

ASX Announcement

8 January 2024



Dear Shareholder

The General Meeting (**Meeting**) of shareholders of Altamin Limited (ABN 63 078 510 988) (**Company**) will be held at 9 Bowman Street, Level 3, Suite 3.5, South Perth 6151, Western Australia on Thursday, 8 February 2024 at 3:00pm (AWST).

In accordance with section 110D(1) of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Company's notice of the Meeting (**Notice**) to shareholders unless a shareholder has made a valid election to receive such documents in hard copy. The Notice can be viewed and downloaded from the Company's website at www.altamin.com.au/ or ASX at www2.asx.com.au.

You may vote by attending the Meeting in person (or by attorney), by proxy or by appointing a corporate representative. The Company strongly encourages shareholders to submit their proxy appointment and voting instructions prior to the meeting in person, by post, electronically via the internet or by facsimile.

Your proxy form must be received by 3:00pm (AWST) on 6 February 2024, 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. Instructions for how to lodge the proxy form are set out in the Notice.

If the Company needs to make alternative arrangements to the way in which the Meeting is held, we will notify you of any changes by way of announcement on ASX and the details will also be made available on our website at www.altamin.com.au/.

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 Secretary on 08 9321 5000 or email info@altamin.com.au.

The Company encourages shareholders to provide an email address so we can communicate with you electronically for items such as notices of meeting and annual reports. Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review or update your communication preferences, please visit the Company's share registry website at <https://investor.automic.com.au/#/home>, or call 1300 288 664 or +61 2 9698 5414.

Yours sincerely,

Stephen Hills
Finance Director and Company Secretary





ALTAMIN LIMITED

ABN 63 078 510 988

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

8 February 2024

Time of Meeting

3:00pm (AWST)

Place of Meeting

9 Bowman Street, Level 3, Suite 3.5, South Perth 6151, Western Australia

A Proxy Form is enclosed or has otherwise been provided to you

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the General Meeting please complete and return the Proxy Form in accordance with the specified directions.

ALTAMIN LIMITED

ABN 63 078 510 988

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Altamin Limited ABN 63 078 510 988 will be held at 9 Bowman Street, Level 3, Suite 3.5, South Perth 6151, Western Australia on 8 February 2024 at 3:00pm (AWST) for the purpose of transacting the following business referred to in this Notice of General Meeting.

The Company will update Shareholders if arrangements for the Meeting change by way of announcement on ASX and the details will also be made available on our website at www.altamin.com.au.

AGENDA

1 Resolution 1 – Issue of Shortfall Shares to VBS Exchange Pty Limited (or its nominee(s))

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 10,727,094 Shortfall Shares at an issue price of \$0.05 each to VBS Exchange Pty Limited (or its nominee(s)) on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) VBS Exchange Pty Limited, being the person who is to receive the securities in question 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 entity or its nominee(s)); or
- (b) an Associate of that person.

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

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

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above).

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board

Mr Stephen Hills
Company Secretary

Dated: 5 January 2024

How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

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.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on

the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- To be effective, proxies must be received by 3:00pm (AWST) on 6 February 2024. Proxies received after this time will be invalid.
- Proxy forms may be lodged using any of the following methods:
 - in person to Automic, Level 5, 126 Phillip Street, Sydney, NSW 2000;
 - by post to Automic, GPO Box 5193, Sydney, NSW 2001;
 - by email to meetings@automicgroup.com.au; or
 - by facsimile to + 61 2 8583 3040; or
 - by recording the proxy appointment and voting instructions via the internet at <https://investor.automic.com.au/#/loginsah> or scanning the QR code on the Proxy Form using your smartphone. Only registered Shareholders may access this facility and will need their Holder Identification Number (**HIN**) or Securityholder Reference Number (**SRN**).

The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 3:00pm (AWST) on 6 February 2024. If facsimile transmission is used, the Power of Attorney must be certified.

Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 4:00pm (AWST) on 6 February 2024.

Receiving shareholder communications

Shareholders can elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your details by contacting Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

ALTAMIN LIMITED

ABN 63 078 510 988

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

1 Resolution 1 – Issue of Shortfall Shares to VBS Exchange Pty Ltd (or its nominee(s)) Background

On 14 November 2023, the Company announced it was undertaking a 1 (one) for 8 non-renounceable pro-rata entitlement offer of new Shares in the Company at an offer price of \$0.05 (**Offer Share**) each to raise up to approximately \$2.45 million (before costs) (**Entitlement Offer**).

In addition, to the extent there were any Offer Shares which were not applied for by eligible shareholders under the entitlement component of the Entitlement Offer, eligible shareholders who applied for their respective full entitlement under the Entitlement Offer were also entitled to apply for additional Offer Shares at an offer price of \$0.05 each under a shortfall facility (**Shortfall Facility**).

On 21 December 2023, the Company announced the results of the Entitlement Offer. Among other things, that announcement noted:

- (a) the Company's largest shareholder, VBS Exchange Pty Ltd (**VBS**) applied for up to 10,727,094 Offer Shares under the Shortfall Facility (**Shortfall Shares**);
- (b) consistent with the disclosure in the Entitlement Offer launch announcement and booklet each dated 14 November 2023:
 - (i) the issue of the Shortfall Shares is subject to Shareholder approval pursuant to ASX Listing Rule 10.11; and
 - (ii) the number of Shortfall Shares to be issued is subject to any necessary scale back to ensure that the voting power of VBS (and any of its associates) in the Company does not exceed its permitted "creep" capacity pursuant to item 9 of section 611 of the Corporations Act at the time of issue of the Offer Shares; and
- (c) the Company would convene a general meeting for the purposes of seeking Shareholder approval for the issue of the Shortfall Shares.

The exact number of Shortfall Shares which will be issued to VBS will be determined by the Company at the time of issue of those Shortfall Shares, and will be announced to the market.

1.2 Listing Rule 10.11

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

- a related party (Listing Rule 10.11.1);
- 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 (Listing Rule 10.11.2);

- 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 pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- an Associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- 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 Shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its Shareholders.

On 21 June 2023, a substantial holder notice was filed, indicating that Gannet Capital Pty Ltd (as trustee for Victor Smorgon Partners Global Multi-Strategy Fund) (**Gannet**), Victor Smorgon Partners Pty Ltd and VBS (together, the **Victor Smorgon Group**) have a voting power of 40.19% in the Company.

Therefore, VBS is a Listing Rule 10.11.2 party and, given the proposed issue of Shortfall Shares to VBS (or its nominee(s)) under the Shortfall Facility 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.

Resolution 1 seeks Shareholder approval for the purposes of Listing Rule 10.11 and for all other purposes to allow the Company to issue up to a maximum of 10,727,094 Shortfall Shares to VBS (or its nominee(s)) under the Shortfall Facility. The issue of the Shortfall Shares will be on the same terms as the Offer Shares offered to the unrelated parties under the Entitlement Offer, including the Shortfall Facility.

If Resolution 1 is passed, the Company will be able to proceed with the issue of up to a maximum of 10,727,094 Shortfall Shares to VBS (or its nominee(s)) and the Company will raise up to approximately \$536,355 (before costs) from the issue of those Shortfall Shares. If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Shortfall Shares to VBS (or its nominee(s)) and the Company will not raise any funds from that issue.

As at the date of this Notice, on the face of the substantial holder notice filed by the Victor Smorgon Group (including VBS) and taking into account the 19,960,182 Offer Shares issued (in aggregate) to VBS and Gannet under the entitlement component of the Entitlement Offer, the Victor Smorgon Group has a voting power in the Company of approximately 41.96%. Assuming no additional Shares are issued by the Company prior to the issue of the Shortfall Shares, the Victor Smorgon Group's voting power in the Company could increase up to 43.38% as a result of the issue of the Shortfall Shares to VBS (or its nominee(s)), as set out in the following table:

Substantial Holder	Shareholding as at the date of this Notice	Voting power in the Company at the date of this Notice	Maximum number of Shortfall Shares to be issued pursuant to Resolution 1	Maximum voting power in the Company if the Shortfall Shares are issued pursuant to Resolution 1 ²
Victor Smorgon Group ¹	179,641,642	41.96%	10,727,094	43.38%

Notes:

1. See the ASIC Form 604 lodged on 21 June 2023 which notes the relevant substantial holders of the Victor Smorgon Group include VBS. Additionally, VBS and Gannet were issued a total of 19,960,182 Offer Shares under the entitlement component of the Entitlement Offer.

2. Assumes that no new Shares are issued by the Company and no Options are exercised prior to the issue of the Shortfall Shares.

1.3 Information Requirements – Listing Rule 10.13

The following further information is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the Shortfall Shares will be issued to VBS (or its nominee(s)) as noted above;
- (b) VBS is a Listing Rule 10.11.2 party because VBS is a substantial (30%+) holder in the Company (as evidenced in the latest substantial holder notice lodged on 21 June 2023);
- (c) the maximum number of Shortfall Shares that will be issued to VBS (or its nominee(s)) is 10,727,094 VBS Shortfall Shares;
- (d) the securities to be issued under Resolution 1 are fully paid ordinary shares in the Company;
- (e) the Shortfall Shares will, if approved by Shareholders pursuant to Resolution 1, be issued on a date which will be no later than 1 month after the date of the Meeting;
- (f) the VBS Shortfall Shares will, if approved by Shareholders pursuant to Resolution 1, be issued at an issue price of \$0.05 each, being the same price as the Offer Shares offered to unrelated parties under the Entitlement Offer, including the Shortfall Facility;
- (g) the purpose of the issue of the VBS Shortfall Shares is to raise up to a maximum of approximately \$536,355 (before costs), which will be applied to undertake exploration activities mainly at the Company's Lazio lithium project, with discrete spending at the Punta Corna cobalt, Corchia copper and Villar graphite projects, towards general corporate and administration expenses, and working capital (noting that spending at the Villar graphite project is subject to the Company being granted an exploration licence) (being the same purpose for the balance of funds raised under the Entitlement Offer); and
- (h) a voting exclusion statement applies to Resolution 1 as set out in the Notice.

If approval is given for the grant of the Shortfall Shares under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

1.4 Directors' recommendation

All the Directors were available to make a recommendation. The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

The Directors are not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 1.

GLOSSARY

\$ means Australian dollars.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

AWST means western standard time as recognised in Perth, Western Australia.

Board means the Directors.

Chair or Chairman means the individual elected to chair any meeting of the Company from time to time.

Company means Altamin Limited ABN 63 078 510 988.

Constitution means the Company's constitution, as amended from time to time.

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

Directors means the directors of the Company.

Entitlement Offer has the meaning given on page 6.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Gannet has the meaning given on page 7.

Listing Rules means the ASX Listing Rules.

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

Notice or **Notice of Meeting** means this Notice of General Meeting.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice by way of email where the Shareholder has elected to receive notices by email, or the personalised proxy form accompanying the postcard circulated by way of post where the Shareholder has not elected to receive notices by email.

Resolution means a resolution contained in the Notice.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

Shortfall Facility has the meaning given on page 6.

Shortfall Shares has the meaning given on page 6.

VBS has the meaning given on page 6.

Victor Smorgon Group has the meaning given on page 7.



Proxy Voting Form

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

Altamin Limited | ABN 63 078 510 988

Your proxy voting instruction must be received by **03.00pm (AWST) on Tuesday, 06 February 2024**, 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.

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)

