
TEMPUS RESOURCES LTD
ACN 625 645 338
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am
DATE: Thursday, 13 June 2024
PLACE: Level 2, 22 Mount Street
PERTH, WA 6000

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 5:00 pm (AWST) on 11 June 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF OCTOBER PLACEMENT SHARES

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 6,150,736 October Placement Shares 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 LEAD MANAGER AND UNDERWRITERS FEE SHARES

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 40,708,700 Lead Manager and Underwriters Fee Shares 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 – APPROVAL FOR THE ISSUE OF UNDERWRITER AND LEAD MANAGER OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 60,000,000 Options to the Lead Manager and Underwriters 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 – ISSUE OF DIRECTOR PERFORMANCE RIGHTS – CHRISTOPHER HANSEN

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 10.11 and for all other purposes, approval is given for the Company to issue 10,287,684 Performance Rights to Christopher Hansen (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.

5. RESOLUTION 5 – ISSUE OF RELATED PARTY OPTIONS – CHRISTOPHER HANSEN

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, approval is given for the Company to issue 2,000,000 Related Party Options to Christopher Hansen (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 – ISSUE OF RELATED PARTY OPTIONS – MELANIE ROSS

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 2,000,000 Related Party Options to Melanie Ross (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.

7. RESOLUTION 7 – ISSUE OF RELATED PARTY OPTIONS – ANDREA BETTI

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 2,000,000 Related Party Options to Andrea Betti (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.

8. RESOLUTION 8 – APPROVAL TO ISSUE CONSIDERATION SHARES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 250,345,513 Shares on the terms and conditions set out in the Explanatory Statement.”

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

9. RESOLUTION 9 – APPROVAL TO ISSUE CONSIDERATION PERFORMANCE RIGHTS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 83,448,506 Performance Rights on the terms and conditions set out in the Explanatory Statement."

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

10. RESOLUTION 10 – APPROVAL TO ISSUE CONSIDERATION SHARES TO MR CHRISTOPHER HANSEN

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, approval is given for the Company to issue up to 49,654,487 Shares to Mr Christopher Hansen (or his nominee) on the terms and conditions set out in the Explanatory Statement."

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

11. RESOLUTION 11 – APPROVAL TO ISSUE CONSIDERATION PERFORMANCE RIGHTS TO MR CHRISTOPHER HANSEN

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, approval is given for the Company to issue up to 16,551,494 Performance Rights to Mr Christopher Hansen (or his nominee) on the terms and conditions set out in the Explanatory Statement."

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

12. RESOLUTION 12 – APPROVAL TO ISSUE PLACEMENT SHARES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 250,000,000 Shares on the terms and conditions set out in the Explanatory Statement."

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

13. RESOLUTION 13 – CHANGE OF COMPANY NAME

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

*"That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to **Somerset Minerals Limited**."*

Dated: 15 May 2024

By order of the Board

Melanie Ross
Director and Company Secretary

Voting Prohibition Statements

Resolution 4 – Issue of Director Performance Rights – Christopher Hansen	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolutions 5, 6 and 7 – Issue of Related Party Options	<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, 6 and 7 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, 6 and 7 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, 6 and 7 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.

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 October Placement Shares	<p>A person who participated in the issue or is a counterparty to the agreement being approved (namely the October Placement participants) or an associate of that person or those persons.</p>
Resolution 2 – Ratification of Prior Issue of Lead Manager and Underwriter Fee Shares	<p>A person who participated in the issue or is a counterparty to the agreement being approved (namely RM Corporate Finance Pty Ltd and RM Capital Pty Ltd) or an associate of that person or those persons.</p>
Resolution 3 – Approval for the issue of Underwriter and Lead Manager Options	<p>A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Underwriters (RM Corporate Finance Pty Ltd and RM Capital Pty Ltd) or an associate of that person (or those persons)).</p>

Resolution 4 – Issue of Director Performance Rights – Christopher Hansen	Christopher Hansen (or their 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.
Resolutions 5, 6 and 7 – Issue of Related Party Options	Christopher Hansen, Melanie Ross and Andrea Betti (or their nominees) 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 8 – Approval to issue Consideration Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Shareholders of Somerset) or an associate of that person (or those persons).
Resolution 9 – Approval to issue Deferred Consideration	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Shareholders of Somerset) or an associate of that person (or those persons).
Resolutions 10 and 11 – Approval to issue Consideration to Christopher Hansen	Christopher Hansen (or their 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 12 – Approval to Issue Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Placement participants) 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 6188 8181.

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 OCTOBER PLACEMENT SHARES

1.1 General

As announced on 2 October 2023, the Company completed a placement to raise \$714,945 via the issue of 31,084,560 Shares at an issue price of \$0.023 (**October Placement**).

6,150,736 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1, the subject of Resolution 1 (**October Placement Shares**). The other 24,933,824 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1A (and were later ratified at the AGM held on 29 November 2023).

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

The Company previously sought Shareholder approval to ratify the issue of the October Placement Shares at its annual general meeting held on 29 November 2023, however, this resolution was not passed.

The Company engaged the services of Empire Capital Partners Pty Ltd (ACN 159 992 328) and Aesir Capital Pty Ltd (ACN 615 591 976) (**Joint Lead Managers**) to manage the issue of the October Placement Shares pursuant to a capital raising services agreement entered into between the Company and the Joint Lead Managers on 27 September 2023.

1.2 Listing Rule 7.1 and 7.4

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

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 issue of the October 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 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 October Placement Shares.

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 October Placement Shares.

Resolution 1 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the October Placement Shares.

1.3 Technical information required by Listing Rule 14.1A

If Resolution 1 passes, the October Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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 October Placement Shares.

If Resolution 1 is not passed, the October Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the October Placement 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 October Placement Shares were issued to professional and sophisticated investors who are clients of the Joint Lead Managers. The recipients were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the October Placement from non-related parties of the Company;
- (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) the number of October Placement Shares issued was 6,150,736;
- (d) the October 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 October Placement Shares were issued on 9 October 2023;
- (f) the issue price for the October Placement Shares was \$0.023 per October Placement Share. The Company has not and will not receive any other consideration for the issue of the October Placement Shares;
- (g) the purpose of the issue of the October Placement Shares was to raise \$683,000, which has been applied as follows:
 - (i) towards exploration expenses at the Elizabeth Gold Project; and
 - (ii) due diligence costs relating to the Company's proposed Manitoba Project; and

- (iii) for general corporate purposes; and
- (h) the October Placement Shares were not issued under an agreement.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF LEAD MANAGER AND UNDERWRITERS FEE SHARES

2.1 Background

The Company entered into a capital raising and corporate advisory mandate agreement on 29 November 2023 with RM Corporate Finance Pty Ltd (AFSL 315235) (**Lead Manager**) to act as lead manager of the non-renounceable entitlement offer undertaken by the Company (**Lead Manager Mandate**).

Under the terms of the Lead Manager Mandate, the Company agreed to:

- (a) pay a sign-on fee of \$50,000, to be satisfied by the issue of 10,000,000 Shares to RM Corporate Finance Pty Ltd (or their nominee) (**Sign-On Fee**); and
- (b) issue 10,000,000 Options exercisable at \$0.01 with an expiry date of 30 November 2027.

The Company also entered into an underwriting agreement with RM Capital Pty Ltd (**Underwriter**) on 7 December 2023 (**Underwriting Agreement**) under which RM Capital Pty Ltd agreed to underwrite the Company's non-renounceable entitlement offer to the extent of \$1,725,725 (**Underwritten Amount**), being 345,145,024 Shares.

Under the terms of the Underwriting Agreement, the Company agreed to:

- (c) pay to the Underwriter:
 - (i) a management fee of 1% of the Underwritten Amount (a fee of \$17,257.25);
 - (ii) an underwriting fee of 5% of the Underwritten Amount (\$86,286.25),(together, the **Underwriting Fee**);
- (d) issue to the Underwriter 10,000,000 Shares for acting as Lead Manager to the entitlement offer (**Lead Manager Fee**); and
- (e) subject to the receipt of approval of the Company's Shareholders at an upcoming general meeting of the Company, issue to the Underwriter 50,000,000 Options exercisable at \$0.01 each with an expiry date of 30 November 2027.

In addition, the Underwriter has, in its absolute discretion, the right to convert any portion of the management and underwriter fees (referred to in paragraph 2.1(c) above) into equity on the same terms as the Offer.

2.2 General

Resolution 2 is seeking Shareholder ratification for the issue of an aggregate of 40,708,700 Shares issued as follows:

- (a) 10,000,000 Shares to RM Corporate Finance Pty Ltd, as the Lead Manager, in satisfaction of the Sign-On Fee (**Lead Manager Shares**);
- (b) 30,708,700 Shares to RM Capital Pty Ltd, as the Underwriter comprising:
 - (i) 10,000,000 Shares to be issued in satisfaction of the Lead Manager Fee; and
 - (ii) 20,708,700 Shares to be issued in satisfaction of the Underwriting Fee,
 (together, the **Underwriter Fee Shares**).

2.3 Listing Rules 7.1 and 7.4

The provisions of Listing Rules 7.1 and 7.4 are summarised in Section 1.2.

The issue of the Lead Manager Shares and Underwriter Fee Shares do 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 Lead Manager and Underwriter Fee Shares.

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 Lead Manager and Underwriter Fee Shares.

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Lead Manager Shares and Underwriter Fee Shares.

2.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Lead Manager Shares and Underwriter Fee Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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 Lead Manager Shares and Underwriter Fee Shares.

If Resolution 2 is not passed, the Lead Manager Shares and Underwriter Fee Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, 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 Lead Manager Shares and Underwriter Fee 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 Resolution 2:

- (a) the Lead Manager Shares and Underwriter Fee Shares were issued to RM Capital Pty Ltd and RM Corporate Pty Ltd, the Lead Manager and Underwriter to the entitlement offer undertaken by the Company;
- (b) the total number of Shares issued was 40,708,700, and were issued as set out in Section 2.2 above;

- (c) the 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;
- (d) the Shares were issued on 1 February 2024;
- (e) the deemed issue price was \$0.005 per Share. The Company has not and will not receive any other consideration for the issue of the Lead Manager Shares and the Underwriter Fee Shares;
- (f) the purpose of the issue was to meet the Company's obligations under the Lead Manager Mandate and the Underwriting Agreement; and
- (g) the Lead Manager Shares and Underwriter Fee Shares were issued under the terms of the Lead Manager Mandate and Underwriting Agreement. A summary of the material terms of these agreements is set out in Section 2.1.

3. RESOLUTION 3 – APPROVAL FOR THE ISSUE OF UNDERWRITER AND LEAD MANAGER OPTIONS

3.1 General

As set out in Section 2.1, the Company agreed to issue to the Underwriter 50,000,000 Options and the Lead Manager 10,000,000 Options exercisable at \$0.01 with an expiry date of 30 November 2027 (**Underwriter and Lead Manager Options**).

3.2 Listing Rule 7.1

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

The proposed issue of the Underwriter and Lead Manager Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Underwriter and Lead Manager Options. In addition, the issue of the Underwriter and Lead Manager Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Underwriter and Lead Manager Options and will pay the Underwriters and Lead Managers such other compensation of comparable value to the Underwriter and Lead Manager Options as may be agreed between the parties each acting reasonably.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Underwriter and Lead Manager Options.

3.4 Technical information required by Listing Rule 7.3

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

- (a) the Underwriter and Lead Manager Options will be issued to RM Capital Pty Ltd and RM Corporate Finance Pty Ltd (or their nominees);
- (b) the maximum number of Underwriter and Lead Manager Options to be issued is 50,000,000 Options to RM Capital Pty Ltd and 10,000,000 Options to RM Corporate Finance Pty Ltd. The terms and conditions of the Options are set out in Schedule 1;
- (c) the Underwriter and Lead Manager Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules) and it is intended that issue of the Underwriters and Lead Manager will occur on the same date;
- (d) the Underwriter and Lead Manager Options will be issued at a nil issue price, in consideration for capital raising services provided by RM Capital Pty Ltd and RM Corporate Finance Pty Ltd;
- (e) the purpose of the issue of the Underwriters and Lead Manager Options to RM Capital Pty Ltd and RM Corporate Finance Pty Ltd is to satisfy the Company's obligations under the Lead Manager Mandate and Underwriting Agreement. A summary of the material terms of the Lead Manager Mandate and Underwriting Agreement is set out in Section 2.1; and
- (f) the Underwriter and Lead Manager Options are not being issued under, or to fund, a reverse takeover.

4. RESOLUTION 4 – ISSUE OF DIRECTOR PERFORMANCE RIGHTS – CHRISTOPHER HANSEN

4.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 10,287,684 Performance Rights (**Performance Rights**) to Non-Executive Director Christopher Hansen (or his nominee/s) as part of his remuneration package on the following material terms and conditions:

- (a) **Milestones:** The Performance Rights will vest upon satisfaction of the following milestones:
 - (i) 6,858,456 Performance Rights on the completion of the acquisition of a New Mineral Asset; and
 - (ii) 3,429,228 Performance Rights when the Company's market capitalisation remaining above \$10 million for not less than 20 days,(together, the **Milestones** and each, a **Milestone**);
- (b) **Conversion:** Subject to paragraph 1.1.1(o) of Schedule 2, upon vesting, each Performance Right will, at the election of the holder, convert into one Share;

- (c) **Expiry Date:** Each Performance Right shall otherwise expire on or before the date that is 30 November 2027 (**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; and
- (d) **Share ranking:** All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other existing Shares,

and otherwise on the terms and conditions set out below. Refer to Schedule 2 for the full terms and conditions of the Performance Rights.

The Company notes that it considers, subject to settlement of the Acquisition occurring, that the Acquisition will satisfy the completion of the acquisition of a New Mineral Asset for the purposes of Milestone.

4.2 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:

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

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

The issue of the Performance Rights constitutes giving a financial benefit and Christopher Hansen is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Hansen who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Performance Rights because the agreement to issue the Performance Rights, reached as part of the remuneration package for Mr Hansen, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

4.3 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 issue of the Performance Rights 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.

Resolution 4 seeks the required Shareholder approval for the issue of the Performance Rights under and for the purposes of Listing Rule 10.11.

4.4 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Performance Rights to Christopher Hansen 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 Performance Rights (because approval is being obtained under Listing Rule 10.11), the issue of the Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Performance Rights to Christopher Hansen and will seek to remunerate Mr Hansen via alternative means.

4.5 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13 of the Listing Rules the following information is provided in relation to Resolution 4:

- (a) the Performance Rights will be issued to Mr Christopher Hansen (or their nominee), who falls within the category set out in Listing Rule 10.11.1 as Mr Hansen is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Performance Rights to be issued is 10,287,684 Performance Rights;
- (c) the terms and conditions of the Performance Rights are set out in Schedule 2;

- (d) the Performance Rights 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 Performance Rights will occur on the same date;
- (e) the issue price of the Performance Rights will be nil. The Company will not receive any other consideration in respect of the issue of the Performance Rights;
- (f) the purpose of the issue of the Performance Rights is to provide a performance linked incentive component in the remuneration package for Mr Hansen to motivate and reward their performance as a Director and to provide cost effective remuneration to Mr Hansen, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Hansen;
- (g) the Performance Rights are unquoted. The Company has agreed to issue the Performance Rights to Mr Hansen subject to Shareholder approval for the following reasons:
 - (i) the Performance Rights are unquoted; therefore, the issue of the Performance Rights has no immediate dilutionary impact on Shareholders;
 - (ii) the deferred taxation benefit which is available to Mr Hansen in respect of an issue of Performance Rights is also beneficial to the Company as it means Mr Hansen is not required to immediately sell the Performance Rights to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed;
- (h) the number of Performance Rights to be issued to Mr Hansen has been determined based upon a consideration of:
 - (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the remuneration of Mr Hansen; and
 - (iii) incentives to attract and ensure continuity of service of Mr Hansen who has appropriate knowledge and expertise, while maintaining the Company's cash reserves.

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 proposed remuneration package for Mr Hansen for the current financial year is \$45,000, comprising a salary payment of \$45,000. If the Performance Rights are issued, the total remuneration package of Mr Hansen will increase by \$30,508 to \$75,508 (excluding the value of the

Hansen Options the subject of Resolution 5), being the value of the Performance Rights (based on the Black Scholes methodology);

- (j) the value of the Performance Rights and the pricing methodology is set out in Schedule 3;
- (k) the Performance Rights are not being issued under an agreement;
- (l) as at the date of this Notice, Mr Hansen has no interest in the securities of the Company;
- (m) post-issue of the Performance Rights pursuant to Resolution 4 and the Hansen Options pursuant to Resolution 5, Mr Hansen will have the following interest in the securities of the Company:

Post issue of the Performance Rights to Related Parties

Shares¹	Performance Rights	Options
49,654,487	26,839,178 ³	2,000,000 ²

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: TMR). The Company notes that, as at the date of this Notice, Mr Hansen does not hold any Shares in the capital of the Company. The Company is proposing, subject to Shareholder approval the subject of Resolution 10, to issue Mr Hansen 49,654,487 Consideration Shares in part consideration for the Acquisition. Refer to Sections 6 and 9 and Resolution 10 for further details. If Shareholder approval of Resolution 10 is obtained, Mr Hansen will hold an interest in a total of 49,654,487 Shares in the Company.
 2. The Company notes that, as at the date of this Notice, Mr Hansen does not hold any Options in the Company. The Company is proposing to issue 2,000,000 Options to Mr Hansen the subject of Resolution 5 of this Notice. Refer to Resolution 5 for further details.
 3. The Company notes that, as at the date of this Notice, Mr Hansen does not hold any Performance Rights in the Company. In addition to the Performance Rights proposed to be issued under this Resolution 4, the Company is proposing, subject to Shareholder approval the subject of Resolution 11, to issue Mr Hansen an additional 16,551,494 Performance Rights on the terms set out in Schedule 7 in part consideration for the Acquisition. Refer to Sections 6 and 9 and Resolution 11 of this Notice for further information. If Shareholder approval is obtained for both the issue of the Performance Rights the subject of this Resolution 4 and the Performance Rights the subject of Resolution 11, Mr Hansen will hold a total of 26,839,178 Performance Rights in the Company.
- (n) If the Performance Rights issued to Mr Hansen under this Resolution 4 are exercised, a total of 10,287,684 Shares would be issued. This will increase the number of Shares on issue from 730,998,748 (being the total number of Shares on issue as at the date of this Notice) to 741,286,432 (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 1.39% by Mr Hansen. For the avoidance of doubt, if Shareholder approval for the issue of the Performance Rights the subject of Resolution 11 are also approved and subsequently exercised in accordance with their terms, this will increase the number of Shares on issue a further 16,551,494 Shares to 757,837,926 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 a

further 0.79% for a total dilution of 2.18%. Refer to Section 9 and Resolution 11 for further details;

- (o) 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	0.039	10 May 2023
Lowest	0.004	Various dates from February 2024 to April 2024
Last	0.005	8 May 2024

- (p) 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 Resolution 4; and
- (q) a voting exclusion statement and voting prohibition statement is included in Resolution 4 of this Notice.

5. RESOLUTION 5, 6 AND 7 – ISSUE OF RELATED PARTY OPTIONS – CHRISTOPHER HANSEN, MELANIE ROSS AND ANDREA BETTI

5.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue an aggregate of 6,000,000 Options (**Related Party Options**) to Mr Christopher Hansen, Ms Melanie Ross and Ms Andrea Betti (or their nominee) (**Related Parties**) on the following material terms:

- (a) **Entitlement:** Each Related Party Option entitles the holder to subscribe for one Share upon exercise of the Option;
- (b) **Exercise Price:** Subject to paragraph (i) of Schedule 4, the amount payable upon exercise of each Related Party Option will be \$0.01 (**Exercise Price**);
- (c) **Expiry Date:** Each Related Party Option will expire at 5:00 pm (WST) on 30 November 2027 (**Expiry Date**). A Related Party Option not exercised before the Expiry Date will automatically lapse on the Expiry Date;
- (d) **Exercise Period:** The Related Party Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**); and
- (e) **Shares issued on exercise:** Shares issued on exercise of the Related Party Options rank equally with the then issued shares of the Company,

and otherwise of the terms and conditions set out in Schedule 4.

Resolutions 5, 6 and 7 seek Shareholder approval for the issue of the Related Party Options to the Related Parties.

5.2 Director Recommendation

Each Director has a material personal interest in the outcome of Resolutions 5 to 7 on the basis that all of the Directors (or their nominees) are to be issued

securities should Resolutions 5 to 7 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 5 to 7 of this Notice.

5.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 4.2 above.

The issue of Related Party Options to the Related Parties constitutes giving a financial benefit and each of the Related Parties are a related party of the Company by virtue of being a Director.

As the Related Party Options are proposed to be issued to all of the Directors pursuant to this Notice, 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 Related Party Options. Accordingly, Shareholder approval for the issue of Related Party Options to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

5.4 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 4.3 above.

The issue of Related Party Options 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 5, 6 and 7 seek the required Shareholder approval for the issue of the Related Party Options under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

5.5 Technical information required by Listing Rule 14.1A

If Resolutions 5, 6 and 7 are passed, the Company will be able to proceed with the issue of the Related Party Options 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 Related Party Options (because approval is being obtained under Listing Rule 10.11), the issue of the Related Party Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 5, 6 and 7 are not passed, the Company will not be able to proceed with the issue of the Related Party Options and will seek to remunerate the Related Parties via alternative means.

5.6 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 5, 6 and 7:

- (a) the Related Party Options will be issued to the following persons:
 - (i) Christopher Hansen (or his nominee/s) pursuant to Resolution 5;
 - (ii) Melanie Ross (or her nominee/s) pursuant to Resolution 6; and

- (iii) Andrea Betti (or her nominee/s) pursuant to Resolution 7,
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 Related Party Options to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is 6,000,000 comprising:
 - (i) 2,000,000 Related Party Options to Mr Hansen (or his nominee) pursuant to Resolution 5;
 - (ii) 2,000,000 Related Party Options to Ms Ross (or her nominee) pursuant to Resolution 6; and
 - (iii) 2,000,000 Related Party Options to Ms Betti (or her nominee) pursuant to Resolution 7,
- (c) the material terms and conditions of the Related Party Options are set out in Section 5.1. Refer to Schedule 4 for the full terms and conditions of the Related Party Options;
- (d) the Related Party Options 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 Related Party Options will occur on the same date;
- (e) the issue price of the Related Party Options will be nil. The Company will not receive any other consideration in respect of the issue of the Related Party Options (other than in respect of funds received on exercise of the Related Party Options);
- (f) the purpose of the issue of the Related Party Options is to provide a performance linked incentive component in the remuneration package for the Related Parties to align the interests of the Related Parties with those of Shareholders, to motivate and reward the performance of the Related Parties in their roles as Directors and to provide a cost effective way from the Company to remunerate the Related Parties, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties;
- (g) the Related Party Options are unquoted Options. The Company has agreed to issue the Related Party Options to the Related Parties for the following reasons:
 - (i) the Related Party Options are unquoted; therefore, the issue of the Related Party Options has no immediate dilutionary impact on Shareholders;
 - (ii) the deferred taxation benefit which is available to the Related Parties in respect of an issue of Related Party Options is also beneficial to the Company as it means the Related Parties are not required to immediately sell the Related Party Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and

- (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Options on the terms proposed;
- (h) the number of Related Party Options to be issued to each of the Related Parties has been determined based upon a consideration of:
 - (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the remuneration of the Related Parties; and
 - (iii) incentives to attract and ensure continuity of service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Options 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 30 June 2024	Previous Financial Year Ended 30 June 2023
Christopher Hansen ⁴	\$32,431 ¹	Nil ⁶
Melanie Ross	\$43,078 ²	\$36,000 ³
Andrea Betti ⁴	\$28,278 ⁵	Nil ⁶

Notes:

1. Comprises Directors' fees of \$26,500, and share-based payments of \$5,931 (including the increase of \$5,931 being the value of the Related Party Options and excluding the value of the Performance Rights subject to Resolution 4).
 2. Comprising Directors' fees of \$36,000 and share-based payments of \$7,078 (including an increase of \$7,078 being the value of the Related Party Options).
 3. Comprising Directors' fees of \$36,000.
 4. Mr Hansen and Ms Betti were appointed as Directors of the Company on 29 November 2023.
 5. Comprising Director's fees of \$21,200 and share-based payments of \$7,078. (including an increase of \$7,078 being the value of the Related Party Options).
 6. No comparative information applicable for Mr Hansen and Ms Betti as both were appointed as Directors of the Company on 29 November 2023.
- (j) the value of the Related Party Options and the pricing methodology is set out in Schedule 5;
 - (k) the Related Party Options are not being issued under an agreement;

- (l) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

As at the date of this Notice

Related Party	Shares ¹	Options	Undiluted	Fully Diluted
Christopher Hansen	Nil	Nil	-	-
Melanie Ross	1,080,000 ²	720,000 ³	0.15%	0.25%
Andrea Betti	1,117,500 ²	732,500 ⁴	0.15%	0.25%

Post issue of the Related Party Options to Related Parties

Related Party	Shares ¹	Options	Performance Rights
Christopher Hansen	49,654,487 ²	2,000,000 ⁶	10,287,684 ⁷
Melanie Ross	1,080,000 ³	2,720,000 ^{4,6}	Nil
Andrea Betti	1,117,500 ³	2,732,500 ^{5,6}	Nil

Notes:

- Fully paid ordinary shares in the capital of the Company (ASX: TMR).
- The Company notes that, as at the date of this Notice, Mr Hansen does not hold any Shares in the capital of the Company. The Company is proposing, subject to Shareholder approval the subject of Resolution 10, to issue Mr Hansen 49,654,487 Consideration Shares in part consideration for the Acquisition. Refer to Sections 6 and 9 and Resolution 10 for further details. If Shareholder approval of Resolution 10 is obtained, Mr Hansen will hold an interest in a total of 49,654,487 Shares in the Company.
- 1,080,000 fully paid ordinary shares are held indirectly through Consilium Corporate Advisory Pty Ltd (of which Ms Ross and Ms Betti are shareholders)
- Comprising:
 - 180,000 Quoted Options exercisable at \$0.075 each on or before 5 September 2025 held indirectly through Consilium Corporate Advisory Pty Ltd (of which Ms Ross is a shareholder);
 - 240,000 Unquoted Options exercisable at \$0.31 each on or before 3 December 2024 held indirectly through Consilium Corporate Advisory Pty Ltd (of which Ms Ross is a shareholder); and
 - 300,000 Unquoted Options exercisable at \$0.12 each on or before 29 June 2025 held indirectly through Consilium Corporate Advisory Pty Ltd (of which Ms Ross is a shareholder).
- Comprising:
 - 12,500 Quoted Options exercisable at \$0.075 each on or before 5 September 2025 held directly;
 - 180,000 Quoted Options exercisable at \$0.075 each on or before 5 September 2025 held indirectly through Consilium Corporate Advisory Pty Ltd (of which Ms Betti is a shareholder);
 - 240,000 Unquoted Options exercisable at \$0.31 each on or before 3 December 2024 held indirectly through Consilium Corporate Advisory Pty Ltd (of which Ms Betti is a shareholder); and
 - 300,000 Unquoted Options exercisable at \$0.12 each on or before 29 June 2025 held indirectly through Consilium Corporate Advisory Pty Ltd (of which Ms Betti is a shareholder).

6. The subject of Resolutions 5, 6 and 7 of this Notice.
7. The Company notes that, as at the date of this Notice, Mr Hansen does not hold any Performance Rights in the Company. The Company is proposing to issue to Mr Hansen:
 - a) 10,287,684 Performance Rights the subject of Resolution 4; and
 - b) 16,551,494 Performance Rights the subject of Resolution 11.

Refer to Resolutions 4 and 11 of this Notice for further information. If Shareholder approval is obtained for both the issue of the Performance Rights the subject of Resolution 4 and the Performance Rights the subject of Resolution 11, Mr Hansen will hold a total of 26,839,178 Performance Rights in the Company.

- (m) if the Related Party Options issued to the Related Parties are exercised, a total of 6,000,000 Shares would be issued. This will increase the number of Shares on issue from 730,998,748 (being the total number of Shares on issue as at the date of this Notice) to 736,998,748 (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 0.81% comprising 33.33% by Mr Hansen, 33.33% by Ms Ross, and 33.33% by Ms Betti;

The market price for Shares during the term of the Related Party Options would normally determine whether or not the Related Party Options are exercised. If, at any time any of the Related Party Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Related Party Options, 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 in Section 4.5(o) of this Notice;
- (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 5, 6 and 7; and
- (p) a voting exclusion statement and voting prohibition statement is included in Resolutions 5, 6 and 7 of the Notice.

6. BACKGROUND TO RESOLUTIONS 8 TO 11

6.1 Background

The Company has entered into an agreement for the acquisition (**Acquisition**) of 100% of the issued capital of Somerset Minerals Pty Ltd (ACN 674 256 314) (**Somerset**) from the shareholders of Somerset (**Acquisition Agreement**). Somerset is the holder of a 100% legal and beneficial interest in the Prescott Copper Project (through its wholly owned subsidiary, Flexure Minerals Ltd), comprising each of the mineral claims set out in Schedule 6.

The Company has sought and received confirmation from ASX that it will not exercise discretion to apply Listing Rules 11.1.2 or 11.1.3 to the proposed Acquisition and therefore Chapter 11 of the Listing Rules will not apply to the proposed Acquisition.

6.2 Material Terms of the Acquisition Agreement

The material terms of the Acquisition Agreement between the Company and the shareholders of Somerset are as follows:

(a) **Acquisition**

The Company proposes to enter into a binding agreement with Somerset and the Somerset shareholders pursuant to which the Company will purchase 100% of the issued capital of Somerset.

(b) **Exclusivity Fee**

On the date of execution of a binding agreement for the Acquisition (**Definitive Agreement**), the Company agrees to issue to Somerset an exclusivity fee of \$75,000 (**Exclusivity Fee**).

(c) **Consideration**

The Company has agreed to issue to the Somerset shareholders the Consideration Shares, Deferred Consideration and the Royalty (each a term defined below) as follows:

- (i) subject to Shareholder approval pursuant to Resolution 8 of this Notice, the Company proposes to issue to the Somerset shareholders, 300,000,000 Shares (**Consideration Shares**);
- (ii) in addition to the Consideration Shares and subject to Shareholder approval pursuant to Resolution 9 of this Notice, the Company proposes to issue to the Somerset shareholders, 100,000,000 Performance Rights which shall vest upon the satisfaction of the following milestones:
 - (A) 50,000,000 Performance Rights (**Tranche 1 Performance Rights**) will vest on the delineation by the Company of a JORC compliant Mineral Resource of 20Mt with grade of at least 1.00% copper equivalent at the Prescott Copper Project, as verified by an independent competent person under the JORC Code 2012 (**Tranche 1 Milestone**); and
 - (B) 50,000,000 Performance Rights (**Tranche 2 Performance Rights**) will vest on the delineation by the Company a JORC compliant Mineral Resource of 50Mt with grade of at least 1.00% copper equivalent at the Prescott Copper Project, as verified by an independent competent person under the JORC Code 2012 (**Tranche 2 Milestone**),(together, the **Deferred Consideration**). For the full terms and conditions of the Deferred Consideration Performance Rights, refer to Schedule 7; and
- (iii) a 1.5% net smelter royalty on all products produced within the area comprising the Prescott Copper Project and all subsequent licenses acquired in the following 24 months upon mutual agreement between the parties.

The Acquisition Agreement will otherwise contain terms and conditions, including but not limited to due diligence, representations and warranties and confidentiality provisions which are considered typical for an agreement of its type.

Resolutions 8 and 9 below seek shareholder approval for the issue of the Consideration Shares and Deferred Consideration respectively, to unrelated parties of the Company.

Mr Christopher Hansen is a Director of the Company and a shareholder of Somerset, holding a 16.55% ownership interest in Somerset. Accordingly, Resolutions 10 and 11 below seek shareholder approval (pursuant to Listing Rule 10.11) for the issue of Consideration Shares and Deferred Consideration to Mr Hansen as a Director of the Company.

7. RESOLUTION 8 – APPROVAL TO ISSUE CONSIDERATION SHARES

7.1 General

As summarised at Section 6.1 above, the Company has agreed to issue 300,000,000 Consideration Shares to the shareholders of Somerset as part consideration for the Acquisition.

Resolution 8 seeks shareholder approval for the issue of 250,345,513 Consideration Shares to shareholders of Somerset who are unrelated parties of the Company. As detailed in Section 6.1, the remaining 49,654,487 Consideration Shares are to be issued to Mr Christopher Hansen, a director of the Company holding a 16.55% ownership interest in Somerset, subject to shareholder approval sought pursuant to Resolution 10.

7.2 Listing Rule 7.1

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 shares it had on issue at the start of that period.

The proposed issue of the Consideration Shares falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

7.3 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Consideration Shares. In addition, the issue of the Consideration Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares. If the Company is unable to proceed with the issue of the Consideration Shares, the Company will be unable to proceed with the Acquisition as a Condition Precedent to the Acquisition Agreement will not be satisfied.

Resolution 8 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Consideration Shares.

7.4 Technical information required by Listing Rule 7.3

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

- (a) the Consideration Shares will be issued to the shareholders of Somerset;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Consideration Shares to be issued is 250,345,513. The Consideration 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 Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Consideration Shares will occur on the same date;
- (e) the Consideration Shares will be issued at a nil issue price, in consideration for the acquisition of 100% of the share capital of Somerset;
- (f) the purpose of the issue of the Consideration Shares is to satisfy the Company's obligations under the Acquisition Agreement which is summarised in Section 6.2; and
- (g) the Consideration Shares are not being issued under, or to fund, a reverse takeover.

8. RESOLUTION 9 – APPROVAL TO ISSUE DEFERRED CONSIDERATION

8.1 General

As summarised at Section 6.1 above, the Company has agreed to issue 100,000,000 Performance Rights to the shareholders of Somerset as part consideration for the Acquisition (**Deferred Consideration**).

Resolution 9 seeks shareholder approval for the issue of 83,448,506 Performance Rights to shareholders of Somerset who are unrelated parties of the Company. As detailed in Section 6.1, the remaining 16,551,494 Performance Rights are to be issued to Mr Christopher Hansen, a director of the Company holding a 16.55% ownership interest in Somerset, subject to shareholder approval sought pursuant to Resolution 11.

8.2 Listing Rule 7.1

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 shares it had on issue at the start of that period.

The proposed issue of the Deferred Consideration falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

8.3 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Deferred Consideration. In addition, the issue of the Deferred Consideration will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Deferred Consideration. If the Company is unable to proceed with the issue of the Deferred Consideration, the Company will be unable to proceed with the Acquisition as a Condition Precedent to the Acquisition Agreement will not be satisfied.

Resolution 9 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Deferred Consideration.

8.4 Technical information required by Listing Rule 7.3

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

- (a) the Deferred Consideration will be issued to the shareholders of Somerset;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Performance Rights to be issued as Deferred Consideration is 100,000,000. The terms and conditions of the Deferred Consideration are set out in Schedule 7;
- (d) the Deferred Consideration will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Deferred Consideration will occur on the same date;
- (e) the Deferred Consideration will be issued at a nil issue price, in consideration for the acquisition of 100% of the share capital of Somerset;
- (f) the purpose of the issue of the Deferred Consideration is to satisfy the Company's obligations under the Acquisition Agreement which is summarised in Section 6.2; and

- (g) the Deferred Consideration are not being issued under, or to fund, a reverse takeover.

9. RESOLUTIONS 10 AND 11 – ISSUE OF CONSIDERATION TO MR CHRISTOPHER HANSEN

9.1 General

As summarised at Section 6.1 above, the Company has agreed to issue 300,000,000 Consideration Shares and 100,000,000 Performance Rights to the shareholders of Somerset as consideration for the Acquisition.

Accordingly, Resolutions 10 and 11 seek Shareholder approval for the issue of 49,654,487 Consideration Shares and 16,551,494 Performance Rights to Mr Hansen (or his nominee), for the Acquisition on the same terms as the unrelated shareholders of Somerset and as otherwise set out below. Refer to Schedule 7 for the full terms and conditions of the Performance Rights.

9.2 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:

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

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

The issue of the Consideration Shares and Performance Rights constitutes the giving of a financial benefit and Mr Hansen is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Hansen who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Consideration Shares and Performance Rights because they will be issued to Mr Hansen (or his nominee) on the basis that the giving of the financial benefit has been negotiated on arm's length terms.

9.3 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 issue of the Consideration Shares and Performance Rights 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 10 and 11 seek Shareholder approval for the issue of the Consideration Shares and Performance Rights respectively for the purposes of Listing Rule 10.11.

9.4 Technical information required by Listing Rule 14.1A

If Resolutions 10 and 11 are passed, the Company will be able to proceed with the issue of the Consideration Shares and Performance Rights 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 On the basis that LR 10.11 approval is being sought for the issue of the Consideration Shares and Performance Rights, Listing Rule 7.2 (exception 14) will apply so that the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 10 and 11 are not passed, the Company will not be able to proceed with the issue of the Consideration Shares and Performance Rights in respect of the Acquisition, and the Company will be required to pay an amount in cash as consideration for the Acquisition.

9.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 10 and 11:

- (a) the Consideration Shares and Performance Rights will be issued to Mr Hansen (or their nominee), who falls within the category set out in Listing Rule 10.11.1, as Mr Hansen is a related party of the Company by virtue of being a Director;
- (b) the maximum number of securities to be issued to Mr Hansen (or his nominee) is as follows:
 - (i) 49,654,487 Considerations Shares; and
 - (ii) 16,551,494 Performance Rights;
- (c) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing ordinary shares;

- (d) the material terms of the Performance Rights are set out in Section 6.2(c) of this Notice. Refer to Schedule 7 for the full terms and conditions of the Performance Rights;
- (e) the Consideration Shares and Performance Rights 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 anticipated the Shares will be issued on the same date;
- (f) the purpose of the issue of Shares to Mr Hansen is to enable the Company to acquire the Prescott Copper Project as summarised at Section 6.1 above;
- (g) the Shares to be issued in connection with the Acquisition are not intended to remunerate or incentivise the Director;
- (h) the Shares are being issued under the Acquisition Agreement. A summary of the material terms of the Acquisition Agreement is set out in Section 6.1 above; and
- (i) a voting exclusion statement is included in both Resolutions 10 and 11 of the Notice.

10. RESOLUTION 12 – APPROVAL TO ISSUE SHARES

10.1 General

The Company is proposing to issue up to 250,000,000 Shares at an issue price per Share that is not less than a 20% discount to the 20-day volume weighted average price of Shares (**VWAP**) before 30 April 2024 to raise up to \$2,500,000 (**Placement Shares**).

Listing Rule 7.1 is summarised in Section 1.2.

The proposed issue of the Placement Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

10.2 Technical information required by Listing Rule 14.1A

If Resolution 12 is passed, the Company will be able to proceed with the issue of the Placement Shares. In addition, the issue of the Placement Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 12 is not passed, the Company will not be able to proceed with the issue of the Placement Shares and the Company may seek to raise funds via alternative means.

Resolution 12 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Shares.

10.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 12:

- (a) the Placement Shares will be issued to professional and sophisticated investors and will be identified through a bookbuild process, which will involve seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Placement Shares to be issued is 250,000,000. The Placement 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 Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Placement Shares will occur on the same date;
- (e) the issue price of the Placement Shares will be not less than a 20% discount to the 20-day VWAP before 30 April 2024. The Company will not receive any other consideration for the issue of the Placement Shares;
- (f) the purpose of the issue of the Placement Shares is to raise capital, which the Company intends to apply towards the continued exploration and evaluation of its projects in Canada and Ecuador, as well as funding ongoing corporate, general and administrative expenses;
- (g) the Placement Shares are not being issued under an agreement; and
- (h) the Placement Shares are not being issued under, or to fund, a reverse takeover.

10.4 Use of Funds

To calculate the potential funds that could be raised by the issue of the Placement Shares, the table below uses values of \$0.0028, \$0.0055 and \$0.0083 being the volume weighted average price for Shares on the 20 days on which sales in Shares were recorded before 30/04/2024, and the volume weighted prices which are 50% higher and 50% lower than that price. To calculate the potential funds that could be raised under this Resolution, discounted figures of \$0.0022, \$0.0044 and \$0.0067, have been used, being an issue price, which is 80% of the volume weighted average prices (i.e. maximum discount) set out below.

VWAP	VWAP Discount (10% of VWAP)	Maximum Funds Raised
\$0.0028	\$0.0022	\$554,425
\$0.0055	\$0.0044	\$1,108,849
\$0.0083	\$0.0067	\$1,663,274

The table below sets out the Company's intended use of funds raised by the issue of the Placement Shares assuming that the Company raises \$2,500,000.

Use of Funds	\$	%
Exploration and evaluation Canadian and Ecuadorian projects	\$1,830,000	73.2%
Corporate, general and administrative expenses	\$670,000	26.8%
Total	\$2,500,000	100.00%

The above table is a statement of current intentions as of the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

10.5 Dilution

Assuming no Options are exercised, no convertible securities are converted or other Shares issued and the maximum number of Placement Shares as set out above are issued, the number of Shares on issue would increase from 730,998,748 (being the number of Shares on issue as at the date of this Notice) to 980,998,748 and the shareholding of existing Shareholders would be diluted by 25.5%.

11. RESOLUTION 13 – CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 13 seeks the approval of Shareholders for the Company to change its name to "Somerset Minerals Limited".

The Board proposes this change of name on the basis that it believes the proposed name more accurately reflects the future operations of the Company.

The proposed name has been reserved by the Company with ASIC and if Resolution 13 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

If Resolution 13 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

GLOSSARY

\$ means Australian dollars.

Acquisition means the acquisition of 100% of the issued capital of Somerset from the shareholders of Somerset.

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:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) 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 Tempus Resources Limited (ACN 625 645 338).

Constitution means the Company's constitution.

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

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.

Mineral Asset means all property including (but not limited to) tangible property, intellectual property, mining and exploration Tenure and other rights held or acquired in connection with the exploration, development of and production from those Tenures. This may include the plant, equipment and infrastructure owned or acquired for the development, extraction and processing of minerals in connection with that Tenure.

New Mineral Asset means a new Mineral Asset project that the Company considers to be prospective for minerals and on which it intends to undertake exploration activities.

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 Rights means a right to acquire a Share pursuant to completion of a relevant milestone or vesting condition.

Prescott Copper Project means the project comprising the tenements set out in Schedule 6, which the Company intends to acquire pursuant to the Acquisition Agreement.

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.

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.

Somerset means Somerset Minerals Pty Ltd (ACN 674 256 314).

Tenure is any form of title, right, licence, permit or lease granted by the responsible government in accordance with its mining legislation that confers on the holder certain rights to explore for and/or extract agreed minerals that may be (or is known to be) contained.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF UNDERWRITER AND LEAD MANAGER OPTIONS (RESOLUTION 3)

Terms and conditions of the Options:

- (a) Each Option will entitle the holder to subscribe for one fully paid ordinary share in the Company at an exercise price of \$0.01 per Option on or before 30 November 2027.
- (b) The Options are exercisable at any time on or before third anniversary of the issue date wholly or in part by delivering a duly completed form of notice of exercise to the Company, accompanied by payment of the exercise price.
- (c) All shares issued on exercise of the Options will rank equally in all respects with the Company's then existing ordinary fully paid shares.
- (d) The Options are freely transferable.
- (e) Holders may only participate in new issues of securities to holders of ordinary shares in the Company if an Option has been exercised and shares issued in respect of the Option before the record date for determining entitlements to the issue. The Company must give at least 7 Business Days' notice to holders of any new issue before the record date for determining entitlements to the issue in accordance with the Listing Rules of ASX.
- (f) There will be no change to the exercise price of an Option or the number of shares over which an Option is exercisable in the event of the Company making a pro rata issue of shares or other securities to the holders of ordinary shares in the Company (other than for a bonus issue).
- (g) If there is a bonus issue ("**Bonus Issue**") to the holders of ordinary shares in the Company, the number of shares over which an Option is exercisable will be increased by the number of shares which the holder would have received if the Option had been exercised before the record date for the bonus issue ("**Bonus Shares**"). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank equally in all respects with the other shares of that class at the date of issue of the Bonus Shares.
- (h) If, prior to the expiry of any options, there is a reorganisation of the issued capital of the Company, the Options shall be reorganised in the manner set out in the Listing Rules of ASX.
- (i) Each holder of Options agrees to be bound by the provisions in the Company's constitution with respect to the service of notices by the Company on the holder, as if the holder were a Shareholder. For the purposes of these terms and conditions, "Business Day" has the same meaning as in the Company's constitution.

SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS (RESOLUTION 4)

The following is a summary of the key terms and conditions of the Performance Rights:

(a) **Milestones**

The Performance Rights will vest upon satisfaction of the following milestones:

- (i) 6,858,456 Performance Rights on the completion of the acquisition of a New Mineral Asset; and
- (ii) 3,429,228 Performance Rights when the Company's market capitalisation remaining above \$10 million for not less than 20 Business Days,

(together, the **Milestones** and each, a **Milestone**).

(b) **Notification to holder**

The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

(c) **Conversion**

Subject to paragraph (o), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.

(d) **Expiry Date**

Each Performance Right shall otherwise expire on or before the date that is 30 November 2027 (**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.

(e) **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.

(f) **Share ranking**

All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other existing Shares.

(g) **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.

(h) **Timing of issue of Shares on conversion**

Within 5 Business Days after the 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 paragraph (h)(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.

(i) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(j) **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.

(k) **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 at the time of reorganisation.

(l) **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) the number of Shares or other securities which must be issued on the conversion of a Performance Right will be increased by the number of Shares or other securities which the holder would have received if the holder had converted the Performance Right before the record date for the bonus issue.

(m) **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.

(n) **Change in control**

Subject to paragraph (o), upon:

- (i) a bona fide 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 50.1% 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 for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (iii) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.

(o) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of a Performance Right under paragraphs (c) or (n) 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 (o)(i) within 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.

(p) **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.

(q) **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.

(r) **ASX Listing Rule compliance**

The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.

(s) **No other rights**

A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 3 – VALUATION OF PERFORMANCE RIGHTS

Using the Black & Scholes and based on the assumptions set out below, the Director Performance Rights were ascribed the following value:

Director Performance Rights

Item	
Value of the underlying Shares	\$0.005
Valuation date	29 November 2023
Commencement of performance/vesting period	29 November 2023
Performance measurement/vesting date	30 November 2027
Expiry date	30 November 2027
Term of the Performance Right	4 years
Volatility (discount)	100%
Risk-free interest rate	4.04%
Total Value of Incentive Performance Rights	\$30,508
- Christopher Hansen (Resolution 4)	\$30,508

SCHEDULE 4 – TERMS AND CONDITIONS OF RELATED PARTY OPTIONS (RESOLUTIONS 5, 6 AND 7)

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.01 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 November 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

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

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

If a notice delivered under (g)(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.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

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

SCHEDULE 5 – VALUATION OF RELATED PARTY OPTIONS

Using the Black & Scholes option model and based on the assumptions set out below, the Related Party Options were ascribed the following value:

Assumptions:	Mr Hansen	Ms Ross & Ms Betti
Valuation date	29 November 2023 ¹	10 April 2024 ¹
Market price of Shares	\$0.005	\$0.006
Exercise price	1 cent	1 cent
Expiry date	30 November 2027	30 November 2027
Risk free interest rate	4.04%	3.73%
Volatility (discount)	100%	100%
Indicative value per Related Party Options	0.30 cents	0.35 cents
Total Value of Options	\$5,931	\$14,156
- Christopher Hansen (Resolution 5)	\$5,931	-
- Melanie Ross (Resolution 6)	-	\$7,078
- Andrea Betti (Resolution 7)	-	\$7,078

Note: The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

¹Mr Hansens' valuation date for his options differs from Ms Ross and Ms Betti as the date of Mr Hansen's letter of appointment was used for Mr Hansens' valuation.

SCHEDULE 6 – TENEMENTS

Claim Number	Owner	Anniversary Date	Area in Hectares
104427	Flexure Minerals Ltd.	6/03/2026	1886
104428	Flexure Minerals Ltd.	6/03/2026	1892
104429	Flexure Minerals Ltd.	6/03/2026	1898
104430	Flexure Minerals Ltd.	6/03/2026	400
104431	Flexure Minerals Ltd.	6/03/2026	1759
104432	Flexure Minerals Ltd.	6/03/2026	1151
104433	Flexure Minerals Ltd.	6/03/2026	1308
104434	Flexure Minerals Ltd.	6/03/2026	1431
104435	Flexure Minerals Ltd.	6/03/2026	1164
104436	Flexure Minerals Ltd.	6/03/2026	1187
104437	Flexure Minerals Ltd.	6/03/2026	1075
104438	Flexure Minerals Ltd.	6/03/2026	1402
104439	Flexure Minerals Ltd.	6/03/2026	1684
104440	Flexure Minerals Ltd.	6/03/2026	1819
104441	Flexure Minerals Ltd.	6/03/2026	1811
104442	Flexure Minerals Ltd.	6/03/2026	1797
104443	Flexure Minerals Ltd.	6/03/2026	1704
104444	Flexure Minerals Ltd.	6/03/2026	1581
104445	Flexure Minerals Ltd.	6/03/2026	1551
104446	Flexure Minerals Ltd.	6/03/2026	1189
104447	Flexure Minerals Ltd.	6/03/2026	1520
104448	Flexure Minerals Ltd.	6/03/2026	314
104449	Flexure Minerals Ltd.	6/03/2026	990
104450	Flexure Minerals Ltd.	6/03/2026	115
104451	Flexure Minerals Ltd.	6/03/2026	1915
104452	Flexure Minerals Ltd.	6/03/2026	1894

Claim Number	Owner	Anniversary Date	Area in Hectares
104453	Flexure Minerals Ltd.	6/03/2026	1456
104454	Flexure Minerals Ltd.	6/03/2026	1501
104455	Flexure Minerals Ltd.	6/03/2026	1685
104456	Flexure Minerals Ltd.	6/03/2026	1355
104457	Flexure Minerals Ltd.	6/03/2026	1812
104458	Flexure Minerals Ltd.	6/03/2026	962
104459	Flexure Minerals Ltd.	6/03/2026	1691
104460	Flexure Minerals Ltd.	6/03/2026	1852
104461	Flexure Minerals Ltd.	6/03/2026	1443
104462	Flexure Minerals Ltd.	6/03/2026	1548
104463	Flexure Minerals Ltd.	6/03/2026	1688
104464	Flexure Minerals Ltd.	6/03/2026	1016
104487	Flexure Minerals Ltd.	11/04/2026	446
104488	Flexure Minerals Ltd.	11/04/2026	81
104489	Flexure Minerals Ltd.	17/04/2026	271
104490	Flexure Minerals Ltd.	17/04/2026	814
104491	Flexure Minerals Ltd.	17/04/2026	788
104492	Flexure Minerals Ltd.	17/04/2026	304
104493	Flexure Minerals Ltd.	17/04/2026	610
104494	Flexure Minerals Ltd.	22/04/2026	526
104495	Flexure Minerals Ltd.	22/04/2026	327
104496	Flexure Minerals Ltd.	22/04/2026	315

SCHEDULE 7 – TERMS AND CONDITIONS OF DEFERRED CONSIDERATION

The following is a summary of the key terms and conditions of the Performance Rights:

(a) **Milestones and Expiry Date**

The Performance Rights shall vest upon satisfaction of the following milestones on or before the relevant expiry date:

Tranche	Vesting Condition	Expiry Date
Tranche 1 Performance Rights	The delineation by the Company of a JORC compliant unconstrained Mineral Resource of greater than 20Mt with grade of at least 1.00% copper equivalent at the Prescott Copper Project, as verified by an independent competent person under the JORC Code 2012 (or any subsequent edition of the JORC Code).	That date which is five (5) years from the date of completion under the Acquisition Agreement.
Tranche 2 Performance Rights	The delineation by the Company of a JORC compliant unconstrained Mineral Resource of greater than 50Mt with grade of at least 1.00% copper equivalent at the Prescott Copper Project, as verified by an independent competent person under the JORC Code 2012 (or any subsequent edition of the JORC Code).	That date which is five (5) years from the date of completion under the Acquisition Agreement.

(together the **Milestones** and each a **Milestone**).

The Copper Equivalent Grades will be calculated in accordance with paragraph 50 of the JORC Code (2012) and include copper, zinc, lead, molybdenum, nickel, gold, silver, platinum, palladium and rhodium.

The corresponding formula would be:

$$\text{CuEq\%} = ((\text{Cu\%} \times \text{Cu price per tonne} \times \text{Cu recovery}) + (\text{Zn\%} \times \text{Zn price per tonne} \times \text{Zn recovery}) + (\text{Pb\%} \times \text{Pb price per tonne} \times \text{Pb recovery}) + (\text{Ni\%} \times \text{Ni price per tonne} \times \text{Ni recovery}) + (\text{Mo ppm} \times \text{Mo price per g/t} \times \text{Mo recovery}) + (\text{Au ppm} \times \text{Au price per g/t} \times \text{Au recovery}) + (\text{Ag ppm} \times \text{Ag price per g/t} \times \text{Ag recovery}) + (\text{Pt ppm} \times \text{Pt price per g/t} \times \text{Pt recovery}) + (\text{Pd ppm} \times \text{Pd price per g/t} \times \text{Pd recovery}) + (\text{Rh ppm} \times \text{Rh price per g/t} \times \text{Rh recovery})) / (\text{Cu Price per tonne}).$$

(b) **Notification to holder**

The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

(c) **Conversion**

Subject to paragraph (n), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.

(d) **Consideration**

Each Performance Right will be issued for nil consideration and no consideration will be payable upon the conversion of a Performance Right into Shares.

(e) **Share ranking**

All Shares issued upon the vesting of a Performance Right will upon issue rank pari passu in all respects with other existing Shares.

(f) **Application to ASX**

The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of any Shares issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

(g) **Timing of issue of Shares on conversion**

Within 5 Business Days after the date that a Performance Right is converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the Performance Right 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 Right.

If a notice delivered under paragraph (h)(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.

(h) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(i) **Participation in new issues**

The Performance Rights do 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.

(j) **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 at the time of reorganisation.

(k) **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) the number of Shares or other securities which must be issued on the conversion of a Performance Right will be increased by the number of Shares or other securities which the holder would have received if the holder had converted the Performance Right before the record date for the bonus issue.

(l) **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.

(m) **Change in control**

Subject to paragraph (n), upon:

- (i) a bona fide 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 50.1% 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 for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (iii) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,

then, to the extent a Performance Right has not converted into Shares due to a Milestone not being met, Performance Right will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.

(n) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of a Performance Right 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 (n)(i) within 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.

(o) **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.

(p) **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.

(q) **ASX Listing Rule compliance**

The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.

(r) **No other rights**

A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (AWST) on Tuesday, 11 June 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, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

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.



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