



Western Mines Group Ltd

(ACN 640 738 834)

Notice of Annual General Meeting and Explanatory Statement

TIME: 10.00 am AWST

DATE: Tuesday 21 November 2023

PLACE: Kings Park Room
Level 1, Quest Kings Park
54 Kings Park Road
West Perth WA 6005

In accordance with section 110D of the *Corporations Act 2001* (Cth) (as inserted by the *Corporations Amendment (Meeting and Documents) Act 2022* (Cth)), the Company will not be sending hard copies of the Notice of Meeting to Shareholders, except to those who have elected to receive the Notice in physical form. Instead, Shareholders can access a copy of the Notice at the following link:

<https://www.westernmines.com.au/investors/asx-announcements/>

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, stockbroker or other professional adviser without delay.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company on +61 475 116 798.

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NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Shareholders of Western Mines Group Ltd (**WMG** or the **Company**) will be held in the Kings Park Room, Level 1, Quest Kings Park, 54 Kings Park Road, West Perth WA 6005 on 21 November 2023 commencing at 10.00 am AWST to consider and, if thought fit, to pass the Resolutions set out below.

Terms used in this Notice of Annual General Meeting and accompanying Explanatory Statement are defined in the glossary to the Explanatory Statement.

The Explanatory Statement which accompanies, and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial 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.

A voting prohibition applies to this Resolution. See below.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – REX TURKINGTON

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

“That, for the purpose of Article 108 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Rex Turkington, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass 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 up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 4 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO BENJAMIN GRGURIC, DIRECTOR OF THE COMPANY

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 750,000 Performance Rights under the Incentive Performance Rights Plan to Benjamin Grguric, Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

A voting restriction applies to this Resolution. See below.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 7,357,500 Shares in the Company, for the purpose and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1A

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 662,000 Shares in the Company, for the purpose and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

7. RESOLUTION 7 – ADOPTION OF EMPLOYEE INCENTIVE PLAN

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

“That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Incentive Share Option Plan and for the issue of a maximum of 5,000,000 Options under that Option Plan, on the terms and conditions set out in the Explanatory Statement.”

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

8. RESOLUTION 8 – APPROVAL OF ISSUE OF UNLISTED OPTIONS TO IAN GREGORY

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Options on the terms and conditions set out in the Explanatory Statement.”

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

9. RESOLUTION 9 – APPROVAL OF ISSUE OF UNLISTED OPTIONS TO SANLAM PRIVATE WEALTH

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 200,000 Options on the terms and conditions set out in the Explanatory Statement.”

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

10. RESOLUTION 10 – APPROVAL OF ISSUE OF SHARES AND UNLISTED OPTIONS TO DYNAMIC METALS

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 100,000 Shares and 200,000 Options to Dynamic Metals Limited on the terms and conditions set out in the Explanatory Statement.”

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

11. RESOLUTION 11 – APPROVAL OF ISSUE OF SHARES TO BLUE SPEC DRILLING

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 760,000 Shares to Blue Spec Drilling on the terms and conditions set out in the Explanatory Statement.”

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

DATED: 19 OCTOBER 2023

BY ORDER OF THE BOARD OF DIRECTORS



Ian Gregory
Company Secretary

ENQUIRIES

Shareholders are invited to contact the Company at contact@westernmines.com.au or +61 475 116 798 if they have any queries in respect of the matters set out in this document.

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, stockbroker or other professional adviser prior to voting.

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (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. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 4 – Issue of Incentive Performance Rights to Benjamin Grguric	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 7 – Adoption of Incentive Share Option Plan	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolution 4 – Issue of Incentive Performance Rights to Director	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Benjamin Grguric) or an associate of that person or those persons.
Resolution 5 – Ratification of prior issue of Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely participants in the Placement) or an associate of that person or those persons.
Resolution 6 – Ratification of prior issue of Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely participants in the Placement) or an associate of that person or those persons.
Resolution 7 – Adoption of Incentive Share Option Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 8 – Approval to issue unlisted options to Ian Gregory	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Ian Gregory) or an associate of that person (or those persons).
Resolution 9 – Approval to issue unlisted options to Sanlam Private Wealth	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Sanlam Private Wealth) or an associate of that person (or those persons).
Resolution 10 – Approval to issue Shares to Dynamic Metals Limited	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Dynamic Metals Limited) or an associate of that person (or those persons).
Resolution 11 – Approval to issue Shares to Blue Spec Drilling	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Blue Spec Drilling) or an associate of that person (or those persons).

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

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

NOTES

VOTING IN PERSON

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

MEETING ATTENDANCE

In addition to being able to attend the Meeting in person, the Company is pleased to provide Shareholders the opportunity to view the Meeting online.

If you wish to view the Meeting online (which will be broadcast as a live webinar) please register in advance by contacting the Company by email at contact@westernmines.com.au.

Instructions regarding viewing and asking questions at the Meeting will be provided following registration.

Shareholders will be able to ask questions during the meeting online, however, will not be able to vote. You are strongly encouraged to complete and submit a proxy form if you wish to vote, or attend the meeting in person.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company at contact@westernmines.com.au at least 48 hours before the Meeting.

VOTING BY A CORPORATION

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

YOUR VOTE IS IMPORTANT

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

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

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

Shareholders are strongly recommended to submit their vote by proxy in advance of the meeting.

VOTING BY PROXY

Please note:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder; and
- (c) a Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- Online: Lodge the Proxy Form online at
<https://investor.automic.com.au/#/loginsah>
by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View

Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form.

- By post to: Automic Registry Services
GPO Box 5193
Sydney NSW 2001
- In person at: Automic Registry Services
Level 5, 126 Phillip Street
Sydney NSW 2000
- By email: Completing the enclosed Proxy Form and emailing it to:
meetings@automicgroup.com.au
- By facsimile: +61 2 8583 3040

Note that the Proxy Form must be received by the Company not later than 10.00 am AWST on 19 November 2023.

Proxy Forms received later than this time will be invalid.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

ENTITLEMENT TO ATTEND AND VOTE

The Company may specify a time prior to the Meeting, at which a "snap-shot" of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Company's Directors have determined that all Shares of the Company that are registered at 10.00am AWST on 19 November 2023 will, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting to be held at 10.00 am AWST on 21 November 2023 in the Kings Park Room, Level 1, Quest Kings Park, 54 Kings Park Road, West Perth WA 6005.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Annual General Meeting, please contact the Company Secretary, your accountant, solicitor, stockbroker or other professional advisor before voting.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

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 remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

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.

1.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

1.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – REX TURKINGTON

In accordance with Listing Rule 14.5 and Article 108 of the Constitution, at every annual general meeting an election of Directors must take place. Listing Rule 14.4 and Article 107 of the Constitution prevents a Director from holding office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

The Directors to retire are those Directors who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement and in default of agreement by ballot. The Managing Director is exempt from retirement and re-election.

Rex Turkington retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Turkington was appointed as a Non-Executive Director of the Company on 28 October 2020. He is a highly experienced Corporate Advisor and Economist who has worked extensively in the Financial Services and Stockbroking Industry in Australia, specialising in the natural resources sector. Rex has extensive experience with equities, derivatives, foreign exchange and commodities and has participated in numerous Initial Public Offerings and Capital Raising for ASX listed companies. Currently Rex is Managing Director of South Pacific Securities, an Advisory Company, offering Corporate Finance and Investor Relations advice to Listed Companies. He was previously Chairman of ASX oil and gas explorer Key Petroleum Ltd (ASX:KEY) and Non-Executive Director of TNG Ltd (ASX:TNG), developing the world class Mt Peake V-Ti-Fe Project in the Northern Territory.

The Directors (excluding Rex Turkington) recommend that shareholders vote in favour of Resolution 2. The Chairman of the Meeting intends to vote undirected proxies in favour of the Resolution.

3. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

3.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

3.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum Price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in section 4.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the following purposes:

- 1. the acquisition of new assets or investments (including expenses associated with such an acquisition);
- 2. continued exploration and drilling and development study expenditure on the Company's current assets; and
- 3. general working capital.

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

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the market price of Shares and the number of Equity Securities on issue as at 12 October 2023.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Variable 'A' in Listing Rule 7.1A.2	Issue Price (per Share)	Dilution		
		\$0.1675 50% decrease in Issue Price	\$0.335 Issue Price	\$0.67 100% increase in Issue Price
Current Variable A* 62,552,831 Shares	10% Voting Dilution	6,255,283 Shares	6,255,283 Shares	6,255,283 Shares
	Funds raised	\$1,047,760	\$2,095,520	\$4,191,040
50% increase in current Variable A 93,829,247 Shares	10% Voting Dilution	9,382,925 Shares	9,382,925 Shares	9,382,925 Shares
	Funds raised	\$1,571,640	\$3,143,280	\$6,286,560
100% increase in current Variable A 125,105,662 Shares	10% Voting Dilution	12,510,566 Shares	12,510,566 Shares	12,510,566 Shares
	Funds raised	\$2,095,520	\$4,191,040	\$8,382,079

* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table uses the following assumptions:

1. There are currently 62,552,831 Shares on issue as at the date of this Notice of Meeting.
2. The issue price set out above is the closing price of the Shares on the ASX on 12 October 2023.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
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 ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above 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 ASX 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%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

(e) Allocation policy under the 10% Placement Capacity

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) Previous approval under ASX Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 25 November 2022 (**Previous Approval**).

ASX Listing Rule 7.3A.6 requires the Notice of Meeting to include details of the total number of Equity Securities issued under ASX Listing Rule 7.1A.2 by the Company in the 12 months preceding the date of the Meeting and the percentage they represent of the total number of Equity Securities on issue at the commencement of that 12 month period.

The Company has issued a total of 662,000 Equity Securities pursuant ASX Listing Rule 7.1A during the 12 months preceding the date of this Meeting representing approximately 0.88% of the total diluted number of Equity Securities on issue in the Company on 21 November 2022, being 75,400,001.

Information relating to issues of Equity Securities by the Company pursuant to ASX Listing Rule 7.1A in the 12 months prior to the date of this Meeting is as follows:

Date of Issue	Allottee	Equity Security	Price (and discount to market if any)	Key terms	Amount Raised: Use of Funds or non-cash Consideration
21 April 2023	Equentia Natural Resources	662,000 Shares	\$0.34 per Share. Shares were issued at a 15% discount to the price on the trading day prior to the date of agreement to place the shares (\$0.40).	Issue of fully paid ordinary shares pursuant to a placement of shares announced on ASX on 13 April 2023. Shares rank equally with existing Shares.	\$225,080 Funds raised under the Placement will be expended by the Company to expand and accelerate the diamond drilling program at the Company's Mulga Tank Ni-Cu-PGE Project and additional working capital. At this stage none of the funds have been used.

3.3 Voting Exclusion

As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, a voting exclusion statement is not included in this Notice.

The Chair intends to vote undirected proxies in favour of Resolution 3.

4. RESOLUTION 4 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO BENJAMIN GRGURIC, DIRECTOR OF THE COMPANY

4.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to issue 750,000 Performance Rights (**Incentive Securities**) to Benjamin Grguric (or their nominee) pursuant to the Incentive Performance Rights Plan and on the terms and conditions set out below (Incentive Performance Rights).

A summary of the material terms of the Incentive Securities are as follows:

Table A

Description

Each Right granted under the Plan will not vest and be exercisable unless the Vesting Conditions attaching to the Rights have been satisfied, or waived, as determined by the Board and in accordance with the rules of the Plan. Each vested Right entitles the holder to subscribe for one fully paid ordinary shares (**Share**) upon exercise of the Right at nil cost.

Expiry Date

Unexercised Rights will expire on 14 March 2025.

Vesting Conditions

Each one-third of the Rights is subject to the following vesting conditions:

1. WMG share price remains above \$0.80/share for period of 20 Business Days.
2. WMG share price remains above \$1.00/share for period of 20 Business Days.
3. WMG share price remains above \$1.20/share for period of 20 Business Days.

Other

In accordance with the ASX's requirements for performance securities, the Rights:

1. are not transferable (and, consequently, will not be quoted on ASX or any other exchange);
2. Do not confer any right to vote, except as otherwise required by law;
3. Do not confer any entitlement to a dividend, whether fixed at the discretion of the directors;
4. Do not confer any right to a return of capital, whether in winding up, upon a reduction of capital or otherwise;
5. Do not confer any right to participate in the surplus profit or assets of the entity upon winding up; and
6. Do not confer any right to participate in new issues of securities such as bonus issues or entitlement issues,

unless and until the applicable Vesting Conditions are achieved and the Rights are converted into Shares.

4.2 Chapter 2E of the Corporations Act and ASX Listing Rule 10.14

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

The issue of the Incentive Securities to Dr Grguric (or their nominee) constitutes giving a financial benefit and Mr Grguric is a related party of the Company by virtue of being a Director.

The Directors (other than Dr Grguric) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Incentive Securities, because the issue of the Incentive Securities constitutes reasonable remuneration payable to Dr Grguric.

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of Incentive Securities to Dr Grguric falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolution 4 seeks the required Shareholder approval for the issue of the Incentive Performance Rights under and for the purposes of Listing Rule 10.14.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Incentive Securities to Dr Grguric under the Performance Rights Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Incentive Performance Rights (because approval is being obtained under Listing Rule 10.14), the issue of the Incentive Securities will not use up any of the Company's 15% annual placement capacity.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Incentive Securities to Dr Grguric under the Performance Rights Plan.

4.3 Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Incentive Securities under Resolution 4 is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) The allottee of the Performance Rights is Benjamin Grguric;
- (b) The maximum number of Incentive Securities that may be acquired by the allottee 750,000 Incentive Securities to Benjamin Grguric;

- (c) The current total remuneration package received by the Director is:

Name	Current Salary (excluding superannuation)	Value of rights proposed to be issued under Resolution 4	If rights are issued total remuneration will be:
Benjamin Grguric	\$44,000	\$75,000	\$119,000

- (d) since the Incentive Plan was approved by Shareholders on 25 February 2022, the Company has not issued any Incentive Securities to the Director;
- (e) the material terms of the Incentive Securities are set out in Table A above;
- (f) the Company has decided to choose this type of equity security as it is unlisted (therefore has no immediate dilutionary impact on shareholders) and the terms can be structured to assist in aligning the interests of the holder with Shareholders of the Company.
- (g) The Incentive Securities are valued using the following metrics:

Grant Date	Expiry Date	Share Price at Grant	Barrier Price	Volatility	Risk-free Rate	Value at Grant
22/11/23	14/03/25	\$0.31	\$0.80	86%	3.0%	\$0.12
22/11/23	14/03/25	\$0.31	\$1.00	86%	3.0%	\$0.10
22/11/23	14/03/25	\$0.31	\$1.20	86%	3.0%	\$0.08

- (e) The Incentive Securities will be issued no later than 3 years from the date of this Meeting (or such later date as permitted by any ASX waiver or modification of ASX Listing Rules), if approved by Shareholders of the Company.
- (f) The Incentive Securities are being issued for nil cash consideration pursuant to the terms of the Incentive Plan. Accordingly, no funds will be raised.
- (g) The material terms of the Incentive Plan are set out in Table A above of this Notice of Meeting.
- (j) Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

4.4 Board Recommendation

The Directors, with the exception of Dr Benjamin Grguric, recommend that Shareholders vote in favour of Resolution 4.

The Chair intends to vote undirected proxies in favour of Resolution 4.

5. RESOLUTIONS 5 AND 6 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

Resolutions 5 and 6 seeks the approval of Shareholders to ratify the issue of the Placement Shares that were issued in accordance with ASX Listing Rules 7.1 and 7.1A in April 2023. The issue of the Placement Shares did not breach Listing Rule 7.1 at the time of the issue.

5.1 Regulatory Requirements

ASX Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12-month period.

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

ASX Listing Rule 7.4 states that an issue by a company of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

Resolutions 5 and 6 seek Shareholder approval under ASX Listing Rule 7.4 to ratify the issue of the Placement Shares under ASX Listing Rules 7.1 and 7.1A. The Company confirms that the issue of the Placement Shares did not breach ASX Listing Rule 7.1 or 7.1A. None of the recipients of the Shares were a related party of the Company within the meaning of the Corporations Act and the ASX Listing Rules.

The effect of the approval under ASX Listing Rule 7.4 of the issue of the Placement Shares will be that these Shares will not be counted as reducing the number of securities which the Company can issue in the future without shareholder approval under the 15% placement limit imposed by ASX Listing Rule 7.1 (Resolution 5) and/or the 10% placement limit imposed by ASX Listing Rule 7.1A.

The Company wishes to maintain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain shareholder approval under ASX Listing Rule 7.1 and 7.1A (subject to the passing of Resolution 3).

Accordingly, under Resolutions 5 and 6, the Company seeks Shareholder approval for, and ratification of the issue of the Placement Shares under ASX Listing Rule 7.1 and 7.1A and for the purposes of ASX Listing Rule 7.4.

If Resolutions 5 and 6 are passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% limit in ASX Listing Rule 7.1A respectively, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of the Placement.

If Resolutions 5 and 6 are not passed, the issue of the Placement Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% limit in ASX Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of the Placement.

The Shares issued, for which approval and ratification is sought under Resolutions 5 and 6 comprise 9.36% of the Company's fully diluted issued capital (based on the number of Shares, Options and Performance Rights on issue as at the date of this Notice of Meeting).

Technical information required for Resolutions 5 and 6

ASX Listing Rule 7.5 contains certain requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4 and the following information is included in this Explanatory Statement for this purpose in relation to Resolutions 5 and 6:

(a) The names of the persons to whom the entity issued the Shares

The Placement Shares were issued to institutional and sophisticated investors.

The subscribers were introduced to the Company by Sanlam Private Wealth as Lead Manager from the Lead Manager's client base.

None of the subscribers in the Placement are related parties of the Company or Material Investors.

(b) Number of securities and class of securities issued

Under Resolution 5 the Company issued 7,357,500 Shares.

Under Resolution 6, the Company issued 662,000 Shares.

(c) Terms of the securities

The Placement Shares are fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with existing Shares.

The Company has applied to ASX for official quotation of all the Placement Shares.

(d) **Date of issue**

The Placement Shares were issued on 21 April 2023.

(e) **Issue price or other consideration**

The issue price for the Placement Shares was \$0.34 per Share.

(f) **Purpose of the issue, including the intended use of the funds raised**

The funds raised under the Placement will be expended to expand and accelerate the Company's diamond drilling program at the Mulga Tank Ni-Cu-PGE Project and additional working capital.

(g) **Relevant agreement**

The Placement Shares were not issued pursuant to any agreement.

Board recommendation

The Board recommends Shareholders vote in favour of Resolutions 5 and 6. The Chair intends to vote undirected proxies in favour of the Resolution.

6. RESOLUTION 7 – ADOPTION OF EMPLOYEE INCENTIVE PLAN

6.1 Background

Resolution 7 seeks Shareholder approval for the adoption of the employee incentive scheme titled "Incentive Share Option Plan" (**Option Plan**) and for the issue of up to a maximum of 5,000,000 Options under the Option Plan in accordance with Listing Rule 7.2 (Exception 13(b)).

The objective of the Option Plan is to attract, motivate and retain key employees and the Company considers that the adoption of the Option Plan and the future issue of Options under the Option Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

Broadly speaking, and subject to a number of exceptions set out in Listing Rule 7.2, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 7 is passed, the Company will be able to issue Options under the Option Plan to eligible participants over a period of 3 years. The issue of any Options to eligible participants under the Option Plan (up to the maximum number of Options stated in Section 6.2 below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Options under the Option Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 7 is not passed, the Company will be able to proceed with the issue of Options under the Option Plan to eligible participants, but any issues of Options will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Options.

6.2 Technical information required by Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 7:

- (a) a summary of the key terms and conditions of the Option Plan is set out in Annexure A;
- (b) this is the first time that Shareholder approval is being sought for the adoption of the Option Plan, and accordingly, the Company has not issued any Options under the Option Plan previously and the Company is seeking Shareholder approval to adopt the Plan to include the new terms and conditions required by Division 1A of Part 7.12 of the Corporations Act, which replaced the previous relief provided by ASIC Class Order 14/1000 (Employee Incentive Scheme); and
- (c) the maximum number of Securities proposed to be issued under the Option Plan, following Shareholder approval, is 5,000,000 Shares. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.

7. RESOLUTIONS 8 TO 11 – APPROVAL TO ISSUE SECURITIES TO SERVICE PROVIDERS

7.1 Background

Resolutions 8 to 11 relate to approvals to issue Shares and/or Options to various service providers to the Company. Securities are intended to be issued to:

- (a) Ian Gregory, the Company's Company Secretary (Resolution 8);
- (b) Sanlam Private Wealth, for capital raising services provided to the Company (Resolution 9);
- (c) Dynamic Metals, as part consideration for Exploration Licence E39/2134 (Resolution 10); and
- (d) Blue Spec Drilling, for drilling services provided to the Company (Resolution 11).

As summarised in Section 6.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Shares and Options under each of Resolutions 8 to 11 do not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. They therefore require the approval of Shareholders under Listing Rule 7.1.

If Resolutions 8 to 11 are passed, then the Company will be able to issue the relevant Securities under that Resolution to the intended recipient. In addition, the issue of those Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If any of Resolutions 8 to 11 are not passed, then the Company will not be able to proceed with the issue of the Securities under that Resolutions. This may mean that the Company will either need to pay the relevant service provider in cash, reducing the Company's available cash for its exploration programmes and budgets, or negotiate alternative terms with the relevant service provider. Information on the agreements with each service provider are provided below.

7.2 Resolution 8 – Issue of Options to Ian Gregory

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 8:

- (a) the Options will be issued to Ian Gregory (or his nominee).
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Options to be issued is 1,000,000. The Options issued will be exercisable at a price equal to a 150% premium to the Volume Weighted Average Price of the Company's Shares traded on the ASX over the 5 business days up to and including the date of issue on or

before the date that is 4 years from the date of issue, and otherwise on the terms and conditions set out in Annexure B;

- (d) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (e) the Options will be issued at a nil issue price, in consideration for company secretarial services provided by Ian Gregory to the Company;
- (f) the purpose of the issue of the Options is to remunerate and incentivise Mr Gregory;
- (g) the Options are being issued to Mr Gregory are not being issued under an agreement; and
- (h) the Options are not being issued under, or to fund, a reverse takeover.

7.3 Resolution 9 – Issue of Options to Sanlam Private Wealth

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 9:

- (a) the Options will be issued to Sanlam Private Wealth (or its nominee/s).
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Options to be issued is 200,000. The Options issued will be exercisable at \$0.50 on or before 13 April 2026, and otherwise on the terms and conditions set out in Annexure B;
- (d) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (e) the Options will be issued at a nil issue price, in consideration for capital raising services to the Company under a mandate entered into for the April 2023 capital raising;
- (f) the purpose of the issue of the Options is to satisfy the Company's contractual obligations to Sanlam Private Wealth under its mandate;
- (g) the Options are being issued to Sanlam Private Wealth under its mandate whereby Sanlam was paid 6% of the funds raised under the April capital raising, an \$18,000 management fee and the options the subject of this Resolution; and
- (h) the Options are not being issued under, or to fund, a reverse takeover.

7.4 Resolution 10 – Issue of Shares and Options to Dynamic Metals

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 10:

- (a) the Shares and Options will be issued to Dynamic Metals Limited (or its nominee/s).
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;

- (c) the maximum number of Shares and Options to be issued is 100,000 Shares and 200,000 Options. The Options issued will be exercisable at \$0.60 on or before the date that is 3 years from the date of issue, and otherwise on the terms and conditions set out in Annexure B;
- (d) the Shares will be issued on the same terms and conditions as the Company's existing Shares on issue;
- (e) the Shares and Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares and Options will occur on the same date;
- (f) the Shares and Options will be issued at a nil issue price, in consideration for the acquisition of Exploration Licence E39/2134;
- (g) the purpose of the issue is to satisfy the consideration for the acquisition in accordance with the terms of the agreement for the acquisition of the tenement;
- (h) the Shares and Options are being issued under the terms of the acquisition agreement whereby the Company agreed to purchase Exploration Licence E39/2134 in consideration for the payment of \$20,000 in cash, the issue of the 100,000 Shares and 200,000 Options and the grant of a 1% net smelter royalty to Dynamic Metals Limited; and
- (i) the Shares and Options are not being issued under, or to fund, a reverse takeover.

7.5 Resolution 11 – Issue of Shares to Blue Spec Drilling

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 11:

- (a) the Shares will be issued to Blue Spec Drilling Pty Ltd (or its nominee/s).
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Shares to be issued is 760,000 Shares. The Shares will be issued on the terms and conditions as the existing Shares on issue in the Company;
- (d) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (e) the Shares will be issued at a nil issue price on conversion of the debt owing to Blue Spec Drilling Pty Limited of \$250,000. The deemed issue price of the Shares will be \$0.3289 per Share;
- (f) the purpose of the issue of the Shares is to satisfy the Company's obligation under a Deed of Debt Conversion to satisfy the debt owing by the Company to Blue Spec Drilling Pty Ltd for drilling services provided to the Company. If Resolution 11 is not passed, the Company will be unable to issue these Shares and the Company will be required to pay the outstanding amount in cash;
- (g) the Shares are being issued under a Deed of Debt Conversion whereby the Company and Blue Spec Drilling Pty Ltd agreed to convert a debt of \$250,000 into 760,000 Shares in the Company at a deemed issue price of \$0.3289 per Share, subject to the receipt of approval of the Company's Shareholders; and
- (h) the Shares are not being issued under, or to fund, a reverse takeover.

GLOSSARY

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

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

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

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

Company means Western Mines Group Ltd ACN 640 738 834.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

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

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 19 October 2023 including the Explanatory Statement.

Option means an unlisted option to acquire one fully paid Share in the Company.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a registered holder of a Share.

Share Registry means Automic Share Registry.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

ANNEXURE A

Summary of terms and conditions of Employee Share Option Plan

Participants in the ESOP

The Board may offer free Options to persons (**Eligible Persons**) who are:

- full time or part time employees;
- directors, alternate directors;
- company secretaries; or
- Contractors as defined in the Glossary.

Upon receipt of such an Offer, the Eligible Person may nominate an associate acceptable to the Board to be issued with **the Options**.

Terms of Options

There is no issue price for the Options. The exercise price for the Options will be determined by the Board and will not be less than the market value of Ordinary Shares at the date of grant.

The Company may allow Option Holders to elect that the Company instead allot and issue the number of Shares that are equal in value to the difference between the then Share price and the Exercise Price otherwise payable in relation to the Options (with the number of Shares rounded down).

Shares issued on exercise of Options will rank equally with other ordinary shares of the Company.

Options may not be transferred without the approval of the Board. Quotation of Options on the Australian Securities Exchange (ASX) will not be sought. However, the Company will apply to ASX for Quotation of shares issued on the exercise of Options.

The ESOP is administered by the Directors who have the power to add to, delete or otherwise vary the rules of the ESOP.

Restrictions on Issues and Exercise of Options

The Board may not offer Options under the ESOP if the total number of shares which would be issued were each Option accepted, together with the number of shares in the same class or Options to acquire such shares issued pursuant to all employee or executive share ESOP's during the previous five years, exceeds 5% of the total number of issued shares in that class as at the date of the offer.

Options may only be issued or exercised within the limitations imposed by the Corporations Law and the ASX Listing Rules.

Exercise of Options

Options may be exercised at any time between 2 and 5 years after the date of grant of the Options.

If an Eligible Person leaves the employment of the group:

- (b) 2 years or more after Options are issued; or
- (c) because of retirement at or after 55 years of age, disablement, retrenchment, death or any other circumstances approved by the Board,

the Options may be exercised within 30 days (or 3 months in the case of death), or any longer period permitted by the Board. If not exercised in that time, the Options lapse.

If an Eligible Person leaves the employment of the group earlier than 2 years after Options are issued and (b) above does not apply, the Options lapse.

If an Eligible Person acts fraudulently, dishonestly or in breach of obligations to the Company or any subsidiary then, at the Board's discretion, Options issued for that person will lapse.

Unexercised Options will automatically lapse five years after they are issued.

Participation in Future Issues

The holders of Options will not participate in new issues, including bonus issues, unless they have exercised the Options at that time and provided such exercise is permitted by the terms of the Option.

If there is a bonus issue to shareholders, the number of shares over which the Option is exercisable may be increased by the number of shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.

In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

Capital Reconstruction

In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the Option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.

ANNEXURE B

General terms and conditions of Options

(a) **Entitlement**

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

(b) **Exercise Period**

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

(c) **Notice of Exercise**

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

(d) **Exercise Date**

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

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

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

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

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

(f) **Shares issued on exercise**

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

(g) **Reconstruction of capital**

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

(h) **Participation in new issues**

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

(i) **Change in exercise price**

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

(j) **Transferability**

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

Your proxy voting instruction must be received by **10.00am (AWST) on Sunday, 19 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:

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Sydney NSW 2000

BY EMAIL:

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BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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