

16 October 2023

Dear Shareholders

**Annual General Meeting of Marquee Resources Limited**

You are invited to attend the annual general meeting of shareholders of Marquee Resources Limited (**Company**) (ASX: MQR) to be held at 22 Townshend Road, Subiaco WA 6008 (**Location**) on Thursday 23 November 2023 at 1.00pm (AWST) (**Meeting**).

In accordance with recent modifications to the *Corporations Act 2001* (Cth) (the **Act**), the notice of meeting (**Notice**) is being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, other than to any Shareholder who has elected to receive notices of meeting in hard copy only pursuant to section 110E of the Act, or who otherwise requests a hard copy of this Notice at least 48 hours before the Meeting.

The Notice can be viewed online and downloaded via:

- via the Company's website at [www.marqueeresources.com.au/announcements](http://www.marqueeresources.com.au/announcements);
- via the Company's ASX page at [www.asx.com.au/asx/share-price-research/company/MQR](http://www.asx.com.au/asx/share-price-research/company/MQR); and
- if you have nominated an email address and have elected to receive electronic communications from the Company, via the electronic link that is sent to your nominated email address.

The Company will be conducting the Meeting at the Location without the use of video conferencing technology.

All the resolutions in the Notice will be voted upon by poll. If you wish to vote on any of the resolutions identified in the Notice, you must vote online or attend the Meeting in person or by proxy. If you do not wish to vote at the Meeting, you are encouraged to appoint the Chair as proxy prior to the Meeting. A proxy form is provided with this letter and should be filled out with specific instructions on how your vote is to be exercised in relation to each resolution, and the Chair must follow such instructions. The Notice sets out instructions on how to properly complete and send the proxy form to the Company or submit your vote online.

If you are unable to access the Notice through the above means or for any other reason, please contact the Company Secretary on +61 8 9388 0051 or at [anna@marqueeresources.com.au](mailto:anna@marqueeresources.com.au) between 9:00am to 5:00pm (AWST) on Monday to Friday to arrange to access a copy of the Notice.

Yours sincerely



**Anna Mackintosh**  
Company Secretary  
Marquee Resources Limited

Authorised for release by the Board of Marquee Resources Limited.

For further information please contact:

Charles Thomas  
Executive Chairman  
Marquee Resources Limited  
[info@marqueeresources.com.au](mailto:info@marqueeresources.com.au)

Marquee Resources Limited  
ACN 616 200 312

## Notice of Annual General Meeting

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Notice is given that the annual general meeting of the Company (**Meeting**) will be held at:

**Time** 1:00pm (AWST)  
**Date** Thursday, 23 November 2023  
**Place** 22 Townshend Road  
Subiaco WA 6008

**Important:** This Notice is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant or other professional adviser.

# Notice of Annual General Meeting

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Notice is given that the annual general meeting of Marquee Resources Limited (ACN 616 200 312) (**Company**) will be held at 1:00pm (AWST) on Thursday, 23 November 2023 at 22 Townshend Road, Subiaco WA 6008.

## Agenda

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### Annual Report

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To table and consider the Annual Report of the Company for the financial year ended 30 June 2023, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

### Resolutions

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#### 1 Resolution 1 – Remuneration Report

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

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2023.”*

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

**Voting prohibition:** In accordance with sections 250BD, 250R and 250V of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member, subject to any applicable exceptions described below.

#### 2 Resolution 2 – Spill Resolution

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

*“That, in accordance with section 250V(1) of the Corporations Act and for all other purposes, Shareholders approve the following:*

(a) *the Company holding another meeting of Shareholders within 90 days of this Meeting (Spill Meeting);*

(b) *all Vacating Directors ceasing to hold office immediately before the end of the Spill Meeting; and*

- (c) *resolutions to appoint persons to offices that will be vacated pursuant to (b) being put to the vote at the Spill Meeting."*

**Voting Prohibition:** In accordance with sections 250BD, 250R and 250V of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member, subject to the applicable exceptions described in this Notice.

**Note: If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw Resolution 2.**

### **3 Resolution 3 – Re-election of Director – Mr George Henderson**

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

*"That Mr George Henderson, who retires by rotation in accordance with article 7.2(e) and 7.3 of the Constitution, Listing Rule 14.5, and for all other purposes, and, being eligible and offering himself for re-election, is re-elected as a Director as described in the Explanatory Statement."*

### **4 Resolution 4 – Approval of the Additional 10% Placement Capacity**

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

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities under the Additional 10% Placement Capacity as described in the Explanatory Statement."*

### **5 Resolution 5 – Ratification of prior issue of Mt Clement Shares**

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,500,000 Mt Clement Shares to Pure Mining (or its respective nominees), as described in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of these Resolutions by or on behalf of Pure Mining (and its respective nominees) or any of their respective associates.

### **6 Resolution 6 – Approval to issue Mt Clement Options**

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 6,000,000 Mt Clement Options to Pure Mining (or its respective nominees), as described in the Explanatory Statement."*

**Voting Exclusion:** 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 Shareholder), or any of their respective associates.

## 7 Resolution 7 – Ratification of prior issue of Yindi Shares

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Yindi Shares to Solstice (or its respective nominees), as described in the Explanatory Statement.*

**Voting Exclusion:** The Company will disregard any votes cast in favour of these Resolutions by or on behalf of Solstice (and its respective nominees) or any of their respective associates.

## 8 Resolution 8 – Approval to issue Yindi Options

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 10,000,000 Yindi Options to Solstice (or its respective nominees), as described in the Explanatory Statement."*

**Voting Exclusion:** 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 Shareholder), or any of their respective associates.

## 9 Resolutions 9(a) and (b) – Ratification of prior issue of Placement Shares

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the following issues of Placement Shares at \$0.03 per Share:*

(a) 33,106,126 Placement Shares under Listing Rule 7.1; and

(b) 33,070,751 Placement Shares under Listing Rule 7.1A,

*as described in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of these Resolutions by or on behalf of any person who participated in the issue of the Placement Shares or a counterparty to the agreement being approved, or any of their respective associates.

## 10 Resolution 10 – Approval to issue Placement Options

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 38,088,439 free-attaching Placement Options as described in the Explanatory Statement."*

**Voting Exclusion:** 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 Shareholder), or any of their respective associates.

**11 Resolution 11 – Approval to issue Lead Manager Options**

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 5,000,000 Lead Manager Options to the Lead Manager (or its nominees) as described in the Explanatory Statement."*

**Voting Exclusion:** 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 Shareholder), or any of their respective associates.

## Voting exclusions and exceptions

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Where a voting exclusion and / or voting prohibition applies to a Resolution, it is set out below the relevant Resolution. The voting exclusions and / or voting prohibitions (as applicable) for the following Resolutions are subject to the exceptions stated in the table below (as applicable).

Resolution	Exceptions
1 and 2	<p>A person (voter) described in the voting prohibition may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in the voting exclusion and either:</p> <ul style="list-style-type: none"><li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or</li><li>(b) the voter is the Chair and the appointment of the Chair as proxy:<ul style="list-style-type: none"><li>(i) does not specify the way the proxy is to vote on the Resolution; and</li><li>(ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</li></ul></li></ul>
5, 6, 7, 8, 9(a), 9(b), 10 and 11	<p>The voting exclusion does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"><li>(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;</li><li>(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</li><li>(c) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:<ul style="list-style-type: none"><li>(i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and</li><li>(ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.</li></ul></li></ul>

## Voting entitlements

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The Company has determined that, in accordance with section 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 1:00pm (AWST) on 21 November 2023. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## Voting instructions

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- (a) Votes at the Meeting may be given personally or by proxy, attorney or representative.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The Proxy Form sent with this Notice should be used for the Meeting.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's

votes. An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.

- (e) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
- (f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.
- (g) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the Company in accordance with this Notice or handed in at the Meeting when registering as a corporate representative.
- (h) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.
- (i) A member of the Key Management Personnel (which includes each Director) will not be able to vote as proxy on Resolutions 1 and 2 unless the Shareholder directs it how to vote or, in the case of the Chair, unless the Shareholder expressly authorises the Chair to do so.
- (j) If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chair) as its proxy, the Shareholder should ensure that it directs the member of the Key Management Personnel how to vote on Resolutions 1 and 2.
- (k) If a Shareholder intends to appoint the Chair as its proxy for Resolutions 1 and 2, the Shareholder can direct the Chair how to vote by marking one of the boxes for Resolutions 1 and 2 (e.g. if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If a Shareholder does not direct the Chair how to vote, then by submitting the Proxy Form, the Shareholder will be expressly authorising the Chair to exercise the proxy in respect of Resolutions 1 and 2 even though it is connected to the remuneration of a member of the Key Management Personnel.
- (l) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company's share registry, Automic:
  - (i) by post to GPO Box 5193 Sydney NSW 2001;
  - (ii) in person at Level 5, 126 Phillip Street, Sydney NSW 2000;
  - (iii) by facsimile at +61 2 8583 3040;
  - (iv) by email at [meeting@automicgroup.com.au](mailto:meeting@automicgroup.com.au); or
  - (v) online at <https://investor.automic.com.au/#!/loginsah> or by scanning the QR code on the Proxy Form,

so that they are received no later than 48 hours before the commencement of the Meeting.

- (m) The Chair intends to exercise all available proxies in favour of *all* Resolutions, except that the Chair will vote *against* Resolution 2, unless the Shareholder has expressly indicated a different voting intention.
- (n) If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolutions 1 and 2 by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.



## Document components

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This document includes this Notice and the accompanying Explanatory Statement and Proxy Form.

## Authorisation

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By order of the Board.

A handwritten signature in black ink, appearing to read "Anna MacKintosh". The signature is written in a cursive style with a large initial 'A'.

**Anna MacKintosh**  
Company Secretary

16 October 2023

# Explanatory Statement

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This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

The Explanatory Statement forms part of the Notice which should be read in its entirety. The Explanatory Statement contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Statement includes the following information to assist Shareholders in deciding how to vote on the Resolutions.

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

## 1 General

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In accordance with section 110D of the Corporations Act (as inserted by the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth)), this Notice and Explanatory Statement are being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, other than to any Shareholder who has elected to receive notices of meeting in hard copy only pursuant to section 110E, or who otherwise requests a hard copy of this Notice at least 48 hours before the Meeting.

The Notice can be viewed and downloaded at the following link:

- (a) the Company's website at [www.marqueeresources.com.au/announcements](http://www.marqueeresources.com.au/announcements);
- (b) the Company's ASX platform at [www.asx.com.au/asx/share-price-research/company/MQR](http://www.asx.com.au/asx/share-price-research/company/MQR);  
or
- (c) if the Shareholder has nominated an email address and has elected to receive electronic communications from the Company, the link sent by the Company to the Shareholder's nominated email address.

## 2 Annual Report

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In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2023.

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

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

- (a) discuss the Annual Report which is available online at [www.marqueeresources.com.au/announcements](http://www.marqueeresources.com.au/announcements);
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

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

- (a) the preparation and content of the Auditor's Report;

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

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

### **3 Resolution 1 – Remuneration Report**

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#### **3.1 Overview**

Subsection 250R(2) of the Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### **3.2 Voting consequences**

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, the Board will actively consider the outcome of the vote and comments made by Shareholders on the Remuneration Report when reviewing the Company's future remuneration policies and practices.

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

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

#### **3.3 Previous voting results**

The Company's Remuneration Report received a Strike at the 2022 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that, this may result in the re-election of the Board.

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

Resolution 1 is an ordinary resolution. The Board encourages Shareholders to vote on the adoption of the Remuneration Report.

### **4 Resolution 2 – Spill Resolution**

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**If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw Resolution 2.**

The Corporations Act requirements for this Resolution 2 to be put to vote are set out in section 3.

The effect of this Resolution being passed is the Company will be required to hold another meeting of Shareholders within 90 days of the date of this Meeting (**Spill Meeting**) and the Vacating Directors will cease to hold office immediately before the end of the Spill Meeting. The business of the Spill Meeting will be to put to vote resolutions to appoint persons to offices vacated by the Vacating Directors.

In the event a Spill Meeting is required a separate notice of meeting will be distributed to Shareholders with details about those persons that will seek election as directors of the Company at the Spill Meeting.

Resolution 2 is an ordinary resolution.

## **5 Resolution 3 – Re-election of Director – Mr George Henderson**

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### **5.1 General**

Article 7.2(e) requires that a company must hold an election of directors at each annual general meeting. Article 7.3(d)(i) of the Constitution requires that the Director to retire is the director who have held their office as Director for the longest period since their last election or appointment to that office. Article 7.3(d)(i) of the Constitution provides that a Director who retires in accordance with Article 7.3(d)(i) is eligible for re-election.

Non-Executive Director, Mr George Henderson, was last elected at the annual general meeting held on 30 November 2021 and has held office the longest since being last elected. Accordingly, Mr Henderson retires by rotation at this Meeting and, being eligible, seeks re-election pursuant to Resolution 3.

If elected, the Board considers Mr Henderson to be an independent Director, notwithstanding that he currently has a relevant interest in 143,580 Shares and 2,000,000 unquoted options exercisable at \$0.16 on or before 30 June 2025. The Board (other than Mr Henderson) considers that the number of Shares and Options in question is not material and the interest will not interfere, or reasonably be seen to interfere, with Mr Henderson's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole.

Resolution 3 is an ordinary resolution.

### **5.2 Mr George Henderson**

Mr Henderson is an experienced corporate lawyer with over 10 years' experience in the legal sector advising both private and public clients on a broad range of complex corporate transactions. Mr Henderson primarily acts for clients in relation to mergers & acquisitions (including takeovers and share/asset acquisitions and disposals), capital raisings (including initial public offerings, backdoor listings and secondary capital raisings) as well as ASIC and ASX regulatory compliance matters. Mr Henderson works across a number of sectors, with particular experience in the resources and technology sectors, acting for both local and international clients.

Mr Henderson is the Managing Partner at AGH Law. AGH Law is an independent Western Australian corporate and commercial law firm, who specialise in corporate and commercial law matters, in particular, ASX listings, capital markets, mergers & acquisitions and general corporate and commercial law matters. Prior to establishing AGH Law, Mr Henderson was a partner at two preeminent Perth corporate law firms.

Mr Henderson graduated from the University of Western Australia with a Bachelor of Laws and a Bachelor of Commerce majoring in Corporate Finance and Financial Accounting. George is admitted to the Supreme Court of Western Australia and the High Court of Australia and is a member of the Law Society of Western Australia. George also has a Graduate Certificate in Applied Finance from Kaplan Higher Education.

Mr Henderson does not currently hold any other directorships with listed companies.

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

### 5.3 Board recommendation

The Board (other than Mr Henderson) recommends that Shareholders vote in favour of Resolution 3 for the following reasons:

- (a) Mr Henderson is a suitably experienced and qualified long-standing Board member, having worked in the legal industry advising resources companies in relation to capital markets and corporate transactions for a number of years; and
- (b) Mr Henderson will continue to be instrumental in the growth of the Company at an important stage in the Company's development.

## 6 Resolution 4 – Approval of the Additional 10% Placement Capacity

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### 6.1 General

Listing Rule 7.1A provides that an 'eligible entity' may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital at the time of issue calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 (**Additional 10% Placement Capacity**) without using that company's existing 15% annual placement capacity under Listing Rule 7.1 and without requiring further shareholder approval prior to the issue.

The Company is seeking approval under Resolution 4 to have the flexibility to issue additional Equity Securities under the Additional 10% Placement Capacity. As at the date of this Notice, no decision has been made by the Company to undertake any issue of Equity Securities under the Additional 10% Placement Capacity if Shareholders approve this Resolution.

Resolution 4 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the Additional 10% Placement Capacity during the Additional 10% Placement Period (refer to section 6.3(a) below). The number of Equity Securities to be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 4 is passed, the Company will effectively be able to issue equity securities up to a combined annual placement capacity of 25% under Listing Rules 7.1 and 7.1A (subject to certain restrictions) without necessarily requiring prior Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the Additional 10% Placement Capacity to issue equity securities without Shareholder approval. This means the Company will only have access to the 15% annual placement capacity for issuing equity securities without necessarily requiring prior Shareholder approval under Listing Rule 7.1.

The Board recommends that Shareholders vote in favour of Resolution 4.

### 6.2 Listing Rule 7.1A

#### (a) Eligible Entity

Under the Listing Rules, an 'eligible entity' is an entity which, as at the date of the relevant resolution, is not included in the S&P / ASX300 Index and has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) equal to or less than \$300 million. As at 10 October 2023, the Company has a market capitalisation of approximately \$11,161,378 and is currently an 'eligible entity'.

(b) **Special resolution**

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

(c) **Type of Securities which may be issued**

Any Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the company.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities; Shares (ASX:MQR).

(d) **Interaction with Listing Rule 7.1**

The Additional 10% Placement Capacity under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1. Therefore, approval of this Resolution will enable the Company to issue Equity Securities under Listing Rule 7.1A without using its placement capacity under Listing Rule 7.1.

(e) **Effect of Resolution 4**

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the Additional 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

### 6.3 Information required by Listing Rule 7.3A

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

(a) **Effective period**

Shareholder approval of the Additional 10% Placement Capacity is valid from the date of the Meeting and expires on the earlier of:

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

**(Additional 10% Placement Period).**

(b) **Minimum issue price**

The issue price of Equity Securities issued under the Additional 10% Placement Capacity must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the issue price is agreed for Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued,

**(Minimum Issue Price).**

The Company will disclose this information when Equity Securities are issued under the Additional 10% Placement Capacity.

(c) **Purpose of issue**

The Company may only issue Equity Securities under the Additional 10% Placement Capacity for cash consideration, which it may do to fund any one or more of the following:

- (i) general working capital expenses;
- (ii) activities associated with its current assets, including continued exploration expenditure on the Company's Kibby Basin, Lone Star, Redlings, West Spargoville, Clayton Valley, Yindi and Mt Clements Projects;
- (iii) repayment of debt; and
- (iv) acquisition and investment in new assets (including associated expenses).

The Company will disclose this information when Equity Securities are issued under the Additional 10% Placement Capacity.

(d) **Economic and voting dilution risks**

If Equity Securities are issued under the Additional 10% Placement Capacity, there is a risk of economic and voting dilution of Shareholders, including:

- (i) the market price for Equity Securities in the class of securities issued under the Additional 10% Placement Capacity may be significantly lower on the issue date than on the date of approval under Listing Rule 7.1A (i.e. the date of the Meeting); and
- (ii) the Equity Securities may be issued under the Additional 10% Placement Capacity at a discount to the market price for those Equity Securities on the issue date,

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

The table below illustrates:

- (i) the dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice (**Variable A**);
- (ii) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue as at the date of this Notice. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (e.g. a pro rata entitlement offer or securities issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and
- (iii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 10 October 2023.

Number of Shares on issue (Variable 'A' in Listing Rule 7.1A2)	Issue price per Share			
		\$0.014 (50% decrease)	\$0.027 (current)	\$0.041 (50% increase)
413,384,382 (current)	Shares issued – 10% voting dilution	41,338,438 Shares	41,338,438 Shares	41,338,438 Shares
	Funds raised	\$558,069	\$1,116,138	\$1,674,207
620,076,573 (50% increase)	Shares issued – 10% voting dilution	62,007,657 Shares	62,007,657 Shares	62,007,657 Shares
	Funds raised	\$837,103	\$1,674,207	\$2,511,310
826,768,764 (100% increase)	Shares issued – 10% voting dilution	82,676,876 Shares	82,676,876 Shares	82,676,876 Shares
	Funds raised	\$1,116,138	\$2,232,276	\$3,348,413

**Notes:**

- 1 There are currently 413,384,382 Shares on issue.
- 2 The issue price used is the closing price of the Shares on the ASX on 10 October 2023.
- 3 The Company issues the maximum possible number of Equity Securities under the Additional 10% Placement Capacity.
- 4 The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- 5 The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares and the consideration provided for those Shares is cash. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes new Options, it is assumed that those new Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- 6 The calculations do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- 7 This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
- 8 The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(e) **Allocation policy**

The Company's allocation policy and the identity of the recipients of Equity Securities issued under the Additional 10% Placement Capacity will be determined on a case-by-case basis at the time of issue and in the Company's discretion.

No decision has been made in relation to an issue of Equity Securities under the Additional 10% Placement Capacity, including whether the Company will engage with new investors or existing Shareholders and, if so, the identities of any such persons.

However, when determining the allocation policy and the identity of the recipients, the Company will have regard to the following considerations:

- (i) prevailing market conditions;
- (ii) the purpose for the issue of the Equity Securities;



- (iii) the financial situation and solvency of the Company;
- (iv) impacts of the placement on control;
- (v) other methods of raising capital; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Recipients may include existing Shareholders or new investors, but not persons who are related parties who would otherwise require Shareholder approval under Listing Rule 10.11.

(f) **Previous approval and issues under Listing Rule 7.1A**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 28 November 2022.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued 33,070,751 Equity Securities under Listing Rule 7.1A.2. This represents 10.4% of the total number of Equity Securities on issue at the commencement of that 12 month period.

Details of each issue of Equity Securities by the Company during the 12 months preceding the date of the Meeting are set out in Schedule 2.

(g) **Voting exclusion statement**

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

## **7 Resolutions 5 and 6 – Mt Clement Project Acquisition**

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### **7.1 Background**

On 17 July 2023, the Company announced that it had entered into a binding Tenement Sale and Purchase Agreement (**Mt Clement Acquisition Agreement**) with Pure Mining Pty Ltd (ACN 627 691 721) (**Pure Mining**) to acquire 100% of the legal and beneficial interest in exploration tenement E08/3248 (**Mt Clement Project**) in consideration for the Company issuing Pure Mining (or its nominee) (together, the **Mt Clement Consideration Securities**):

- (a) 6,500,000 Shares at a deemed issue price of \$0.03 per Share (**Mt Clement Shares**); and
- (b) 6,000,000 unquoted options exercisable at \$0.08 on or before the date that is 3 years from the date of issue (**Mt Clement Options**).

In accordance with the terms of the Mt Clement Acquisition Agreement, the Mt Clement Consideration Securities are subject to 6-months voluntary escrow from date of issue of the Mt Clement Shares, being 4 October 2023.

Completion of the Mt Clement Acquisition Agreement was subject to and conditional upon the satisfaction (or waiver) of the following conditions:

- (a) completion of due diligence investigations to the satisfaction of the Company;
- (b) the parties obtaining all necessary shareholder, regulatory or third-party approvals required to issue the Mt Clement Consideration Securities and transfer the Mt Clement Project; and
- (c) Pure Mining (or its nominees) entering a voluntary escrow deed.

The Mt Clement Acquisition Agreement has subsequently completed and the Company:

- (a) issued the Mt Clement Shares to Pure Mining (or its nominees) on 4 October 2023 within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
- (b) proposes to issue the Mt Clement Options to Pure Mining (or its nominees) subject to Shareholder approval pursuant to Resolution 6.

## **7.2 General**

Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Mt Clement Shares.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Mt Clement Options to Pure Mining (or its nominees).

Resolutions 5 and 6 are ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolutions 5 and 6.

## **7.3 Listing Rules 7.1 and 7.4**

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1 and 7.1A. To this end, Resolution 5 seeks shareholder approval for the issue of the Mt Clement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the Mt Clement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the date of issue of the Mt Clement Shares (being 4 October 2023).

Resolution 5 is not passed, the Mt Clement Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Mt Clement Shares (being 4 October 2023).

The effect of Resolution 6 will be to allow the Company to issue the Mt Clement Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed to issue the Mt Clement Options until such time as the Company has sufficient placement capacity under Listing Rule 7.1.

## **7.4 Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Mt Clement Shares:

- (a) a total of 6,500,000 Mt Clement Shares were issued on 4 October 2023;

- (b) the Mt Clement Shares were issued for nil cash consideration, as part consideration for the acquisition of the Mt Clement Project;
- (c) the Mt Clement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Mt Clement Shares were issued to Pure Mining (or its nominees), none of whom is a related party of the Company or a "material investor" within the meaning in ASX Guidance Note 21;
- (e) no funds were raised from the issue of the Mt Clement Shares as the Mt Clement Shares were issued as part consideration for the acquisition of the Mt Clement Project;
- (f) the Mt Clement Shares were issued pursuant to the terms of the Mt Clement Acquisition Agreement, the material terms of which are set out in section **Error! Reference source not found.**; and
- (g) a voting exclusion statement is included in the Notice.

### 7.5 Specific information required by Listing Rule 7.3

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

- (a) a maximum of 6,000,000 unquoted Options are to be issued as Mt Clement Options;
- (b) the Mt Clement Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Mt Clement Options will be issued for nil cash consideration as part consideration for the acquisition of the Mt Clement Project;
- (d) the Mt Clement Options will be issued to Pure Mining (or its nominees), none of whom is a related party of the Company or a "material investor" within the meaning in ASX Guidance Note 21;
- (e) the Mt Clement Options are exercisable at \$0.08 on or before that date that is 3 years from the date of issue and were otherwise issued on the terms and conditions set out in Schedule 3;
- (f) no funds will be raised from the Mt Clement Options as the Mt Clement Options will be issued as part consideration for the acquisition of the Mt Clement Project;
- (g) it is intended that the issue of the Mt Clement Options will occur on the same date as Shareholder approval is obtained pursuant to Resolution 6;
- (h) the Mt Clement Options will be issued pursuant to the Mt Clement Acquisition Agreement, the material terms of which are set out in section **Error! Reference source not found.**; and
- (i) a voting exclusion statement is included in the Notice.

## 8 Resolutions 7 and 8 – Yindi Project Acquisition

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### 8.1 Background

On 27 September 2023, the Company announced that it had entered into a binding Tenement Sale and Purchase Agreement (**Yindi Acquisition Agreement**) with Solstice Minerals Limited (ACN 150 154 162) (**Solstice**) to acquire 100% legal and beneficial interest in four exploration tenements, being E28/2583-I, E28/2650-I, E28/3161 and E28/3124 (together, the **Yindi Project**) in consideration for:

- (a) the Company issuing Solstice (or its nominee) (together, the **Yindi Consideration Securities**):
  - (i) 10,000,000 Shares at a deemed issue price of \$0.03 per Share (**Yindi Shares**); and
  - (ii) 10,000,000 unquoted options exercisable at \$0.08 on or before the date that is 3 years from the date of issue (**Yindi Options**); and
- (b) The Company granting Solstice a 1.00% net smelter royalty on all metals except lithium, caesium and tantalum in respect of tenements E28/3161 and E28/3124 (**Royalty**).

In accordance with the terms of the Yindi Acquisition Agreement, the Yindi Consideration Securities are subject to 6-months voluntary escrow from date of issue of the Yarri Shares, being 11 October 2023.

Completion of the Yindi Acquisition Agreement was subject to and conditional upon the satisfaction (or waiver) of the following conditions:

- (a) The Company obtaining all necessary shareholder, regulatory or third-party approvals required to issue the Yindi Consideration Securities;
- (b) the parties obtaining all approvals, consents and third party approvals necessary for the transfer of the Yindi Project;
- (c) Solstice (or its nominees) entering a voluntary escrow deed; and
- (d) the parties entering into a royalty deed with respect to the Royalty.

The Yindi Acquisition Agreement has subsequently completed and the Company:

- (a) issued the Yindi Consideration Securities to Solstice (or its nominees) on 11 October 2023 within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
- (b) proposes to issue the Yindi Options to Solstice (or its nominees) subject to Shareholder approval pursuant to Resolution 8.

## **8.2 General**

Resolution 7 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Yindi Shares.

Resolution 8 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Yindi Options to Solstice (or its nominees).

Resolutions 7 and 8 are ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolutions 7 and 8.

## **8.3 Listing Rules 7.1 and 7.4**

Summaries of Listing Rules 7.1 and 7.4 are contained in section 7.3 above.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1 and 7.1A. To this end, Resolution 7 seeks shareholder approval for the issue of the Yindi Shares under and for the purposes of Listing Rule 7.4.

If Resolution 7 is passed, the Yindi Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the date of issue of the Yindi Shares (being 11 October 2023).

Resolution 7 is not passed, the Yindi Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Yindi Shares (being 11 October 2023).

The effect of Resolution 8 will be to allow the Company to issue the Yindi Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed to issue the Yindi Options until such time as the Company has sufficient placement capacity under Listing Rule 7.1.

#### **8.4 Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Yindi Shares:

- (a) a total of 10,000,000 Yindi Shares were issued on 11 October 2023;
- (b) the Yindi Shares were issued for nil cash consideration, as part consideration for the acquisition of the Yindi Project;
- (c) the Yindi Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Yindi Shares were issued to Solstice (or its nominees), none of whom is a related party of the Company or a "material investor" within the meaning in ASX Guidance Note 21;
- (e) no funds were raised from the issue of the Yindi Shares as the Yindi Shares were issued as part consideration for the acquisition of the Yindi Project;
- (f) the Yindi Shares were issued pursuant to the terms of the Yindi Acquisition Agreement, the material terms of which are set out in section **Error! Reference source not found.**; and
- (d) a voting exclusion statement is included in the Notice.

#### **8.5 Specific information required by Listing Rule 7.3**

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

- (a) a maximum of 10,000,000 unquoted Options are to be issued as Yindi Options;
- (b) the Yindi Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Yindi Options will be issued for nil cash consideration as part consideration for the acquisition of the Yindi Project;
- (d) the Yindi Options will be issued to Solstice (or its nominees), none of whom is a related party of the Company or a "material investor" within the meaning in ASX Guidance Note 21;
- (e) the Yindi Options are exercisable at \$0.08 on or before that date that is 3 years from the date of issue and were otherwise issued on the terms and conditions set out in Schedule 3;
- (f) no funds will be raised from the Yindi Options as the Yindi Options will be issued as part consideration for the acquisition of the Yindi Project;
- (g) it is intended that the issue of the Yindi Options will occur on the same date as Shareholder approval is obtained pursuant to Resolution 8;

- (h) the Yindi Options will be issued pursuant to the Yindi Acquisition Agreement, the material terms of which are set out in section **Error! Reference source not found.**; and
- (i) a voting exclusion statement is included in the Notice.

## **9 Resolutions 9(a), 9(b) and 10 – Issue of Placement Securities**

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### **9.1 General**

On 27 September 2023, the Company announced that it had received binding commitments for a placement to raise approximately \$1,985,306 (before costs) (**Placement**) by the issue of 66,176,877 Shares at \$0.03 per Share (**Placement Shares**); together with one (1) free-attaching unquoted Option (exercisable at \$0.08 each on or before the date that is 3 years from the date of issue) for every two (2) Placement Shares subscribed for and issued under the Placement (**Placement Options**), to sophisticated and professional investors (**Placement Participants**).

On 4 October 2023, the Company issued a total of 66,176,877 Placement Shares to Placement Participants using the Company's placement capacity under Listing Rules 7.1 and 7.1A as follows:

- (a) 33,106,126 Placement Shares under Listing Rule 7.1; and
- (b) 33,070,751 Placement Shares under Listing Rule 7.1A,

to raise \$1,985,306.31 (before costs).

The issue of the 38,088,439 free-attaching Placement Options is subject to shareholder approval for the purposes of Listing Rule 7.1 pursuant to Resolution 8.

Resolutions 9(a) and 9(b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of an aggregate of 66,176,877 Placement Shares. Resolution 10 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of 38,088,439 free-attaching Placement Options.

Resolutions 9(a), 9(b) and 10 are ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolutions 9(a), 9(b) and 10.

### **9.2 Listing Rules 7.1, 7.1A and 7.4**

Summaries of Listing Rules 7.1 and 7.4 are contained in section 7.3 above.

Under Listing Rule 7.1A an eligible entity can seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 28 November 2022.

Listing Rule 7.2 sets out various types of equity issues that are excluded from the operation of Listing Rule 7.1 and 7.1A. The issue of the Placement Options does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1 and 7.1A. To this end, Resolutions 9(a) and 9(b) seek shareholder approval for the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolutions 9(a) and 9(b) are passed, the Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the date of issue of the Placement Shares (being 4 October 2023).

If Resolutions 9(a) and 9(b) are not passed, the Placement Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares (being 4 October 2023).

The effect of Resolution 10 will be to allow the Company to issue the Placement Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 10 is not passed, the Company will not be able to proceed to issue the Placement Options until such time as the Company has sufficient placement capacity under Listing Rule 7.1.

### **9.3 Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) a total of 66,176,877 Placement Shares were issued on 4 October 2023 as follows:
  - (i) 33,106,126 Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
  - (ii) 33,070,751 Placement Shares were issued within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;
- (b) the Placement Shares were issued at \$0.03 per Share;
- (c) the Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Placement Shares were issued to the Placement Participants, none of whom are a related party of the Company. Placement Participants were selected by the Company in consultation with the Lead Manager. No Placement Participants are considered to be "material investors" for the purposes of ASX Guidance Note 21, paragraph 7.2;
- (e) the proceeds from the issue of the Placement Shares are intended to be used towards exploration at the Yindi Project and Mt Clement Project and for continued exploration activities on West Spargoville, Redlings, Mt Clement, Lone Star and Kibby projects, as well as for costs of the Placement and general working capital;
- (f) the material terms on which the Placement Shares were issued are set out in section 9.1; and
- (g) a voting exclusion statement is included in the Notice.

### **9.4 Specific information required by Listing Rule 7.3**

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

- (a) a maximum of 38,088,439 unquoted Options are to be issued as Placement Options;
- (b) the Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Placement Options are free-attaching to the Placement Shares issued and therefore will be issued at an issue price of nil;
- (d) the Placement Options will be issued to Placement Participants, none of whom will be a related party of the Company. Placement Participants were selected by the Company in consultation with the Lead Manager. No Placement Participants are considered to be "material investors" for the purposes of ASX Guidance Note 21, paragraph 7.2;

- (e) the Placement Options will be exercisable at \$0.08 each on or before the date that is 3 years from the date of issue and will otherwise be issued on the terms and conditions set out in Schedule 4;
- (f) no funds will be raised from the issue of the Placement Options as they are free-attaching to the Placement Shares;
- (g) it is intended that the Placement Options will be issued on the same date;
- (h) the material terms on which the Placement Options will be issued are set out in section 9.1; and
- (i) a voting exclusion statement is included in the Notice.

## 10 Resolution 11 – Approval to issue of Lead Manager Options

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### 10.1 General

As set out in section 9.1 above, the Company recently completed the Placement. On 22 September 2023, the Company and GTT Ventures Pty Ltd (ACN 601 029 636) (**Lead Manager**) entered into a corporate advisory mandate (**Mandate**) pursuant to which the Lead Manager agreed to provide the Company with, amongst other things, lead management services with respect to capital raisings undertaken by the Company during the term of the Mandate as well as provide ongoing corporate advisory services.

Pursuant to the Mandate, the Company agreed, subject to the successful completion of the Placement, to:

- (a) issue the Lead Manager (or its nominees) 5,000,000 unquoted Options exercisable at \$0.08 each on or before the date that is 3 years from the date of issue as partial consideration for the lead manager services provided by the Lead Manager to the Company in connection with the Placement (**Lead Manager Options**); and
- (b) to pay the Lead Manager (or its nominees):
  - (i) a capital raising fee of 6% (plus GST) of the \$1,985,306.61 raised by the Lead Manager under the Placement (being approximately \$119,118 (plus GST)); and
  - (ii) a management fee of \$15,000 (plus GST).

The Mandate otherwise contains terms and conditions considered customary for an agreement of this nature (including in relation to termination events, representations, warranties, confidentiality and indemnities).

Resolution 11 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to issue up to 5,000,000 Lead Manager Options to the Lead Manager (or its nominees).

Resolution 11 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 11.

### 10.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is contained in section 7.3 above.

The effect of Resolution 11 will be to allow the Company to issue the Lead Manager Options during the period of 3 months after the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), without using the Company's 15% annual placement capacity under Listing Rule 7.1.



If Resolution 11 is not passed, the Company will not be able to proceed to issue the Lead Manager Options and the Company will have to pay the Lead Manager a cash equivalent based on the value determined using the Black Scholes methodology as at the date of the Meeting or delay the issue of the Lead Manager Options until such time as the Company has sufficient capacity under Listing Rule 7.1.

### **10.3 Specific information required by Listing Rule 7.3**

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

- (a) a maximum of 5,000,000 unquoted Options are intended to be issued as Lead Manager Options;
- (b) the Lead Manager Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Lead Manager Options will be issued for nominal cash consideration of \$0.0000000001 per Lead Manager Option, as part consideration for lead manager services provided by the Lead Manager to the Company in relation to the Placement. In addition to the Lead Manager Options, the Company agreed to pay the Lead Manager (or its nominees):
  - (i) a capital raising fee of 6% (plus GST) of the \$1,985,306.61 raised by the Lead Manager under the Placement (being approximately \$119,118 (plus GST)); and
  - (ii) a management fee of \$15,000 (plus GST);
- (d) the Lead Manager Options are exercisable at \$0.08 each on or before the date that is three years from the date of issue and were otherwise issued on the terms and conditions set out in Schedule 5;
- (e) the Lead Manager Options will be issued to the Lead Manager (or its nominees), none of whom is a related party of the Company or a “material investor” within the meaning in ASX Guidance Note 21;
- (f) nominal funds will be raised from the issue of the Lead Manager Options as the Lead Manager Options are being issued as part consideration for lead manager services provided by the Lead Manager to the Company with respect to the Placement;
- (g) it is intended that the issue of the Lead Manager Options will occur on the same date as Shareholder approval is obtained pursuant to Resolution 11;
- (h) the Lead Manager Options will be issued pursuant to the terms of the Mandate, the material terms of which are set out in section 10.1; and
- (i) a voting exclusion statement is included in the Notice.

## Schedule 1 – Definitions

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**\$ or A\$** means Australian Dollars.

**Additional 10% Placement Capacity** has the meaning given in section 6.1.

**Additional 10% Placement Period** has the meaning given in section 6.3(a).

**Annual Report** means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2023.

**Article** means an article of the Constitution.

**ASIC** means the Australian Securities and Investments Commission.

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

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors.

**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 person appointed to chair the Meeting of the Company convened by the Notice.

**Closely Related Party** means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

**Company** means Marquee Resources Limited (ACN 616 200 312).

**Constitution** means the constitution of the Company as at the date of the Meeting.

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

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Equity Security** has the same meaning as in the Listing Rules.

**Explanatory Statement** means the explanatory statement which forms part of the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Key Management Personnel** has the meaning given in the accounting standards issued by the Australian Accounting Standards Board. It includes 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, the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Lead Manager** means GTT Ventures Pty Ltd (ACN 601 029 636).

**Lead Manager Options** means 5,000,000 unquoted Option to be issued to the Lead Manager (or its nominees) pursuant to the Mandate on the terms and conditions set out in Schedule 5 which are the subject of Resolution 11.

**Listing Rules** means the listing rules of ASX.

**Mandate** has the meaning given in section 10.1.

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

**Minimum Issue Price** has the meaning given in section 6.3(b).

**Mt Clement Acquisition Agreement** has the meaning given in section **Error! Reference source not found.**

**Mt Clement Consideration Securities** means the Yindi Shares and the Yindi Options.

**Mt Clement Options** means 6,000,000 unquoted Options to be issued to Pure Mining (or its nominees) pursuant to the Mt Clement Acquisition Agreement on the terms and conditions set out in Schedule 3 which are the subject of Resolution 6.

**Mt Clement Project** has the meaning given in section **Error! Reference source not found.**

**Mt Clement Shares** means 6,500,000 Shares issued to Pure Mining (or its nominees) pursuant to the Mt Clement Acquisition Agreement which are the subject of Resolution 5.

**Notice** means this notice of annual general meeting.

**Official List** means the official list of ASX.

**Option** means an option to acquire a Share.

**Placement** has the meaning given in section 9.1.

**Placement Options** means 33,088,439 unquoted Options to be issued as free-attaching to the Placement Shares on a 1 for 2 basis on the terms and conditions set out in Schedule 4, which are the subject of Resolution 10.

**Placement Participants** means the sophisticated and professional investors introduced to the Company by the Lead Manager, who participated in the Placement.

**Placement Shares** means the 66,176,877 Shares issued on 4 October 2023 to the Placement Participants under the Placement, which are the subject of Resolutions 9(a) and 9(b).

**Proxy Form** means the proxy form attached to or accompanying the Notice.

**Pure Mining** means Pure Mining Pty Ltd (ACN 627 691 721).

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means a resolution referred to in the Notice.

**Royalty** has the meaning given in section **Error! Reference source not found.**

**Schedule** means a schedule to the Notice.

**Section** means a section of the Explanatory Statement.

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

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

**Shareholder** means the holder of a Share.

**Solstice** means Solstice Minerals Ltd (ACN 150 154 162).

**Spill Meeting** has the meaning given in section 3.2

**Strike** means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

**Trading Day** has the meaning given in the Listing Rules.

**VWAP** means volume weighted average market price.

**WST** means Western Standard Time being the time in Perth, Western Australia.

**Yindi Acquisition Agreement** has the meaning given in section **Error! Reference source not found..**

**Yindi Consideration Securities** means the Yindi Shares and the Yindi Options.

**Yindi Options** means 10,000,000 unquoted Options to be issued to Solstice (or its nominees) pursuant to the Yindi Acquisition Agreement on the terms and conditions set out in Schedule 3 which are the subject of Resolution 8.

**Yindi Project** has the meaning given in section **Error! Reference source not found..**

**Yindi Shares** means 10,000,000 Shares issued to Solstice (or its nominees) pursuant to the Yindi Acquisition Agreement which are the subject of Resolution 7.

## Schedule 2 – Equity Securities issued in the previous 12 months under Listing Rule 7.1A.2

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In accordance with Listing Rule 7.3A.6, details of each issue of or agreement to issue Equity Securities under Listing Rule 7.1A.2 by the Company during the 12 months preceding the date of the Meeting are set out in the table below:

Date of Issue	Number of Securities	Type of Security	Recipient of Security / Basis on which recipients were identified or selected	Issue Price and details of any discount to Market Price <sup>1</sup> (if applicable) on date of issue / agreement	Cash consideration received / to be received and Use of Funds
4 October 2023	33,070,751	Shares	Sophisticated and professional investors under the Placement	\$0.03 per Share, representing a premium of 3.4% to the Market Price on the date of issue	\$1,985,306.61 (before costs) was raised, of which \$0.00 has been expended, with the remainder intended to also be spent on exploration at the Yindi Project and Mt Clement Project and for continued exploration activities on West Spargoville, Redlings, Mt Clement, Lone Star and Kibby projects and for working capital requirements.

**Notes:**

- 1 "Market Price" means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.

## Schedule 3 – Terms and conditions of Mt Clement Options and Yindi Options

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The terms and conditions of the Mt Clement Options and Yindi Options (together, the **Consideration Options**) are:

(a) Entitlement

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

(b) Issue Price

The Consideration Options will be issued for a nil issue price.

(c) Exercise Price

Subject to section (j), the amount payable upon exercise of each Consideration Option will be \$0.08 (**Exercise Price**).

(d) Expiry Date

Each Consideration Option will expire at 5:00pm (AWST) on or before the date that is 3 years from the date of issue (**Expiry Date**). An Consideration Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) Exercise Period

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

(f) Notice of Exercise

The Consideration 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 Consideration Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) 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 Consideration Option being exercised in cleared funds (**Exercise Date**).

(h) Timing of issue of Shares on exercise

Within 5 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 Consideration 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 Consideration Options.

If a notice delivered under this section 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.

- (i) Shares issued on exercise

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

- (j) Reconstruction of capital

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

- (k) Participation in new issues

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

- (l) Change in exercise price

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

- (m) Transferability

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

- (n) Quotation

The Company will not seek to have the Consideration Options quoted by ASX.

## Schedule 4 – Terms and conditions of Placement Options

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The terms and conditions of the Placement Options are:

(a) Entitlement

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

(b) Issue Price

The Placement Options will be issued for a nil issue price.

(c) Exercise Price

Subject to section (j), the amount payable upon exercise of each Placement Option will be \$0.08 (**Exercise Price**).

(d) Expiry Date

Each Placement Option will expire at 5:00pm (AWST) on or before the date that is 3 years from the date of issue (**Expiry Date**). An Placement Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) Exercise Period

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

(f) Notice of Exercise

The Placement 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 Placement Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) 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 Placement Option being exercised in cleared funds (**Exercise Date**).

(h) Timing of issue of Shares on exercise

Within 5 Business Days after the Exercise Date, the Company will:

- (iv) issue the number of Shares required under these terms and conditions in respect of the number of Placement Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (v) 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
- (vi) 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 Placement Options.



If a notice delivered under this section 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.

(i) Shares issued on exercise

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

(j) Reconstruction of capital

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

(k) Participation in new issues

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

(l) Change in exercise price

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

(m) Transferability

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

(n) Quotation

The Company will not seek to have the Placement Options quoted by ASX.

## Schedule 5 – Terms and conditions of Lead Manager Options

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The terms and conditions of the Lead Manager Options are:

(a) Entitlement

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

(b) Issue Price

The Lead Manager Options will be issued for a nominal issue price of \$ 0.0000000001 each.

(c) Exercise Price

Subject to section (i), the amount payable upon exercise of each Lead Manager Option will be \$0.08 (**Exercise Price**).

(d) Expiry Date

Each Lead Manager Option will expire at 5:00pm (AWST) on or before the date that is 3 years from the date of issue (**Expiry Date**). A Lead Manager Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) Exercise Period

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

(f) Notice of Exercise

The Lead Manager 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 Lead Manager Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) 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 Lead Manager Option being exercised in cleared funds (**Exercise Date**).

(h) Timing of issue of Shares on exercise

Within 5 Business Days after the Exercise Date, the Company will:

- (vii) issue the number of Shares required under these terms and conditions in respect of the number of Lead Manager Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (viii) 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
- (ix) 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 Lead Manager Options.

If a notice delivered under this section 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.

(i) Shares issued on exercise

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

(j) Reconstruction of capital

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

(k) Participation in new issues

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

(l) Change in exercise price

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

(m) Transferability

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

(n) Quotation

The Company will not seek to have the Lead Manager Options quoted by ASX.



# Proxy Voting Form

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

Marquee Resources Limited | ABN 94 616 200 312

Your proxy voting instruction must be received by **01.00pm (AWST) on Tuesday, 21 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au/>

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

