

# METALSGROVE MINING LIMITED ACN 655 643 039

27 October 2023

#### **ANNUAL GENERAL MEETING - NOTICE AND PROXY FORM**

An Annual General Meeting (**Meeting**) of MetalsGrove Mining Limited (**MetalsGrove** or the **Company**) will be held on Tuesday, 28 November 2023 at 2.00pm (WST) at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia.

The Notice of Meeting (**Notice**) can be viewed and downloaded at <a href="https://metalsgrove.com.au/asx-announcements/">https://metalsgrove.com.au/asx-announcements/</a>. The Notice includes information on participating in the Meeting and the business to be considered at the Meeting.

In accordance with section 110E of the Corporations Amendment (Meetings and Documents) Act 2022 (Cth), the Company will not be sending hard copies of the Notice unless a Shareholder has elected to receive documents in hard copy. If you have not elected to receive documents in hard copy, you can still request a hard copy of the Notice by contacting the Company Secretary by telephone on +61 8 9482 0500 or via email at info@metalsgrove.com.au.

If you are unable to attend the Meeting, the Company strongly encourages shareholders to lodge a proxy form prior to the Meeting. Shareholders can lodge their proxy by going to <a href="https://investor.automic.com.au/#loginsah">https://investor.automic.com.au/#loginsah</a> and logging in with your holder number (HIN/SRN), which you can find on your enclosed personalised proxy form. Your proxy form must be received by 2.00pm (WST), Sunday 26 November 2023, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant, or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, please contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Yours faithfully

Sean Sivasamy

Managing Director & CEO MetalsGrove Mining Ltd

# METALSGROVE MINING LTD ACN 655 643 039 NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

**TIME**: 2:00pm (WST)

**DATE**: Tuesday, 28 November 2023

**PLACE**: The Park Business Centre

45 Ventnor Avenue West Perth, WA 6005

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

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 2:00pm (WST) on Sunday, 26 November 2023.

# BUSINESS OF THE MEETING

#### **AGENDA**

#### FINANCIAL STATEMENTS AND REPORTS

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

#### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2023."

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

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

#### 2. RESOLUTION 2 - RE-ELECTION OF DIRECTOR - RICHARD BEAZLEY

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

"That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Richard Beazley, a Director, retires by rotation, and being eligible, is re-elected as a Director."

# 3. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

#### 4. RESOLUTION 4 – VARIATION OF PERFORMANCE RIGHTS TERMS – SEAN SIVASAMY

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the variation to the terms of the 700,000 Class A Performance Rights, 650,000 Class B Performance Rights and 1,170,000 Class C Performance Rights issued

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to Sean Sivasamy (or his nominee) on the terms set out in the Explanatory Statement."

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

## 5. RESOLUTION 5 – VARIATION OF PERFORMANCE RIGHTS TERMS – RICHARD BEAZLEY

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the variation to the terms of 250,000 Class A Performance Rights and 150,000 Class B Performance Rights issued to Richard Beazley (or his nominee) on the terms set out in the Explanatory Statement."

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

#### 6. RESOLUTION 6 - VARIATION OF PERFORMANCE RIGHTS TERMS - HAIDONG CHI

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the variation to the terms of the 700,000 Class A Performance Rights and 650,000 Class B Performacne Rights issued to Haidong Chi (or his nominee) on the terms set out in the Explanatory Statement."

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

Dated: 27 October 2023

By Order of the Board

Rebecca Broughton Company Secretary

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#### **Voting Prohibition Statements**

# Resolution 1 – Adoption of Remuneration Report

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and

expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

# Resolution 4 – Variation of Performance Rights terms – Sean Sivasamy

In accordance with section 224 of the Corporations Act, a vote on this Resolution 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 (**Resolution 4 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party.

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 this Resolution if:

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

Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:

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

## Resolution 5 – Variation of Performance Rights terms – Richard Beazley

In accordance with section 224 of the Corporations Act, a vote on this Resolution 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 (**Resolution 5 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party.

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 this Resolution if:

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

Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:

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

### Resolution 6 – Variation of Performance Rights terms – Haidong Chi

In accordance with section 224 of the Corporations Act, a vote on this Resolution 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 (**Resolution 6 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.

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 this Resolution if:

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

Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:

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

#### **Voting Exclusion Statements**

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

Resolution 4 – Variation of Performance Rights terms – Sean Sivasamy	Sean Sivasamy (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Variation of Performance Rights terms – Richard Beazley	Richard Beazley (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Variation of Performance Rights terms – Haidong Chi	Haidong Chi (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

#### Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

#### Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6388 2725.

# **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

# 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <a href="https://metalsgrove.com.au/">https://metalsgrove.com.au/</a>.

#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

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

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

# 2.2 Voting consequences

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

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

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

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

# 2.3 Previous voting results

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

#### 3. RESOLUTION 2 - RE-ELECTION OF DIRECTOR - RICHARD BEAZLEY

#### 3.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Richard Beazley, who has served as a Director since 22 December 2021 and was last elected on 2 November 2022, retires by rotation and seeks re-election.

# 3.2 Qualifications and other material directorships

Mr Beazley is an experienced mining engineer with 35 years of experience with a strong corporate, operational and technical background in the resources industry. Throughout Mr Beazley's career, he has worked on projects throughout Australia, Africa and South America.

Mr Beazley's former roles include Chief Operating Officer of Sandfire Resources NL (ASX: SFR), Managing Director at Peak Resources Limited (ASX: PEK), General Manager Operations at Consolidated Minerals and General Manager – Southern Cross Operations at St Barbara Limited (ASX:SBM).

Mr Beazley is also currently the interim managing director and CEO of Troy Resources Limited.

# 3.3 Independence

If re-elected the Board considers Richard Beazley will be an independent Director.

# 3.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Richard Beazley will be re-elected to the Board as a non-executive Director.

In the event that Resolution 2 is not passed, Richard Beazley will not join the Board as a non-executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

# 3.5 Board recommendation

The Board has reviewed Richard Beazley's performance since his appointment to the Board and considers that their skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the reelection of Richard Beazley and recommends that Shareholders vote in favour of Resolution 2.

#### 4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

#### 4.1 General

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

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

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

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$5,534,550 (based on the number of Shares on issue and the closing price of Shares on the ASX on 4 October 2023).

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

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

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

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

# 4.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 3:

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

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

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

## (b) Minimum price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that 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 entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 4.2(b)(i), the date on which the Equity Securities are issued.

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

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of new projects, continued exploration expenditure on the Company's current projects for corporate administration and working capital purposes.

# (d) Risk of Economic and Voting Dilution

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

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

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 4 October 2023.

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

			Dilution			
Number of Shares on Issue		Shares issued –	Issue Price			
			\$0.053	\$0.105	\$0.16	
•	in Listing Rule (A.2)	10% voting dilution	50% decrease	Issue Price	50% increase	
		aoo	Funds Raised			
Current	52,710,000 Shares	5,271,000 Shares	\$279,363	\$553,455	\$832,818	
50% increase	79,065,000 Shares	7,906,500 Shares	\$419,044	\$830,182	\$1,249,227	
100% increase	105,420,000 Shares	10,542,000 Shares	\$558,726	\$1,106,910	\$1,665,636	

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

#### The table above uses the following assumptions:

- 1. There are currently 52,710,000 Shares on issue comprising.
- 2. The issue price set out above is the closing market price of the Shares on the ASX on 4 October 2023 (being \$0.105).
- 3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- 4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- 5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Performance Rights are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Performance Rights, it is assumed that those quoted Performance Rights are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- 6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- 7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
- 8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- 9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

#### Shareholders should note that there is a risk that:

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

## (e) Allocation policy under the 7.1A Mandate

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

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

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

# (f) Previous approval under Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 2 November 2022 (**Previous Approval**).

During the 12 month period preceding the date of the Meeting, being on and from 28 November 2022, the Company has not issued any Equity Securities pursuant to the Previous Approval.

# 4.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

# 5. RESOLUTIONS 4 TO 6 – VARIATION OF PERFORMANCE RIGHTS

# 5.1 Background

As announced on 4 July 2022, the Company issued a total of 4,270,000 Performance Rights pursuant to its initial public offer prospectus dated 13 May 2022 (**Prospectus**) to the Directors, comprising:

Class <sup>1</sup>	Number of Performance Rights	Vesting Condition
Class A	1,650,000	The Shares trade at a volume weighted average price of at least \$0.40 over a 20 day period (20 Day VWAP) within two years from the date of issue of the Class A Performance Rights (being, 27 June 2024) (Class A Vesting Condition).
Class B	1,450,000	The Shares trade at a 20 Day VWAP of at least \$0.50 within two years from the date of issue of the Class B Performance Rights (being, 27 June 2024) (Class B Vesting Condition).
Class C	1,170,000	The Company announcing any one of the following downhole drilling intercepts:  (a) at least 10m @ 1.25% Cu; or  (b) at least 10M @ 36% Mn; or  (c) at least 10m @ 1% Li,  within two years from the date of issue of the Class C Performance Rights (being, 27 June 2024) (Class C Vesting Condition).
TOTAL	4,270,000	

#### Notes:

1. Each class of Performance Rights expire on 21 December 2024.

The Performance Rights were issued to the Directors in the following proportions:

Director	Class A <sup>1</sup>	Class B <sup>2</sup>	Class C <sup>3</sup>
Sean Sivasamy	700,000	650,000	1,170,000
Richard Beazley	250,000	150,000	-
Haidong Chi	700,000	650,000	-
TOTAL	1,650,000	1,450,000	1,170,000

Resolutions 4 to 6 seek Shareholder approval to vary the vesting conditions and expiry date of the Performance Rights (Varied Performance Rights) as follows (Variation):

Class	Number of Performance Rights	Vesting Condition Variation	Expiry Date Variation
Class A	1,650,000	The Shares trade at a 20 Day VWAP of at least \$0.40 at any time on or before 30 June 2025.	21 December 2025
Class B	1,450,000	The Shares trade at a 20 Day VWAP of at least \$0.50 at any time on or before 30 June 2025.	21 December 2025
Class C	1,170,000	The Company announcing any one of the following downhole drilling intercepts:  (a) at least 10m @ 1.25% Cu; or  (b) at least 10M @ 28% Mn; or  (c) at least 10m @ 1% Li; or  (d) at least 05m @ 1% REE (TREO),  at any time on or before 30 June 2025.	21 December 2025
TOTAL	4,270,000		

# 5.2 Rationale for the proposed variation

The Company no longer considers that the timeline associated to the vesting milestones attaching to the Performance Rights align with the Company's strategic plan and the associated minerals the Company is conducting exploration activities in respect to. The proposed variations to the Performance Rights terms seek to align with the Company's stated objectives and its potential value.

The Board considers that it must at a minimum:

- (a) act in good faith and for a proper purpose;
- (b) continue to review, amend and align its interests of its incentive mechanisms to those of Shareholders;
- (c) consider all relevant material and considerations and act fairly;
- (d) not take into account irrelevant considerations; and
- (e) act reasonably in the exercise of that power, including whether to exercise the power or not.

The Board has considered the points set out in (a) to (e) above and considers it has satisfied these points in its decision to approve the Variations.

## 5.3 Director recommendation

Each Director has a material personal interest in the outcome of Resolutions 4 to 6 on the basis that all of the Directors (or their nominees) are receiving the benefit of the Varied Performance Rights should Resolutions 4 to 6 be passed. For this

reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 4 to 6 of this Notice.

### 5.4 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

The Variation constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As all of the Directors will receive the benefit of the Varied Performance Rights, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the Variation. Accordingly, Shareholder approval for the Variation is sought in accordance with Chapter 2E of the Corporations Act.

# 5.5 **Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Variation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 4 to 6 seek the required Shareholder approval for the Variation under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

# 5.6 Technical information required by Listing Rule 14.1A

If Resolutions 4 to 6 are passed, the Company will be able to proceed with the Variation within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). The Variation will not use up any of the Company's 15% annual placement capacity.

If Resolutions 4 to 6 are not passed, the Company will not be able to proceed with the Variation.

# 5.7 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 4 to 6:

- (a) the Varied Performance Rights will be on isse to the following persons:
  - (i) Sean Sivasamy (or his nominee) pursuant to Resolution 4;
  - (ii) Richard Beazley (or his nominee) pursuant to Resolution 5; and
  - (iii) Haidong Chi (or his nominee) pursuant to Resolution 6,

each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;

- (b) the maximum number of Varied Performance Rights which will be on issue (being the nature of the financial benefit proposed to be given) is 4,270,000 comprising:
  - (i) 700,000 Class A Performance Rights, 650,000 Class B Performance Rights and 1,170,000 Class C Performance Rights on issue to Sean Sivasamy (or his nominee) pursuant to Resolution 4;
  - (ii) 250,000 Class A Performance Rights and 150,000 Class B Performance Rights on issue to Richard Beazley (or his nominee) pursuant to Resolution 5; and
  - (iii) 700,000 Class A Performance Rights and 650,000 Class B Performance Rights on issue to Haidong Chi (or his nominee) pursuant to Resolution 6,
- (c) the terms and conditions of the Performance Rights are set out in Schedule 1;
- (d) the Company considers that the Variations are appropriate for the reasons set out in Section 5.2:
- (e) the Company will proceed with the Variation no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Performance Rights will occur on the same date;
- (f) there is no issue price for the Varied Performance Rights and the Company will not receive any other consideration in respect of the issue of the Performance Rights;

- (g) the purpose of the Variation is to better align with the Company's strategic plan and otherwise for the reasons set out in Section 5.2;
- (h) The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights upon the terms proposed;
- (i) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Current Financial Year Ended 2024	Previous Financial Year Ended 2023
Sean Sivasamy	\$434,678 <sup>1</sup>	\$435,429 <sup>2</sup>
Richard Beazley	\$80,7043	\$80,7954
Haidong Chi	\$108,0285	\$108,3316
TOTAL	\$623,410	\$624,555

#### Notes:

- 1. Comprising Directors' salary and fees of \$270,000, a superannuation payment of \$28,350 and share-based payments of \$136,328.
- 2. Comprising Directors' salary and fees of \$270,000, a superannuation payment of \$28,350 and share-based payments of \$137,079.
- 3. Comprising Directors' salary and fees of \$58,000, a superannuation payment of \$6,090 and share-based payments of \$16,705.
- 4. Comprising Directors' salary and fees of \$58,000, a superannuation payment of \$6,090 and share-based payments of \$16,613.
- 5. Comprising Directors' salary and fees of \$48,000, a superannuation payment of \$5,040 and share-based payments of \$55,291.
- 6. Comprising Directors' salary and fees of \$48,000, a superannuation payment of \$5,040 and share-based payments of \$54,988.
- (j) the value of the Performance Rights and the pricing methodology is set out in Schedule 2;
- (k) the Performance Rights were originally issued under the Prospectus pursuant to appointment agreements with each Director summarised at section 9.3 of the Prospectus;
- (I) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares <sup>1</sup>	Options <sup>2</sup>	Performance Rights	Undiluted	Fully Diluted
Sean Sivasamy	6,410,000	1,100,000	2,520,000	12.16%	16.05%
Richard Beazley	Nil	1,500,000	400,000	-	3.04%
Haidong Chi	5,330,000	1,500,000	1,350,000	10.11%	13.09%
TOTAL	11,740,000	4,100,000	4,270,000	22.27%	32.19%

#### Notes:

- 1. Fully paid ordinary shares in the capital of the Company (ASX: MGA).
- 2. Unquoted Options exercisable at \$0.30 each on or before 22 December 2024.
- (m) if the Varied Performance Rights are exercised, a total of 4,270,000 Shares would be issued. This will increase the number of Shares on issue from 52,710,000 (being the total number of Shares on issue as at the date of this Notice) to 56,980,000 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 7.49%, comprising 59.02% by Sean Sivasamy, 9.37% by Richard Beazley and 31.62% by Haidong Chi;

The market price for Shares during the term of the Performance Rights would normally determine whether the Performance Rights are exercised. If, at any time any of the Performance Rights are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Performance Rights, there may be a perceived cost to the Company.

(n) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.255	7 October 2022
Lowest	\$0.092	19 April 2023
Last	\$0.105	4 October 2023

- (o) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 4 to 6; and
- (p) a voting exclusion statement is included in Resolutions 4 to 6 of the Notice.

#### **GLOSSARY**

\$ means Australian dollars.

**7.1A Mandate** has the meaning given in Section 4.1.

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

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

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (q) a spouse or child of the member;
- (r) a child of the member's spouse;
- (s) a dependent of the member or the member's spouse;
- (t) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (u) a company the member controls; or
- (v) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means MetalsGrove Mining Ltd (ACN 655 643 039).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

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

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

Meeting means the meeting convened by the Notice.

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

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

**Performance Right** means a right to acquire a Share.

**Prospectus** means the Company's initial public offer prospectus dated 13 May 2022.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2023.

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

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

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

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

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

Variation has the meaning given in Section 5.1.

Varied Performance Rights has the meaning given in Section 5.1.

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

#### SCHEDULE 1 – TERMS AND CONDITIONS OF VARIED PERFORMANCE RIGHTS

A summary of the terms and conditions of the Performance Rights is set out below:

(a) **Milestones:** The milestones attaching to the Performance Rights (**Milestone**) are as follows:

Class	Vesting Condition Variation
Class A	The Shares trade at a 20 Day VWAP of at least \$0.40 at any time on or before 30 June 2025.
Class B	The Shares trade at a 20 Day VWAP of at least \$0.50 at any time on or before 30 June 2025.
Class C	The Company announcing any one of the following downhole drilling intercepts:
	(a) at least 10m @ 1.25% Cu; or
	(b) at least 10M @ 28% Mn; or
	(c) at least 10m @ 1% Li; or
	(d) at least 05m @ 1% REE (TREO),
	at any time on or before 30 June 2025.

- (b) **Vesting**: The Performance Rights will vest upon the satisfaction of the applicable Milestone.
- (c) **Notification to holder:** The Company shall notify the holder in writing when the relevant Milestone has been satisfied.
- (d) **Conversion:** Subject to paragraph (q), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.
- (e) **Expiry Date**: Each Performance Right shall otherwise expire on 21 December 2025 (**Expiry Date**). If the relevant Milestone attached to the Performance Right has been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.
- (f) **Lapsing Otherwise:** If the holder (or the effective holder where a nominee has been appointed) of the Performance Right's engagement with the Company (or one of its subsidiaries) is terminated for whatever reason, any unvested Performance Rights held by that relevant holder will automatically lapse.
- (g) **Consideration:** The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.
- (h) **Share ranking:** All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other Shares.
- (i) **Application to ASX:** The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.
- (j) **Timing of issue of Shares on conversion:** Within 5 business days after date that the Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the Official List of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights.

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

- (k) **Transfer of Performance Rights:** The Performance Rights are not transferable.
- (I) **Participation in new issues:** A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.
- (m) **Reorganisation of capital:** If, at any time, the issued capital of the Company is reorganised (including consolidation, **subdivision**, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act 2001 (Cth) at the time of **reorganisation**.
- (n) Adjustment for bonus issues of Shares: If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment) no changes will be made to the Performance Rights.
- (o) **Dividend and voting rights:** The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
- (p) **Change in control: Subject** to paragraph (q), upon:
  - (i) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
    - (A) having received acceptances for not less than 50% of the Company's Shares on issue; and
    - (B) having been declared unconditional by the bidder; or
  - (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

the Performance Rights shall automatically convert into Shares, provided that if the number of Shares that would be issued upon such conversion is greater than 10% of the Company's Shares on issue as at the date of conversion, then that number of Performance Rights that is equal to 10% of the Company's Shares on issue as at the date of conversion under this paragraph will automatically convert into an equivalent number of Shares. The conversion will be completed on a pro rata basis across each class of Performance Rights then on issue as well as on a pro rata basis for each holder of Performance Rights. Performance Rights that are not converted into Shares under this paragraph will continue to be held by the holders on the same terms and conditions.

- (q) **Deferral of conversion if resulting in a prohibited acquisition of Shares:** If the conversion of a Performance Right under paragraph (d) or (p) would result in any person being in contravention of section 606(1) of the Corporations Act 2001 (Cth) (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:
  - (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and
  - (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (a) (i) within seven (7) days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.
- (r) **No rights to return of capital**: A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (s) **Rights on winding up**: A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
- (t) **No other rights**: A Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

# SCHEDULE 2 – VALUATION OF VARIED PERFORMANCE RIGHTS

The Options to be issued to the Related Parties pursuant to Resolutions 4 to 6 have been independently value using an option pricing model that incorporates a trinomial option a Monte Carlo simulation and based on the assumptions set out below, the Options were ascribed the following value range:

	Class A	Class B	Class C
Dividend yield (%)	0%	0%	0%
Expected volatility (%)	80%	80%	80%
Risk free frate (%)	4.12%	4.12%	4.12%
Expected life (years)	1.74	1.74	1.74
Exercise price (\$)	\$0	\$0	\$0
Grant date share price (\$)	\$0.125	\$0.125	\$0.125
Valuation date	3 Oct 2023	3 Oct 2023	3 Oct 2023
Expiry date	30 Jun 2025	30 Jun 2025	30 Jun 2025
Number	1,650,000	1,450,000	1,170,000
Fair value at grant date (\$)	\$0.034	\$0.025	\$0.125

# [INSERT PROXY FORM]



# **Proxy Voting Form**

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

#### MetalsGrove Mining Limited | ABN 18 655 643 039

Your proxy voting instruction must be received by **02.00pm (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:

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 FACSIMILE:

+61 2 8583 3040

# All enquiries to Automic: WEBSITE:

https://automicgroup.com.au/

#### PHONE:

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

STEP 1 - How to vote			
APPOINT A PROXY:  I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of MetalsGrove Mining Limited, to on Tuesday, 28 November 2023 at The Park Business Centre, 45 Ventnor Avenue, West Perth WA 6005 hereby:	be held at <b>0</b>	2.00pm (A	WST)
Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no pe Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to sees fit and at any adjournment thereof.	rson is name	ed, the Cha	ir, or the
The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.  Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote voting intention.  AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS  Where I/we have appointed the Chair as mu/our proxy (or where the Chair becomes mu/our proxy by default), I/we expressed to the chair becomes mu/our proxy by default), I/we expressed to the chair becomes mu/our proxy by default).			
exercise my/our proxy on Resolutions 1, 4, 5 and 6 (except where I/we have indicated a different voting intention below) and 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which	even though	n Resolutio	
STEP 2 - Your voting direction			
Resolutions	For	Against	Abstain
1 Adoption of Remuneration Report			
2 Re-election of Director — Richard Beazley			
3 Approval of 7.1A Mandate			
4 Variation of Performance Rights Terms – Sean Sivasamy			
<ul> <li>Variation of Performance Rights Terms – Sean Sivasamy</li> <li>Variation of Performance Rights Terms – Richard Beazley</li> </ul>			
5 Variation of Performance Rights Terms — Richard Beazley	lution on a s	:how of hai	nds or on
Variation of Performance Rights Terms – Richard Beazley  Variation of Performance Rights Terms – Haidong Chi  Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution.	olution on a s	Show of har	nds or on
Variation of Performance Rights Terms – Richard Beazley  Variation of Performance Rights Terms – Haidong Chi  Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.  STEP 3 – Signatures and contact details			nds or on
Variation of Performance Rights Terms – Richard Beazley  Variation of Performance Rights Terms – Haidong Chi  Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution apoll and your votes will not be counted in computing the required majority on a poll.  STEP 3 – Signatures and contact details	olution on a surityholder 3		nds or on
Variation of Performance Rights Terms – Richard Beazley  Variation of Performance Rights Terms – Haidong Chi  Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution apoll and your votes will not be counted in computing the required majority on a poll.  STEP 3 — Signatures and contact details  Individual or Securityholder 1 Securityholder 2 Securityholder 2 Securityholder 2		3	nds or on

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