

23 October 2023

Dear Shareholder

Annual General Meeting – Notice of Meeting and Proxies

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Magnetic Resources NL (ACN 121 370 232) (**Company**) will be held as follows:

Time and date: 4.00pm (Perth time) on Tuesday, 28 November 2023

Location: Level 1, 44A Kings Park Road, West Perth, Western Australia

Notice of Meeting

In accordance with the *Corporations Act 2001* (Cth) the Company will not be dispatching physical copies of the Notice of Meeting unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at <https://magres.com.au/investors-media/>; and
- the ASX market announcements page under the Company's code "MAU".

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

Voting at the Meeting or by proxy

Shareholders are encouraged to vote by lodging a proxy form.

Proxy forms can be lodged:

- **Online:** <https://investor.automic.com.au/#/loginsah>
- **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
- **By fax:** +61 2 8583 3040
- **By mobile:** Scan the QR Code on your Proxy Form and follow the prompts

Your proxy voting instruction must be received by 4.00pm (Perth time) on Sunday, 26 November 2023 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Authorised for release by:

Ben Donovan
Non-Executive Director & Company Secretary
Magnetic Resources NL



magnetic resources^{NL}

**Magnetic Resources NL
ACN 121 370 232**

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held as follows:

Time and date: 4.00pm (AWST) on Tuesday, 28 November 2023

Location: Level 1, 44A Kings Park Road, West Perth, WA 6005

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on 08) 9226 1777.

Shareholders are urged to vote by lodging the Proxy Form

Magnetic Resources NL
ACN 121 370 232
(Company)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of Magnetic Resources NL ACN 121 370 232 will be held at the offices of the Company at Level 1, 44A Kings Park Road, West Perth, WA 6005 on Tuesday, 28 November 2023 at 4.00pm (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Sunday, 26 November 2023 at 5.00pm (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Annual Report

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

Note: there is no requirement for Shareholders to approve the Annual Report.

2 Resolutions

Resolution 1 – Remuneration Report

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

'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'

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

Resolution 2 – Re-election of Director – Hian Siang Chan

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

'That, for the purposes of Listing Rule 14.4, Clause 14.2 of the Constitution, and for all other purposes, Hian Siang Chan, a Director who was appointed as a Director by the Board on 30

November 2020, retires and, being eligible and offering himself for re-election, is elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval of 10% Placement Facility

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

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Ratification of issue of May Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,649,506 May Placement Shares issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Ratification of issue of Placement Options

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,216,502 Placement Options issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Ratification of issue of WDD Consideration Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 583,584 WDD Consideration Shares issued to WDD under Listing Rule 7.1 as follows:

(a) 446,871 Tranche 1 WDD Consideration Shares; and

(b) 136,713 Tranche 2 WDD Consideration Shares,

on the terms and conditions in the Explanatory Memorandum.'

Resolution 7 – Ratification of issue of KTE Consideration Shares

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

resolution the following:

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 647,962 KTE Consideration Shares issued to KTE under Listing Rule 7.1 as follows:

- (a) *208,564 Tranche 1 KTE Consideration Shares; and*
- (b) *439,398 Tranche 2 KTE Consideration Shares,*

on the terms and conditions in the Explanatory Memorandum.'

Resolution 8 – Ratification of issue of September Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,669,945 September Placement Shares issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.'

Resolution 9 – Ratification of issue of iDrilling Consideration Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 33,511 iDrilling Consideration Shares issued to iDrilling under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.'

Resolution 10 – Approval of issue of Director Placement Securities

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

'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 555,556 Director Placement Shares and 185,185 Director Placement Options to Mr Hian Siang Chan (or his nominees) on the terms and conditions in the Explanatory Memorandum.'

Resolution 11 – Approval of issue of Director Options

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

'That, pursuant to and in accordance with Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of the Director Options to the Directors (or their respective nominees) as follows:

- (a) *up to 750,000 Director Options to Eric Lim;*
- (b) *up to 1,500,000 Director Options to George Sakalidis;*

- (c) *up to 750,000 Director Options to Ben Donovan; and*
- (d) *up to 750,000 Director Options to Hian Siang Chan,*
on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 3:** if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are 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.
- (b) **Resolution 4:** by or on behalf of any person who participated in the issue of the May Placement Shares, or any of their respective associates.
- (c) **Resolution 5:** by or on behalf of any person who participated in the issue of the Placement Options, or any of their respective associates.
- (d) **Resolution 6(a) and (b):** by or on behalf of WDD, and any person who participated in the issue of the WDD Consideration Shares, or any of their respective associates.
- (e) **Resolution 7(a) and (b):** by or on behalf of KTE, and any person who participated in the issue of the KTE Consideration Shares, or any of their respective associates.
- (f) **Resolution 8:** by or on behalf of any person who participated in the issue of the May Placement Shares, or any of their respective associates.
- (g) **Resolution 9:** by or on behalf of iDrilling, and any person who participated in the issue of the iDrilling Consideration Shares, or any of their respective associates.
- (h) **Resolution 10:** by or on behalf of Mr Hian Siang Chan (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (i) **Resolution 11(a):** by or on behalf of Mr Eric Lim (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (j) **Resolution 11(b):** by or on behalf of Mr George Sakalidis (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (k) **Resolution 11(c):** by or on behalf of Mr Ben Donovan (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (l) **Resolution 11(d):** by or on behalf of Mr Hian Siang Chan (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Options

(except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person 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 does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 11(a) to (d) (inclusive): In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if:

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

However, the above prohibition does not apply if:

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

Further, in accordance with section 224 of the Corporations Act, a vote on **Resolution 11(a) to (d)** (inclusive) must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

BY ORDER OF THE BOARD



Ben Donovan
Non-Executive Director and Company Secretary
Magnetic Resources NL
Dated: 23 October 2023

Magnetic Resources NL
ACN 121 370 232
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 1, 44A Kings Park Road, West Perth, WA 6005 at 4.00pm (AWST).

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

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Hian Siang Chan
Section 6	Resolution 3 – Approval of 10% Placement Facility
Section 7	Resolution 4 – Ratification of issue of May Placement Shares
Section 8	Resolution 5 – Ratification of issue of Placement Options
Section 9	Resolution 6 – Ratification of issue of WDD Consideration Shares
Section 10	Resolution 7 – Ratification of issue of KTE Consideration Shares
Section 11	Resolution 8 – Ratification of issue of September Placement Shares
Section 14	Resolution 9 – Ratification of issue of iDrilling Consideration Shares
Section 13	Resolution 10 – Approval of issue of Director Placement Securities
Section 14	Resolution 11 – Approval of issue of Director Options
Schedule 1	Definitions
Schedule 2	Terms and conditions of Placement Options
Schedule 3	Terms and conditions of Director Options

Schedule 4	Valuation of Director Options
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A Proxy Form is made available at the end of the Explanatory Memorandum.

2. **Action to be taken by Shareholders**

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 **Voting in person**

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

2.2 **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 is signed.

2.3 **Voting by proxy**

Shareholders are encouraged to vote by completing a Proxy Form.

A Proxy Form is made available with this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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 available Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the

resolution – the proxy must not vote on a show of hands;

- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.4 **Chair's voting intentions**

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 and Resolution 11(a) to (d) (inclusive) even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any Resolution, in which case an ASX announcement will be made.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution (under section 224 of the Corporations Act), the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form.

2.5 **Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at bdonovan@arguscorp.com.au by 5.00pm (AWST) on Sunday, 26 November 2023.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Annual Report

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 <https://magres.com.au/investors-media/> or on the ASX platform for "MAU" at www.asx.com.au;
- (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 five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. Resolution 1 – Remuneration Report

4.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2023 in the Annual 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.

In accordance with section 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.

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 managing director (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 managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2022 annual general meeting held on 28 November 2023. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2024 annual general meeting, 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.

4.2 **Additional information**

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

5. **Resolution 2 – Re-election of Director – Hian Siang Chan**

5.1 **General**

Clause 14.2 of the Constitution and Listing Rule 14.4 both provide that a Director (excluding the Managing Director) must not hold office without re-election past the third annual general meeting following that Director's appointment or three years.

Clause 14.2 of the Constitution also provides that a Director who retires by rotation is eligible for re-election, and that re-election takes effect at the conclusion of the Meeting

Accordingly, Mr Hian Siang Chan, a Director who was last appointed on 30 November 2020 at the Company's 2020 annual general meeting, retires at this Meeting and, being eligible and offering himself for re-election, seeks re-election pursuant to Resolution 2.

If Resolution 2 is passed, Mr Chan will be re-elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 2 is not passed, Mr Chan will not be re-elected as a Director of the Company.

5.2 **Hian Siang Chan**

Mr Hian Siang Chan is the founder, executive director and chief executive of SP Chemicals, a Singapore-based company specialising in the production of chlor-alkali and petrochemicals in the Jiangsu Province of China. Mr Chan is also an executive director of SP Chemicals' parent company, Asiawide Holdings. Prior to SP Chemicals, he had a banking career in loans and syndications at AsianAmerican Merchant Bank in Singapore.

Mr Chan is a council member of the Singapore Chinese Chamber of Commerce and Industry.

Mr Chan holds a Bachelor of Arts (Economics) from York University in Toronto, and a Master of Business Administration from McGill University in Montreal.

If elected, Mr Chan is not considered by the Board (with Mr Chan abstaining) to be an independent Director by virtue of Mr Chan being a substantial Shareholder of the Company.

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

5.3 **Board recommendation**

The Board (other than Mr Chan who has a personal interest in the outcome of this Resolution) supports the election of Mr Chan for the following reasons:

- (a) Mr Chan has the necessary level of experience; and
- (b) Mr Chan has an in-depth knowledge and understanding of the Company and its business, and his continuing role as a member of the Board will benefit the Company.

5.4 **Additional information**

Resolution 2 is an ordinary resolution.

The Board (other than Mr Chan who has a personal interest in the outcome of Resolution 2) recommend that Shareholders vote in favour of Resolution 2.

6. **Resolution 3 – Approval of 10% Placement Facility**

6.1 **General**

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 3 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

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 provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in Listing Rule 7.1.

6.2 **Listing Rule 7.1A**

- (a) **Is the Company an eligible entity?**

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$234 million, based on the closing price of Shares (\$0.96) on 20 October 2023.

(b) What Equity Securities can be issued?

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, the Company has on issue two quoted classes of Equity Securities, being Shares and Partly Paid Shares.

(c) How many Equity Securities can be issued?

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) \div E$$

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

- (A) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (1) the agreement was entered into before the commencement of the Relevant Period; or
 - (2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

- (D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;
- (E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and
- (F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity.

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is 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 price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 6.2(e)(i) above, the date on which the Equity Securities are issued, **(Minimum Issue Price)**.

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

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

(10% Placement Period).

(g) **What is the effect of Resolution 3?**

The effect of Resolution 3 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder

approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

6.3 **Specific 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 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 6.2(e) above).

(c) **Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

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

Shareholders should note that there is a risk that:

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

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

If this Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 6.2(c) above) as at the date of this Notice (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Shares (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.48 50% decrease in Current Market Price	\$0.96 Current Market Price	\$1.92 100% increase in Current Market Price
244,096,889 Shares	10% Voting Dilution	24,409,689 Shares	24,409,689 Shares	24,409,689 Shares
Variable A	Funds raised	\$11,716,651	\$23,433,301	\$46,866,603
366,145,334 Shares	10% Voting Dilution	36,614,533 Shares	36,614,533 Shares	36,614,533 Shares
50% increase in Variable A	Funds raised	\$17,574,976	\$35,149,951	\$70,299,903
488,193,778 Shares	10% Voting Dilution	48,819,378 Shares	48,819,378 Shares	48,819,378 Shares
100% increase in Variable A	Funds raised	\$23,433,301	\$46,866,603	\$93,733,206

Notes:

1. The table has been prepared on the following assumptions:
 - (a) The issue price is the current market price (\$0.96), being the closing price of the Shares on ASX on 20 October 2023, being the latest practicable date before this Notice was signed.
 - (b) Variable A comprises of 244,096,889 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.
 - (c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (d) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
 - (e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.

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%. The table does not show an example of dilution that may be caused to

a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 30 November 2022.

In the 12 months preceding the date of the Meeting, the Company has not issued or agreed to issue Equity Securities under Listing Rule 7.1A.

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

6.4 **Additional information**

Resolution 3 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).

The Board recommend that Shareholders vote in favour of Resolution 3.

7. **Resolution 4 – Ratification of issue of May Placement Shares**

7.1 General

On 3 May 2023, the Company announced that it had secured commitments for a placement to raise approximately \$3.24 million (before costs) (**May Placement**). The May Placement is comprised of the following two tranches:

- (a) 6,649,506 Shares to be issued to professional and sophisticated investors at an issue price of \$0.45 per Share (**May Placement Shares**); and
- (b) 555,556 Shares to be issued to Mr Hian Siang Chan (or his nominees) on the same terms as the May Placement Shares (**Director Placement Shares**), the subject of Resolution 10.

The Company also offered 1 free attaching Option exercisable at \$0.68 each and expiring on 10 May 2025 for every 3 Shares subscribed for under the May Placement (**Placement Options**).

The Company issued the May Placement Shares and Placement Options using the Company's available placement capacity under Listing Rule 7.1 as follows:

- (a) 3,631,669 May Placement Shares issued on 10 May 2023; and
- (b) 3,017,837 May Placement Shares and 2,216,502 Placement Options issued on 12 May 2023.

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the May Placement Shares.

7.2 Listing Rules 7.1 and 7.4

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

The issue of the May Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the May Placement Shares.

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

The effect of Shareholders passing Resolution 4 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 4 is passed, 6,649,506 May Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 4 is not passed, 6,649,506 May Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 6,649,506 Equity Securities for the 12 month period following the issue of those May Placement Shares.

7.3 **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 May Placement Shares:

- (a) The May Placement Shares were issued to sophisticated and institutional investors, none of whom is a related party or Material Investor of the Company (**May Placement Participants**). Novus Capital Limited (**Lead Manager**) acted as Lead Manager to the May Placement. The participants in the May Placement were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the May Placement from existing contacts of the Company and clients of the Lead Manager.
- (b) A total of 6,649,506 May Placement Shares were issued using the Company's available placement capacity under Listing Rule 7.1.
- (c) The May Placement Shares are 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 May Placement Shares were issued at \$0.45 per Share raising approximately \$2,992,278 (before costs).
- (e) The May Placement Shares were issued on the following dates:
 - (i) 3,631,669 May Placement Shares issued on 10 May 2023; and
 - (ii) 3,017,837 May Placement Shares issued on 12 May 2023.
- (f) The proceeds from the issue of the May Placement Shares have been or are intended to be applied towards the Laverton Project as follows:
 - (i) drilling programmes to increase and upgrade the resource at Lady Julie North 4;
 - (ii) geotechnical drilling;
 - (iii) completion of early work studies;
 - (iv) publishing feasibility studies; and
 - (v) initial preparations for the commencement of mining; and
 - (vi) general working capital.
- (g) There are no other material terms to the agreement for the subscription of the May Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

7.4 **Additional information**

Resolution 4 is an ordinary resolution.

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

8. **Resolution 5 – Ratification of issue of Placement Options**

8.1 **General**

Refer to Section 7.1 above for the background to the Placement Options.

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

8.2 **Listing Rules 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is contained in Section 7.2 above.

The issue of the Placement Options does not fit within any of the exceptions to Listing Rule 7.1, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Placement Options.

The effect of Shareholders passing Resolution 5 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 5 is passed, 2,216,502 Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 5 is not passed 2,216,502 Placement Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 2,216,502 Equity Securities for the 12 month period following the issue of those Placement Options

8.3 **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 Options:

- (a) The Placement Options were issued to the May Placement Participants (refer to Section 7.3(a) for further details of the May Placement Participants).
- (b) A total of 2,216,502 Placement Options were issued using the Company's available placement capacity under Listing Rule 7.1.
- (c) The Placement Options are exercisable at \$0.68 each and expire on 10 May 2025. The Placement Options are otherwise subject to the terms and conditions in Schedule 2.
- (d) The Placement Options were issued on 12 May 2023.

- (e) The Placement Options were issued as free attaching Options to the May Placement Shares. Accordingly, nil additional cash consideration was payable by the May Placement Participants. However, funds received upon exercise of the Placement Options will be used towards the Company's general working capital purposes and further development of the Company's projects.
- (f) A summary of the intended use of funds raised from the May Placement is in Section 7.3(f) above. No additional funds will be raised by the issue of the Placement Options.
- (g) There are no other material terms to the agreement for the subscription of the Placement Options.
- (h) A voting exclusion statement is included in the Notice.

8.4 **Additional information**

Resolution 5 is an ordinary resolution.

The Board recommend that Shareholders vote in favour of Resolution 5.

9. **Resolution 6 – Ratification of issue of WDD Consideration Shares**

9.1 **General**

On 19 May 2023 and 15 June 2023, the Company issued in aggregate 583,584 Shares without prior Shareholder approval using the Company's available Listing Rule 7.1 placement capacity pursuant to a standard drilling agreement entered into between the Company and Westralian Diamond Drillers Pty Ltd (**WDD**) (**WDD Drilling Agreement**) as follows:

- (a) 446,871 Shares on 19 May 2023 at a deemed issue price of \$0.56 per Share (**Tranche 1 WDD Consideration Shares**); and
- (b) 136,713 Shares on 15 June 2023 at a deemed issue price of \$0.516 per Share (**Tranche 2 WDD Consideration Shares**),

(together, the **WDD Consideration Shares**).

Resolution 6(a) and (b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the WDD Consideration Shares.

9.2 **Summary of WDD Drilling Agreement**

Pursuant to the WDD Drilling Agreement, in consideration for the provision of drilling services conducted by WDD in connection with the Company's projects, the Company agreed to provide the following consideration payments to WDD (or its nominees):

- (a) the WDD Consideration Shares; and
- (b) a cash payment of approximately \$164,603 (excluding GST).

The WDD Drilling Agreement otherwise contains terms and conditions considered standard for an agreement of this nature.

9.3 **Listing Rules 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is set out in Section 7.2 above.

The effect of Shareholders passing Resolution 6 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 6(a) is passed, 446,871 Tranche 1 WDD Consideration Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 6(b) is passed, 136,713 Tranche 2 WDD Consideration Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 6(a) is not passed, 446,871 Tranche 1 WDD Consideration Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 446,871 Equity Securities for the 12 month period following the issue of those Tranche 1 WDD Consideration Shares.

If Resolution 6(b) is not passed, 136,713 Tranche 2 WDD Consideration Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 136,713 Equity Securities for the 12 month period following the issue of those Tranche 2 WDD Consideration Shares.

9.4 **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 WDD Consideration Shares:

- (a) The WDD Consideration Shares were issued to Westralian Diamond Drillers Pty Ltd (ACN 000 149 824).
- (b) A total of 583,584 WDD Consideration Shares were issued using the Company's available placement capacity under Listing Rule 7.1 as follows:
 - (i) 446,871 Tranche 1 WDD Consideration Shares on 19 May 2023 at a deemed issue price of \$0.56 per Share; and
 - (ii) 136,713 Tranche 2 WDD Consideration Shares on 15 June 2023 at a deemed issue price of \$0.516 per Share.
- (c) The WDD Consideration Shares are 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 WDD Consideration Shares were issued for nil cash consideration as partial consideration for drilling services carried out by WDD pursuant to the WDD Drilling Agreement.

- (e) The WDD Consideration Shares were issued under the WDD Drilling Agreement and the material terms of this agreement are set out in Section 9.2 above.
- (f) A voting exclusion statement is included in the Notice.

9.5 Additional information

Resolution 6(a) and (b) are separate ordinary resolutions.

The Board recommend that Shareholders vote in favour of Resolution 6(a) and (b).

10. Resolution 7 – Ratification of issue of KTE Consideration Shares

10.1 General

On 15 June 2023 and 9 October 2023, the Company issued in aggregate 647,962 Shares without prior Shareholder approval using the Company's available Listing Rule 7.1 placement capacity pursuant to a standard drilling agreement entered into between the Company and KTE Mining Services Pty Ltd (**KTE**) (**KTE Drilling Agreement**) as follows:

- (a) an aggregate 208,563 Shares on 15 June 2023 comprising:
 - (i) 77,617 Shares at a deemed issue price of \$0.50 per Share; and
 - (ii) 130,947 Shares at a deemed issue price of \$0.49 per Share,
(together, **Tranche 1 KTE Consideration Shares**); and
- (b) 439,398 Shares on 9 October 2023 at a deemed issue price of \$0.705 per Share (**Tranche 2 KTE Consideration Shares**),
(together, the **KTE Consideration Shares**).

Resolution 7(a) and (b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the KTE Consideration Shares.

10.2 Summary of KTE Drilling Agreement

Pursuant to the KTE Drilling Agreement, in consideration for the provision of drilling services conducted by KTE in connection with the Company's projects, the Company agreed to provide the following consideration payments to KTE (or its nominees):

- (a) the KTE Consideration Shares; and
- (b) a cash payment of approximately \$154,459 (excluding GST).

The KTE Drilling Agreement otherwise contains terms and conditions considered standard for an agreement of this nature.

10.3 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 7.2 above.

The effect of Shareholders passing Resolution 7 will be to allow the Company to retain the

flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 7(a) is passed, 208,564 Tranche 1 KTE Consideration Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 7(b) is passed, 439,398 Tranche 2 KTE Consideration Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 7(a) is not passed, 208,564 Tranche 1 KTE Consideration Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 208,564 Equity Securities for the 12 month period following the issue of those Tranche 1 KTE Consideration Shares.

If Resolution 7(b) is not passed, 439,398 Tranche 2 KTE Consideration Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 439,398 Equity Securities for the 12 month period following the issue of those Tranche 2 KTE Consideration Shares.

10.4 **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 KTE Consideration Shares:

- (a) The KTE Consideration Shares were issued to KTE Mining Services Pty Ltd (620 810 602).
- (b) A total of 647,962 KTE Consideration Shares were issued using the Company's available placement capacity under Listing Rule 7.1 as follows:
 - (i) 208,564 Tranche 1 KTE Consideration Shares issued on 15 June 2023 comprising:
 - (A) 77,617 Tranche 1 Consideration Shares at a deemed issue price of \$0.50 per Share; and
 - (B) 130,947 Tranche 1 Consideration Shares at a deemed issue price of \$0.049 per Share; and
 - (ii) 439,398 Tranche 2 KTE Consideration Shares on 9 October 2023 at a deemed issue price of \$0.705 per Share.
- (c) The KTE Consideration Shares are 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 KTE Consideration Shares were issued for nil cash consideration as partial consideration for drilling services carried out by KTE pursuant to the KTE Drilling Agreement.
- (e) The KTE Consideration Shares were issued under the KTE Drilling Agreement and the material terms of this agreement are set out in Section 10.2 above.
- (f) A voting exclusion statement is included in the Notice.

10.5 **Additional information**

Resolution 7(a) and (b) are separate ordinary resolutions.

The Board recommend that Shareholders vote in favour of Resolution 7(a) and (b).

11. **Resolution 8 – Ratification of issue of September Placement Shares**

11.1 **General**

On 20 September 2023, the Company announced that it had secured commitments for a placement to raise approximately \$4.8 million (before costs) via the issue of approximately 6,669,945 Shares (**September Placement Shares**) to be issued to professional and sophisticated investors at an issue price of \$0.72 per Share (**September Placement**).

On 28 September 2023, the Company issued the September Placement Shares using the Company's available placement capacity under Listing Rule 7.1.

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the September Placement Shares.

11.2 **Listing Rules 7.1 and 7.4**

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

The issue of the September Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the September Placement Shares.

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

The effect of Shareholders passing Resolution 8 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 8 is passed, 6,669,945 September Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of

Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 8 is not passed, 6,669,945 September Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 6,669,945 Equity Securities for the 12 month period following the issue of those September Placement Shares.

11.3 **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 September Placement Shares:

- (a) The September Placement Shares were issued to sophisticated and institutional investors, none of whom is a related party or Material Investor of the Company, other than Target Range Pty Ltd and Alcock Superannuation Fund Pty Ltd <Alcock Super Fund A/C> who held jointly, approximately 11.3% of the total Shares on issue prior to completion of the September Placement (**September Placement Participants**). The September Placement was Company lead, which involved the Company seeking expressions of interest to participate in the September Placement from existing and new contacts of the Company.
- (b) A total of 6,669,945 September Placement Shares were issued using the Company's available placement capacity under Listing Rule 7.1.
- (c) The September Placement Shares are 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 September Placement Shares were at \$0.72 per Share raising approximately \$4,802,360 (before costs).
- (e) The September Placement Shares were issued on 28 September 2023.
- (f) The proceeds from the issue of the September Placement Shares have been or are intended to be applied towards the Laverton Project as follows:
 - (i) an infill and extension drilling program to increase resources and JORC categorisation;
 - (ii) completion of early work studies;
 - (iii) completion of an initial feasibility study;
 - (iv) initial preparations for commencement of mining; and
 - (v) general working capital.
- (g) There are no other material terms to the agreement for the subscription of the May Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

11.4 **Additional information**

Resolution 8 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 8.

12. **Resolution 9 – Ratification of issue of iDrilling Consideration Shares**

12.1 **General**

On 9 October 2023, the Company issued in aggregate 33,511 Shares at a deemed issue price of \$0.854 per Share (**iDrilling Consideration Shares**) without prior Shareholder approval using the Company's available Listing Rule 7.1 placement capacity pursuant to a standard drilling agreement entered into between the Company and iDrilling Australia Pty Ltd (**iDrilling**) (**iDrilling Agreement**):

Resolution 9 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the iDrilling Consideration Shares.

12.2 **Summary of iDrilling Agreement**

Pursuant to the iDrilling Agreement, in consideration for the provision of drilling services conducted by iDrilling in connection with the Company's projects, the Company agreed to provide the following consideration payments to iDrilling (or its nominees):

- (a) the iDrilling Consideration Shares; and
- (b) a cash payment of approximately \$91,032 (excluding GST).

The iDrilling Agreement otherwise contains terms and conditions considered standard for an agreement of this nature.

12.3 **Listing Rules 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is set out in Section 7.2 above.

The effect of Shareholders passing Resolution 9 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 9 is passed, 33,511 iDrilling Consideration Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 9 is not passed, 33,511 iDrilling Consideration Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 33,511 Equity Securities for the 12 month period following the issue of those iDrilling Consideration Shares.

12.4 **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 iDrilling Consideration Shares:

- (a) The iDrilling Consideration Shares were issued to iDrilling Australia Pty Ltd (ACN 632 452 325).
- (b) A total of 33,511 iDrilling Consideration Shares were issued using the Company's available placement capacity under Listing Rule 7.1.
- (c) The iDrilling Consideration Shares are 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 iDrilling Consideration Shares were issued on 9 October 2023.
- (e) The iDrilling Consideration Shares were issued for nil cash consideration but were issued at a deemed issue price of \$0.854 per Share as partial consideration for drilling services carried out by iDrilling pursuant to the iDrilling Agreement.
- (f) The iDrilling Consideration Shares were issued under the iDrilling Agreement and the material terms of this agreement are set out in Section 12.2 above.
- (g) A voting exclusion statement is included in the Notice.

12.5 Additional information

Resolution 9 is an ordinary resolution.

The Board recommend that Shareholders vote in favour of Resolution 9.

13. Resolution 10 – Approval of issue of Director Placement Securities

13.1 General

The background to the proposed issue of the Director Placement Shares is in Section 7.1(b) above.

Mr Hian Siang Chan, a Director of the Company, wishes to participate in the May Placement to the extent of subscribing for up to 555,556 Director Placement Shares and 185,185 Placement Options (**Director Placement Options**) to raise up to \$250,000 (before costs).

Resolution 10 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Director Placement Shares and Director Placement Options (together, the **Director Placement Securities**) to Mr Chan (or his nominees).

13.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

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

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

Mr Hian Siang Chan is a related party of the Company by virtue of being a Director. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Securities to Mr Chan (or his nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 10 will be to allow the Company to issue the Director Placement Securities to Mr Chan (or his nominees), raising \$250,000 (before costs).

If Resolution 10 is not passed, the Company will not be able to proceed with the issue of the Director Placement Securities to Mr Chan (or his nominees), and will not receive the additional \$250,000 (before costs) committed by Mr Chan.

13.3 **Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Securities:

- (a) The Director Placement Securities will be issued to Mr Hian Siang Chan (or his nominees).
- (b) Mr Chan falls into the category stipulated by Listing Rule 10.11.1 by virtue of being a Director of the Company.
- (c) A maximum of 740,741 Director Placement Securities will be issued to Mr Chan (or his nominees) comprising:
 - (i) 555,556 Director Placement Shares; and
 - (ii) 185,185 Director Placement Options.
- (d) The Director Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Director Placement Options will be exercisable at \$0.68 each and will expire on 10 May 2025. The Director Placement Options are subject to the terms and conditions in Schedule 2.

- (f) The Director Placement Securities will be issued no later than one month after the date of the Meeting.
- (g) The Director Placement Shares are proposed to be issued at an issue price of \$0.05 each, being the same issue price as other Placement Shares and will raise up to approximately \$250,000 (before costs). The Director Placement Options are proposed to be issued for nil cash consideration as they are free-attaching to the Director Placement Shares. Accordingly, no funds will be raised from the issue of the Director Placement Options.
- (h) A summary of the intended use of funds raised from the May Placement is in Section 7.3(f) above. No additional funds will be raised by the issue of the Director Placement Options.
- (i) The proposed issue of the Director Placement Securities are not intended to remunerate or incentivise Mr Chan.
- (j) There are no other material terms to the proposed issue of the Director Placement Securities. The Director Placement Securities will not be issued pursuant to an agreement.
- (k) A voting exclusion statement is included in the Notice.

13.4 **Chapter 2E of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 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 proposed issue of the Director Placement Securities constitutes giving a financial benefit to related parties of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Securities because the Securities will be issued on the same terms as those Securities issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

13.5 **Additional information**

Resolution 10 is an ordinary resolution.

The Board (other than Mr Hian Siang Chan who has a personal interest in the outcome of this Resolution) recommend that Shareholders vote in favour of Resolution 10.

14. Resolution 11 – Approval of issue of Director Options

14.1 General

The Company is proposing, subject to obtaining Shareholder approval, to issue up to a total of 3,750,000 Options to Directors, Eric Lim, George Sakalidis, Ben Donovan and Hian Siang Chan, or their respective nominees, (**Director Options**) as follows:

Director	Director Options ⁽¹⁾
Eric Lim (<i>Non-Executive Chairman</i>)	750,000
George Sakalidis (<i>Managing Director</i>)	1,500,000
Ben Donovan (<i>Non-Executive Director & Company Secretary</i>)	750,000
Hian Siang Chan (<i>Non-Executive Director</i>)	750,000
TOTAL	3,750,000

1. *The Director Options are exercisable at the price equivalent to 150% of the 5-day VWAP of the Company's Shares actually traded on the ASX, calculated up to and including the date of the Meeting. The Directors Options expire on the date that is 3 years from the date of issue and will vest immediately upon issue. The terms and conditions of the Director Options are in Schedule 3.*

The Director Options are subject to the terms and conditions in Schedule 3.

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue of the Director Options seeks to align the efforts of the Directors in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising with Options is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Director Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

Resolution 11(a) to (d) (inclusive) seeks Shareholder approval pursuant to Listing Rule 10.11 and sections 195(4) and 208 of the Corporations Act for the issue of up to 3,750,000 Director Options to the Directors or their respective nominees

14.2 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 13.2 above.

Each of Messrs Eric Lim, George Sakalidis, Ben Donovan and Hian Siang Chan is a related party of the Company by virtue of being a Director. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Options to the Directors (or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 11(a) to (d) (inclusive) will be to allow the Company to issue the Director Options to the Directors (or their respective nominees) in the proportions listed above.

If Resolution 11(a) to (d) (inclusive) are not passed, the Company will not be able to proceed with the issue of the Director Options to the Directors (or their respective nominees) and the Company will consider other alternative commercial means to incentivise the Directors, including by the payment of cash, subject to the requirements of the Constitution, Corporations Act and Listing Rules.

14.3 **Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Options :

- (a) The Director Options will be issued to:
 - (i) Eric Lim pursuant to Resolution 11(a);
 - (ii) George Sakalidis pursuant to Resolution 11(b);
 - (iii) Ben Donovan pursuant to Resolution 11(c); and
 - (iv) Hian Siang Chan pursuant to Resolution 11(d),or their respective nominees).
- (b) Each of Eric Lim, George Sakalidis, Ben Donovan and Hian Siang Chan are a related party of the Company by virtue of being a Director of the Company and fall into the category stipulated by Listing Rule 10.11.1. In the event the Director Options are issued to a nominee of a Director, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (c) An aggregate maximum of 3,750,000 Director Options will be issued to the Directors (or their respective nominees) in the proportions set out in Section 14.3 above.
- (d) The Director Options will be issued on the terms and conditions in Schedule 3.
- (e) The Director Options will be issued to the Directors (or their respective nominees) as soon as practicable following the Meeting and in any event not later than one month after the Meeting.
- (f) The Director Options will be issued for nil cash consideration as they will be issued as part of each Directors' remuneration package. Accordingly, no funds will be raised as a result of the issue.
- (g) The Directors current total annual remuneration package as at the date of this Notice is set out below:

Director	Salary and fees (inclusive of superannuation)
Eric Lim (<i>Non-Executive Chairman</i>)	\$52,900
George Sakalidis (<i>Managing Director</i>)	\$532,345
Ben Donovan (<i>Non-Executive Director & Company Secretary</i>)	\$26,520
Hian Siang Chan (<i>Non-Executive Director</i>)	\$52,900

- (h) There are no material terms to the proposed issue of the Director Options.
- (i) A voting exclusion statement is included in the Notice.

14.4 Section 195 of the Corporations Act

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Directors have a personal interest in the outcome of each of their respective Resolutions under Resolution 11(a) to (d) (inclusive) and have exercised their right under section 195(4) of the Corporations Act to put the issue of the Director Options to the Directors to Shareholders to resolve upon.

14.5 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 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 proposed issue of the Director Options constitutes giving a financial benefit to related parties of the Company.

Given the personal interests of all the Directors in the outcome of this Resolution, the Board is seeking Shareholder approval pursuant to Chapter 2E of the Corporations Act in respect of the issue of the Director Options.

14.6 Information required under Chapter 2E of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of the Director Options:

(a) **Identity of the related parties to whom Resolution 11(a) to (d) permit financial benefits to be given**

Refer to Section 14.3(a) above.

(b) **Nature of the financial benefit**

Resolution 11(a) to (d) (inclusive) seek Shareholder approval to allow the Company to issue the Director Options in the amounts specified in Section 14.2 to the Directors (or their respective nominees).

The Director Options are to be issued on the terms and conditions in Schedule 3.

The Shares to be issued upon conversion of the Director Options will be fully paid ordinary Shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

(c) **Board recommendations**

Given the personal interests of all the Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders in relation to Resolution 11(a) to (d) (inclusive).

(d) **Valuation of financial benefit**

Using a Black and Scholes valuation model, the Company's valuation of the Director Options is in Schedule 3 with a summary below:

Director	Director Options	Valuation
Eric Lim (<i>Non-Executive Chairman</i>)	750,000	\$263,116.53
George Sakalidis (<i>Managing Director</i>)	1,500,000	\$526,233.07
Ben Donovan (<i>Non-Executive Director & Company Secretary</i>)	750,000	\$263,116.53
Hian Siang Chan (<i>Non-Executive Director</i>)	750,000	\$263,116.53
TOTAL	3,750,000	\$1,313,582.67

(e) **Remuneration of the Directors**

Refer to Section 14.3(g) above.

(f) **Existing relevant interest of Directors**

At the date of this Notice, the Directors hold the following relevant interests in Equity Securities of the Company:

Director	Shares	Partly Paid Shares	Options
Eric Lim (<i>Non-Executive Chairman</i>)	9,790,206	Nil	1,650,000
George Sakalidis (<i>Managing Director</i>)	8,009,617	3,135,714	3,300,000
Ben Donovan (<i>Non-Executive Director & Company Secretary</i>)	19,047	Nil	60,000
Hian Siang Chan (<i>Non-Executive Director</i>)	29,608,982	Nil	750,000

Assuming that Resolution 11(a) to (d) (inclusive) are approved by Shareholders, all of the Director Options are issued, vested and exercised into Shares, and no other Equity Securities are issued or exercised (including any existing Options or Partly Paid Shares held by the Directors as at the date of this Notice), the interests of each of the Directors in the Company would (based on the Share capital as at the date of this Notice) be as follows:

Director	Interest in the Share capital of the Company
Eric Lim (<i>Non-Executive Chairman</i>)	4.27%
George Sakalidis (<i>Managing Director</i>)	3.85%
Ben Donovan (<i>Non-Executive Director & Company Secretary</i>)	0.31%

Hian Siang Chan (<i>Non-Executive Director</i>)	12.29%
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(a) **Dilution**

The issue of the Director Incentive Securities will have a diluting effect on the percentage interest of existing Shareholders' holdings if the Director Incentive Securities are converted to Shares. The potential dilution if all of the Director Options are exercised into Shares is 1.21%. This figure assumes the current Share capital structure as at the date of this Notice and that no Shares are issued other than the Shares issued on conversion of the Director Options.

The exercise of all of the Director Options will result in a total dilution of all other Shareholders' holdings of 1.08% on a fully diluted basis (assuming that all other Securities are exercised and converted to Shares). The actual dilution will depend on the extent that additional Shares are issued by the Company.

(b) **Trading history**

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice were:

Highest: \$0.96 per Share on 19 October 2023

Lowest: \$0.46 per Share on 21 June 2023

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was \$0.96 per Share on 19 October 2023.

(c) **Corporate governance**

George Sakalidis is an Executive Director of the Company and therefore the Board (other than George Sakalidis) believe that the grant of those Director Options to George Sakalidis is in line with Recommendation 8.2 of the 4th Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Recommendations**).

The Board notes that the grant of those Director Options to Messrs Eric Lim, Ben Donovan and Hian Siang Chan (together, the **Non-Executive Directors**) is in line with Recommendation 8.2 of the Recommendations and that the grant does not affect the independence of the Non-Executive Directors as there are no performance-based milestones attaching to those Director Options.

(d) **Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Director Options (including fringe benefits tax).

(e) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 11(a) to (d) (inclusive).

14.7 **Additional information**

Resolution 11(a) to (d) (inclusive) are separate ordinary resolutions.

Given the personal interests of all the Directors in the outcome of Resolution 11(a) to (d) (inclusive) the Board declines to make a recommendation to Shareholders in relation to Resolution 11(a) to (d) (inclusive).

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

10% Placement Facility	has the meaning in Section 6.1.
10% Placement Period	has the meaning in section 6.2(f).
\$ or A\$	means Australian Dollars.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2023.
ASIC	means the Australian Securities and Investments Commission.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report contained in the Annual Report.
AWST	means Australian Western Standard Time.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Clause	means a clause of the Constitution.
Closely Related Party	means: <ul style="list-style-type: none">(a) a spouse or child of the member; or(b) has the meaning given in section 9 of the Corporations Act.
Company	means Magnetic Resources NL (ACN 121 370 232).
Constitution	means the Constitution of the Company, as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Director Options	means up to 3,750,000 Options to be issued to the Directors (or their respective nominees), the subject of Resolution 11(a) to (d) (inclusive).
Director Placement Options	has the meaning given in Section 7.1.
Director Placement Securities	means the Director Placement Shares and Director Placement Options.
Director Placement Shares	has the meaning given in Section 7.1.

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 Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the financial report contained in the Annual Report.
iDrilling	means iDrilling Australia Pty Ltd (ACN 632 452 325).
iDrilling Agreement	has the meaning given in Section 12.1.
iDrilling Consideration Shares	has the meaning given in Section 12.1.
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.
KTE	means KTE Mining Services Pty Ltd (ACN 620 810 602).
KTE Consideration Shares	means the Tranche 1 KTE Consideration Shares and Tranche 2 KTE Consideration Shares.
KTE Drilling Agreement	has the meaning given in Section 10.1.
Lead Manager	means Novus Capital Limited (ACN 006 711 995).
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: <ul style="list-style-type: none"> (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
May Placement	has the meaning given in Section 7.1.

May Placement Participants	Has the meaning given in Section 7.3.
May Placement Shares	means 6,649,506 Shares issued under the May Placement at an issue price of \$0.45 per Share, the subject of Resolution 4.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Minimum Issue Price	has the meaning in Section 6.2(e).
Notice	means this notice of annual general meeting.
Option	means an option to acquire a Share.
Partly Paid Shares	means a partly paid contributing share in the capital of the Company, paid to Nil and unpaid to \$0.20.
Placement Options	means 2,216,502 free attaching Options issued under the May Placement, the subject of Resolution 5.
Proxy Form	means the proxy form made available with this Notice.
Recommendations	means the 4 th Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.
Remuneration Report	means the remuneration report contained in the Annual Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
September Placement	has the meaning given in Section 11.1.
September Placement Participants	has the meaning given in Section 11.1.
September Placement Shares	means 6,669,945 Shares issued under the September Placement at an issue price of \$0.72 per Share, the subject of Resolution 8.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Strike	has the meaning in Section 4.1.
Tranche 1 KTE Consideration Shares	has the meaning given in Section 10.1.

Tranche 1 WDD Consideration Shares	has the meaning given in Section 9.1.
Tranche 2 KTE Consideration Shares	has the meaning given in Section 10.1.
Tranche 2 WDD Consideration Shares	has the meaning given in Section 9.1.
Variable A	has the meaning in Section 6.3(d).
VWAP	means volume weighted average market price.
WDD	means Westralian Diamond Drillers Pty Ltd (ACN 000 149 824).
WDD Consideration Shares	means the Tranche 1 WDD Consideration Shares and Tranche 2 WDD Consideration Shares.
WDD Drilling Agreement	has the meaning given in Section 9.1.

Schedule 2 Terms and conditions of Placement Options

The terms and conditions of the Placement Options (including the Director Placement Options), in this Schedule referred to as '**Options**', are as follows:

1. **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. **(Exercise Price)**: The amount payable upon exercise of each Option will be \$0.68 (**Exercise Price**).
3. **(Expiry Date)**: Each Option will expire at 5:00 pm (AWST) on 10 May 2025 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4. **(Exercise Period)**: The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5. **(Quotation)**: The Company will not apply for quotation of the Options on any securities exchange.
6. **(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.
7. **(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**).
8. **(Timing of issue of Shares on exercise)**: Within five Business Days after the Exercise Date, the Company will, subject to paragraph 10:
 - (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
9. **(Shares issued on exercise)**: Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
10. **(Takeovers prohibition)**: The issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act.
11. **(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.

12. **(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.
13. **(Entitlement to dividends)**: The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
14. **(Entitlement to capital return)**: The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
15. **(Adjustment for reorganisation)**: If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
16. **(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.
17. **(Adjustment for bonus issue)**: If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.
18. **(Voting rights)**: The Options do not confer any right to vote at meetings of members of the Company, except as required by law, during the currency of the Options without first exercising the Options).
19. **(Transferability)**: The Options are not transferrable.

Schedule 3 Terms and conditions of Director Options

The terms and conditions of the Director Options, in this Schedule referred to as '**Options**' are as follows:

1. **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. **(Expiry Date)**: Each Option will expire at 5:00pm (AWST) on the date that is 3 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
3. **(Exercise Period)**: The Options are exercisable at any time on or prior to the Expiry Date.
4. **(Exercise Price)**: Subject to adjustment in accordance with paragraph 14, the amount payable upon exercise of each Option will be 150% of the 5-day VWAP of the Company's shares actually traded on the ASX, calculated up to and including the date of the Meeting (**Exercise Price**).
5. **(Quotation of the Options)**: The Company will not apply for quotation of the Options on any securities exchange.
6. **(Transferability)**: The Options are not transferable, unless with the Boards consent.
7. **(Notice of Exercise)**: The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and, if applicable, 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.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and, if applicable, the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
8. **(Timing of issue of Shares on exercise)**: Within 5 Business Days after the Exercise Date the Company will, subject to paragraphs 9 and 12:
 - (a) allot and 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, if applicable, cleared funds have been received by the Company; and
 - (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act.
9. **(Restrictions on transfer of Shares)**: If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.
10. **(Timing of application for quotation)** If admitted to the official list of ASX at the time, the Company must apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options within 10 Business Days of the end of the quarter in which the exercise occurred, or within such other time period required by the Listing Rules.
11. **(Shares issued on exercise)**: Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

12. **(Cashless exercise of Options):** The holder of Options may elect not to be required to provide payment of the Exercise Price for the number of Options specified in a Notice of Exercise but that on exercise of those Options the Company will transfer or allot to the holder that number of Shares equal in value to the positive difference between the then Market Value of the Shares at the time of exercise and the Exercise Price that would otherwise be payable to exercise those Options (with the number of Shares rounded down to the nearest whole Share).

Market Value means, at any given date, the VWAP per Share traded on the ASX over the five (5) trading days immediately preceding that given date

13. **(Takeovers prohibition):**
- (a) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
14. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
15. **(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.
16. **(Entitlement to dividends):** The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
17. **(Entitlement to capital return):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
18. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
19. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.
20. **(Change in exercise price):** There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).

21. **(Voting rights):** The Options do not confer any right to vote at meetings of members of the Company, except as required by law, during the currency of the Options without first exercising the Options.
22. **(Constitution):** Upon the issue of Shares on exercise of the Options, the holder agrees to be bound by the Company's constitution.

Schedule 4 Valuation of Director Options

The Director Options have been valued by the Company according to a Black-Scholes valuation model on the following assumptions:

Director	Eric Lim	George Sakalidis	Ben Donovan	Hian Siang Chan
Number of Director Options	750,000	1,500,000	750,000	750,000
Grant Date	30 November 2023	30 November 2023	30 November 2023	30 November 2023
Spot Price	\$0.850	\$0.850	\$0.850	\$0.850
Assumed Exercise Price	\$1.275	\$1.275	\$1.275	\$1.275
Assumed Expiry Date	30 November 2026	30 November 2026	30 November 2026	30 November 2026
Volatility	80%	80%	80%	80%
Risk Free Interest Rate	0.04234%	0.04234%	0.04234%	0.04234%
Annualised Dividend Yield	Nil	Nil	Nil	Nil
Value of each Director Option	\$0.35	\$0.35	\$0.35	\$0.35
Total Fair Value of Options Granted	\$263,116.53	\$526,233.07	\$263,116.53	\$263,116.53

Notes:

1. The Director Options will vest immediately upon issue should Shareholder approval be received.
2. The Australian Government 3-year bond rate as at the grant date was used.
3. A nil dividend yield was assumed on the basis that the Company is unlikely to pay a dividend during the life of the Director Options.
4. An Exercise Price (\$1.275) equal to 150% of the Spot Price, has been assumed for the purposes of the valuation.

Your proxy voting instruction must be received by **04.00pm (AWST) on Sunday, 26 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:

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