 Mahe Capital 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 Mahe Capital 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 Mahe Capital 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 Mahe Capital 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 Mahe Capital 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 a Mahe Capital 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.

(j) Participation in new issues

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

(k) Change in exercise price

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

(l) Transferability

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

SCHEDULE 5 – VALUATION OF PATERSON OPTIONS

The Black Scholes option pricing model has been applied in providing valuation information in respect of the Paterson Options.

Item	Tranche A	Tranche B	Tranche C
Valuation Date	15-Aug-23	15-Aug-23	15-Aug-23
Underlying security spot price	\$0.015	\$0.015	\$0.015
Exercise price	\$0.149	\$0.149	\$0.066
Vesting date	23-Nov-23	23-Nov-24	01-Dec-25
Remaining vesting period (years)	0.27	1.28	2.30
Expiry date	23-Nov-26	23-Nov-26	01-Dec-27
Remaining life of the Options (years)	3.28	3.28	4.30
Volatility	85%	85%	85%
Risk-free rate	3.960%	3.960%	3.990%
Dividend yield	Nil	Nil	Nil
Number of Options	1,608,413	1,608,413	3,835,853
Valuation per Option	\$0.002	\$0.002	\$0.005
Valuation per Tranche	\$3,217	\$3,217	\$19,179

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:30pm (AWST) on Wednesday, 18 October 2023.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

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Online:

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

Your secure access information is



Control Number: 182845

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

By Mail:

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

By Fax:

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



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

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

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Trigg Minerals Limited hereby appoint

☐ the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Trigg Minerals Limited to be held at BDO, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth, WA 6000 on Friday, 20 October 2023 at 2:30pm (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 8 (except where I/we have indicated a different voting intention in step 2) even though Resolution 8 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 8 by marking the appropriate box in step 2.

Step 2 Items of Business

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

	For	Against	Abstain
1 Ratification of the agreement to issue Shares pursuant to the Placement under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of the agreement to issue Shares pursuant to the Placement under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue New Options pursuant to the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue Consideration Shares pursuant to the Proposed Acquisitions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to issue Deferred Consideration Shares pursuant to the Proposed Acquisitions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue New Options to GBA Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of previous issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval to provide Termination Benefits to Ms Keren Paterson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

