
RECHARGE METALS LIMITED
ACN 647 703 839
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.00am
DATE: 10th May 2024
PLACE: Level 2
16 Ord Street
WEST PERTH WA 6005

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

This Notice of Meeting 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 5:00pm on 8th May 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,774,000 Shares to DG Resource Management Ltd. on the terms and conditions set out in the Explanatory Statement."

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

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 12,928,796 Shares to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement."

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

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 11,135,197 Shares to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement."

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

4. RESOLUTION 4 – DIRECTOR PARTICIPATION IN PLACEMENT – FELICITY REPACHOLI

To consider and, if thought fit, to pass, 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, approval is given for the Company to issue up to 500,000 Shares to Felicity Repacholi (or her nominee) on the terms and conditions set out in the Explanatory Statement."

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

5. RESOLUTION 5 – DIRECTOR PARTICIPATION IN PLACEMENT – SIMON ANDREW

To consider and, if thought fit, to pass, 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, approval is given for the Company to issue up to 166,667 Shares to Simon Andrew (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

6. RESOLUTION 6 – DIRECTOR PARTICIPATION IN PLACEMENT – AMANDA BURGESS

To consider and, if thought fit, to pass, 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, approval is given for the Company to issue up to 166,667 Shares to Amanda Burgess (or her nominee) on the terms and conditions set out in the Explanatory Statement.”

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

Dated: 6 April 2024

By order of the Board

**Amanda Burgess
Company Secretary
Recharge Metals Limited**

Voting Prohibition Statements

<p>Resolution 4 – Director participation in Placement – Felicity Repacholi</p>	<p>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.</p> <p>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:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 5 – Director participation in Placement – Simon Andrew</p>	<p>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.</p> <p>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:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 6 – Director participation in Placement – Amanda Burgess</p>	<p>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.</p> <p>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:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and

	<p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(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.</p>
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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 1 – Ratification of prior issue of Shares – Listing Rule 7.1	A person who participated in the issue or is a counterparty to the agreement being approved (namely Rockland) or an associate of that person or those persons.
Resolution 2 – Ratification of prior issue of Shares – Listing Rule 7.1	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 3 – Ratification of prior issue of Shares – Listing Rule 7.1A	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 4 –Director participation in Placement – Felicity Repacholi	Felicity Repacholi (or her 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 –Director participation in Placement – Simon Andrew	Simon Andrew (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 –Director participation in Placement – Amanda Burgess	Amanda Burgess (or her 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 (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) 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 of Meeting please do not hesitate to contact the Company Secretary on +61 (8) 9481 0389.

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. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

1.1 Background

On 18 March 2024, the Company announced the completion of the acquisition of the Newnham Lake Uranium Project, located in Canada's Athabasca Basin (**Acquisition**).

The Newnham Lake Uranium Project covers an area of 15.84km² and is proximal to the northeast margin of the Athabasca Basin. Newnham Lake lies 56km to the north-west of IsoEnergy's Hurricane Zone, which has an Indicated Resource of 48.6Mlbs of U₃O₈ based on 63,800 tonnes grading 34.5% U₃O₈ including 43.9 Mlbs of U₃O₈ at an average grade of 52.1% U₃O₈ within the high-grade domain³.

A summary of the material terms of the binding terms sheet entered into by the Company and the Vendors on 28 February 2024 in respect of the Acquisition (**Binding Terms Sheet**) is set out in Schedule 1.

Further information regarding the Acquisition is set out in the Company's ASX announcements dated 4 March 2024 and 18 March 2024.

1.2 General

On 18 March 2024, the Company issued 3,774,000 Shares at a deemed issue price of \$0.06 per Share to satisfy the equity component of the consideration payable for the Acquisition (**Consideration Shares**).

The issue of the Consideration Shares did not breach Listing Rule 7.1 at the time of the issue.

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.

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

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 28 November 2023.

The issue of the Consideration Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Consideration Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not

reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Consideration Shares.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Consideration Shares.

1.3 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Consideration Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Consideration Shares.

If Resolution 1 is not passed, the Consideration Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Consideration Shares.

1.4 Technical 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 Resolution 1:

- (a) the Consideration Shares were issued to DGRM, which is not a related party of the Company;
- (b) 3,774,000 Consideration Shares were issued and the Consideration Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Consideration Shares were issued on 18 March 2024;
- (d) the deemed issue price was \$0.06 per Consideration Share. The Company has not and will not receive any other consideration for the issue of the Consideration Shares;
- (e) the purpose of the issue of the Consideration Shares was to satisfy the Company's obligations under the Binding Terms Sheet; and
- (f) the Consideration Shares were issued to DGRM under the Binding Terms Sheet. A summary of the material terms of the Binding Terms Sheet is set out in Schedule 1.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULES 7.1 AND 7.1A

2.1 General

On 4 March 2024, the Company announced that it had received firm commitments for a placement to sophisticated and professional investors to raise A\$1.44 million via the issue of Shares at an issue price of \$0.06 per Share (**Placement Shares**) (**Placement**). Completion of the Placement occurred on 18 March 2024.

12,928,796 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 2) and 11,135,197 Shares were issued pursuant to the Company's 7.1A mandate which was approved by Shareholders at the annual general meeting held on 28 November 2023.

Funds raised from the Placement have been applied toward payment of the cash component of the Consideration for the Acquisition and the balance will be applied toward the Company's initial exploration activities at the Newnham Lake Uranium Project.

The issue of the Placement Shares did not breach Listing Rule 7.1 at the time of the issue.

2.2 Listing Rules 7.1 and 7.1A

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

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

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 28 November 2023.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Placement Shares.

2.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Resolutions 2 and 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

2.4 Technical information required by Listing Rule 14.1A

If Resolutions 2 and 3 are passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolutions 2 and 3 are not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

2.5 Technical 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 Resolutions 2 and 3:

- (a) the Placement Shares were issued to professional and sophisticated investors who were identified by the Directors. The recipients were identified through a book build process undertaken by the Company and its advisers;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) 24,063,993 Placement Shares were issued on the following basis:
 - (i) 12,928,796 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 2); and
 - (ii) 11,135,197 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 3);
- (d) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Placement Shares were issued on 18 March 2024;
- (f) the issue price was \$0.06 per Placement Share under both issues of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (g) the purpose of the Placement was to raise \$1.44 million, which has been applied to fund the cash component of the Consideration for the

Acquisition and the balance toward the Company's initial exploration programmes at the Newnham Lake Uranium Project; and

- (h) the Placement Shares were not issued under an agreement.

3. RESOLUTIONS 4, 5 & 6 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT

3.1 General

The Directors wish to participate in the Placement on the same terms as unrelated participants in the Placement (**Director Participation**), for an aggregate of up to 833,334 Placement Shares at an issue price of A\$0.06 per Share (**Director Participation Shares**) as follows:

- (a) Ms Felicity Repacholi proposes to subscribe for up to 500,000 Director Participation Shares (the subject of Resolution 5);
- (b) Mr Simon Andrew proposes to subscribe for up to 166,667 Director Participation Shares (the subject of Resolution 6); and
- (c) Ms Amanda Burgess proposes to subscribe for up to 166,667 Director Participation Shares (the subject of Resolution 7).

Ms Repacholi, Mr Andrew and Ms Burgess, and are herein referred to as the **Related Parties**.

Should Resolutions 4 to 6 be passed, and the Directors subscribe for the maximum number of Director Participation Shares for which approval is sought, the Company will receive an aggregate of \$50,000 from the Director Participation which will be applied towards the activities set out in Section 2.5(g).

3.2 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:

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

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

The issue of the Director Participation Shares to the Related Parties (or their nominee(s)) constitutes giving a financial benefit and each of the Related Parties are related parties of the Company by virtue of each being a director of the Company.

As the Director Participation Shares are proposed to be issued to all of the Directors, 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 issue of the Director Participation Shares. Accordingly, Shareholder approval for the issue of Director Participation Shares is sought in accordance with Chapter 2E of the Corporations Act.

1.2 Director recommendation

Each of the Related Parties has a material personal interest in the outcome of Resolutions 4 to 6 on the basis that each Director (or their respective nominees) would be permitted to participate in the Placement should Resolutions 4 to 6 be passed. For this reason, the Related Parties do not believe that it is appropriate to make a recommendation on Resolutions 4 to 6 of this Notice.

1.3 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;
- 10.11.3 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 Director Participation 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 issue of the Director Participation Shares under and for the purposes of Listing Rule 10.11.

1.4 Technical information required by Listing Rule 14.1A

If each of Resolutions 4 to 6 are passed, the Company will be able to proceed with the issue of the Director Participation Shares 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). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Participation Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Director Participation Shares will not use up any of the Company's 15% annual placement capacity.

If any of Resolutions 4 to 6 are not passed, the Company will not be able to proceed with the issue of the Director Participation Shares and the \$50,000 that would be raised via the Director Participation under the Placement will not be raised.

Resolutions 4 to 6 seek approval for individual issues and are not dependent on one another.

1.5 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 Director Participation Shares will be issued to the Related Parties (or their nominee(s)) as follows:
 - (i) up to 500,000 Shares, valued at \$30,000, to Felicity Repacholi (or their nominee) pursuant to Resolution 4; and
 - (ii) up to 166,667 Shares, valued at \$10,000, to Simon Andrew (or their nominee) pursuant to Resolution 5
 - (iii) up to 166,667 Shares, valued at \$10,000, to Amanda Burgess (or their nominee) pursuant to Resolution 6,

each of whom fall within the category set out in Listing Rule 10.11.1 as the Related Parties are related parties of the Company by virtue of each being a director of the Company;

- (b) the maximum number of Director Participation Shares to be issued is 833,334 and the Director Participation Shares will be issued to the Related Parties (or their nominees) in the proportions set out in Section 3.1;
- (c) the Director Participation Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Director Participation Shares will be issued 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 Director Participation Shares will occur on the same date;
- (e) the Company is proposing to issue an aggregate of 833,334 Director Participation Shares at an issue price of A\$0.06 per Director Participation Share, to raise \$50,000 (before costs) which the Company intends to use in the manner set out in Section 2.5(g);
- (f) the issue price of the Director Participation Shares is the same issue price as all other Shares issued to other participants in the Placement. The Company will not receive any other consideration for the issue of the Director Participation Shares;
- (g) the Director Participation Shares to be issued under the Director Participation are not intended to remunerate or incentivise the Related Parties (other than as a result of being Shareholders in the company);
- (h) the total remuneration package for each of the Directors in 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 30 June 2024	Previous Financial Year Ended 30 June 2023
Felicity Repacholi	\$277,500 ¹	\$208,535 ⁴
Simon Andrew	\$72,150 ²	\$77,242 ⁵

Amanda Burgess	\$49,950 ³	\$22,148 ⁶
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Notes:

1. Comprising Director's salary of \$250,000 and superannuation payment of \$27,500.
2. Comprising Director's salary of \$65,000 and superannuation payment of \$7,150.
3. Comprising Director's salary of \$45,000 and superannuation payment of \$4,950.
4. Comprising Director's salary of \$159,617, superannuation payment of \$15,077 and \$33,841 share based payments.
5. Comprising Director's salary of \$65,000 and superannuation payment of \$12,242.
6. Comprising Director's salary of \$19,688 and superannuation payment of \$2,461.

(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 ¹	Performance rights ²	Performance rights ⁴	Options
Felicity Repacholi	1,312,500	1,000,000 ²	4,000,000 ⁴	1,000,000 ³⁻
Simon Andrew	1,900,000	-	2,000,000 ⁴	-
Amanda Burgess	282,500	-	1,000,000 ⁴	100,000 ⁵

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX:REC).
2. Performance Rights vesting into Shares subject to 12 months (500,000) and 24 months continuous service (500,000) held indirectly by Verkonology Pty Ltd, an entity of which Ms Repacholi controls.
3. 1,000,000 unquoted Options exercisable at \$0.35 on or before 3 May 2026 held indirectly by Verkonology Pty Ltd, an entity of which Ms Repacholi controls.
4. Performance Rights issued in three Tranches-
Tranche 1- 3,500,000 Performance Rights vesting into Shares subject to having completed at least twelve (12) months of continuous service as a director of the Company and the Company having announced to ASX a JORC compliant Mineral Resource of 10Mt with grade of at least 1.00% Li2O at either of the Projects, as verified by an independent competent person under the JORC Code 2012 on or before the Expiry Date; or Recharge's share price equalling or exceeding AUD\$0.50 based on a 20-day VWAP of Shares on the ASX, whichever occurs first prior to the Expiry Date.
Tranche 2- 1,750,000 Performance Rights vesting into Shares subject to having completed at least eighteen (18) months of continuous service as a director of the Company and the Company having announced to ASX a JORC compliant Mineral Resource of 20Mt with grade of at least 1.00% Li2O at either of the Projects, as verified by an independent competent person under the JORC Code 2012 on or before the Expiry Date; or Recharge's share price equalling or exceeding AUD\$1.00 based on a 20-day VWAP of Shares on the ASX whichever occurs first prior to the Expiry Date.
Tranche 3 – 1,750,000 Performance Rights vesting into Shares subject to having completed at least twenty-four (24) months of continuous service as a director of the Company and the Company having announced to ASX a JORC compliant Mineral Resource of 40Mt with grade of at least 1.00% Li2O at either of the Projects, as verified by an independent competent person under the JORC Code 2012 on or before the Expiry Date; or Recharge's share price equalling or exceeding AUD\$1.50 based on a 20-day VWAP of Shares on the ASX, whichever occurs first prior to the Expiry Date.
5. Unquoted \$0.25 Options expiring 7 July 2024.

- (j) If Resolutions 4 to 6 are approved by Shareholders, and the Directors subscribe for the maximum number of Director Participation Shares for which approval is sought, the relevant interests of the Related Parties in securities of the Company following issuance of the Director Participation Shares will be as follows:

Related Party	Shares	Options	Performance rights	Percentage (%) (Undiluted)	Percentage (%) (Fully Diluted)
Felicity Repacholi	1,812,500	1,000,000	5,000,000	1.29%	5.58%
Simon Andrew	2,066,667	-	2,000,000	1.48%	2.90%
Amanda Burgess	449,167	100,000	1,000,000	0.32%	1.11%

- (k) the Director Participation Shares are being issued under a firm commitment placement letter under which the Related Parties agreed to subscribe for their respective number of Director Participation Shares; and
- (a) 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	\$0.38	5 July 2023
Lowest	\$0.059	8 March 2024
Last	\$0.063	8 March 2024

- (b) 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, 5 and 6; and
- (l) voting exclusion statements are included in Resolutions 4 to 6 of the Notice.

GLOSSARY

\$ means Australian dollars.

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.

Binding Terms Sheet means the binding terms sheet entered into between the Company and the Vendors on 28 February 2024.

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:

- (b) a spouse or child of the member;
- (c) a child of the member's spouse;
- (d) a dependent of the member or the member's spouse;
- (e) 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;
- (f) a company the member controls; or
- (g) 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 Recharge Metals Limited (ACN 647 703 839).

Consideration has the meaning given in Section 1.1 and Schedule 1.

Constitution means the Company's constitution.

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

DGRM means DG Resource Management Ltd.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Performance Right means a right to acquire a Share.

Placement has the meaning given in Section 2.1 and Schedule 1.

Placement Shares has the meaning given in 2.1.

Proxy Form means the proxy form accompanying the Notice.

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

Consideration Shares has the meaning given in Section 1.1.

Section means a section of the Explanatory Statement.

Settlement has the meaning given in Schedule 1.

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

Shareholder means a registered holder of a Share.

Vendors means Kalt Industries Ltd. and DGRM.

VWAP means volume weighted average share price.

Newnham Lake Uranium Project has the meaning given in Section 1.1 and Schedule 1.

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

SCHEDULE 1 – MATERIAL TERMS OF THE BINDING TERMS SHEET

Nature of the Agreement	Recharge Metals Limited (ACN 647 703 839) (Company) entered into a binding terms sheet with the Vendors on 28 February 2024 (Binding Terms Sheet) under which the Company acquired 100% of the rights, title and interest in MC00001333 (Mineral Claim) which forms the Newnham Lake Uranium Project in the Athabasca Basin of northern Saskatchewan, Canada (Acquisition).
Consideration:	<p>The Company has paid and issued to the Vendors:</p> <ul style="list-style-type: none"> (a) C\$300,000 in cash; and (b) C\$200,000 worth of Consideration Shares at a deemed issue price of A\$0.06 per Share, <p>(together, the Consideration).</p> <p>The Consideration Shares were issued utilising the Company's available placement capacity under Listing Rule 7.1. Refer to Resolution 1.</p>
Forward term renewal	The Company also made payment to the Government of Saskatchewan of C\$23,757.21 corresponding to a forward term renewal of MC00001333.
Completion	Completion of the Acquisition occurred on 18 March 2024.
Royalty	The Company has granted separate 1.0% gross overriding royalties to each Vendor on revenue generated from production at the Newnham Lake Uranium Project.

The Binding Terms Sheet otherwise contains terms and conditions considered standard for an agreement of its type.

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AWST) on Wednesday, 8 May 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 183670

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Recharge Metals Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Recharge Metals Limited to be held at Level 2, 16 Ord Street, West Perth, WA 6005 on Friday, 10 May 2024 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of prior issue of Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of prior issue of Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of prior issue of Shares – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Director Participation in Placement – Felicity Repacholi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Director Participation in Placement – Simon Andrew	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Director Participation in Placement – Amanda Burgess	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

REC

999999A



Computershare

