



27 June 2024

Dear Shareholder

### **GENERAL MEETING – NOTICE AND PROXY FORM**

Matsa Resources Limited (ASX: MAT) (“Matsa” or “the Company”) will be holding a General Meeting (“GM”) at 9:30 am (WST) on Thursday 25 July 2024 at Suite 11, 139 Newcastle Street Perth in Western Australia.

In accordance with section 110D(1) of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Meeting (Notice) to shareholders unless a shareholder has made a valid election to receive such documents in hard copy. A copy of the Notice is available to be viewed on or downloaded from the Company’s website located on the Investors page at <https://www.matsa.com.au/asx-announcements>.

The Notice and proxy form are important documents and should be read in their entirety. If you have any difficulties obtaining a copy of the Notice or proxy form, please contact Automic Pty Ltd on 1300 288 664 (within Australia).

You may vote by attending the AGM in person, by proxy or by appointing an authorised representative.

Details on how to lodge your proxy form can be found on the enclosed proxy form. If you have any questions about your proxy form, please contact the Company Secretary by telephone at +61 8 9230 3555.

Proxy Forms must be received by no later than 9:30am (WST) on 23 July 2024.

If the Company makes any alternative arrangements in the way in which the AGM is held, Shareholders will be notified via an ASX announcement and the details will also be made available on our website at [www.matsa.com.au](http://www.matsa.com.au).

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

The Company encourages shareholders to provide an email address so we can communicate with you electronically. Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review or update your communication preferences, please contact the Company’s share registry at [www.automicgroup.com.au](http://www.automicgroup.com.au) and Register as a member with your unique shareholder identification number and postcode (or country for overseas residents), which you can find on your enclosed personalised proxy form. If you are unable to access any of the important Meeting documents online, please contact Automic on 1300 288 664 or +61 2 9698 5414 (or via email [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)).

Yours sincerely

**Andrew Chapman**  
**Director/Company Secretary**

**MATSA RESOURCES LIMITED**  
**ACN 106 732 487**

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**NOTICE OF GENERAL MEETING**

**PROXY FORM**

**AND**

**EXPLANATORY MEMORANDUM**

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**DATE OF MEETING**

Thursday, 25 July 2024

**TIME OF MEETING**

9.30am

**PLACE OF MEETING**

Suite 11  
139 Newcastle Street  
PERTH WA

These papers should be read in their entirety. If you are unable to attend the Meeting, please complete the Proxy Form **enclosed** and return it in accordance with the instructions set out on that form. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

# MATSA RESOURCES LIMITED

## NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the Shareholders of Matsa Resources Limited ACN 106 732 487 (**Company**) will be held in the Company's offices at Suite 11, 139 Newcastle Street, Perth, Western Australia, 6000 on Thursday, 25 July 2024 at 9.30am WST for the purpose of transacting the following business referred to in this Notice of Meeting.

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies and forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 4.00pm (WST) on Tuesday, 23 July 2024.

Please note terms used in the Resolutions contained in this Notice of Meeting have the same meaning as set out in the glossary of the Explanatory Memorandum accompanying this Notice of Meeting.

## AGENDA

### BUSINESS

#### RESOLUTION 1 - Ratification of Prior Issue of 71,651,105 New Shares – Tranche 1 Issue

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 approve and ratify the issue of 71,651,105 New Shares issued under Listing Rule 7.1 pursuant to the Tranche 1 Issue on the terms and conditions set out in the Explanatory Memorandum."*

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an associate (as defined in the Listing Rules) of that person or those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **RESOLUTION 2 – Approval to Issue 23,883,702 New Options – Tranche 1 Issue**

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, Shareholders approve the issue of 23,883,702 New Options to participants in the Tranche 1 Issue on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of 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) or an associate (as defined in the Listing Rules) of that person or those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **RESOLUTION 3 - Approval to Issue 10,818,339 New Shares and 3,606,113 New Options – Tranche 2 Issue**

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, Shareholders approve the issue of 10,818,339 New Shares and 3,606,113 New Options to participants in the Tranche 2 Issue on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of 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) or an associate (as defined in the Listing Rules) of that person or those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**RESOLUTION 4 - Approval to Issue New Shares and New Options to Director under the Tranche 2 Issue – Mr Paul Poli**

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

*“That, subject to Resolution 3 being passed, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue up to 3,000,000 New Shares and 1,000,000 New Options to Mr Paul Poli (or his nominee) as part of the Tranche 2 Issue on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Paul Poli (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate (as defined in the Listing Rules) of that person or those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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:
  - 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

- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:**

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 (as defined in the Listing Rules) of such a related party (**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 that it is not cast on behalf of an Excluded Party.

**RESOLUTION 5 - Approval to Issue New Shares and New Options to Director under the Tranche 2 Issue – Mr Pascal Blampain**

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

*“That, subject to Resolution 3 being passed, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue up to 1,000,000 New Shares and 333,333 New Options to Mr Pascal Blampain (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Pascal Blampain (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate (as defined in the Listing Rules) of that person or those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:**

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 (as defined in the Listing Rules) of such a related party (**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 that it is not cast on behalf of an Excluded Party.

## RESOLUTION 6 – Ratification of Prior Issue of 150,000 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 approve and ratify the issue of 150,000 Shares issued under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum.”*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an associate (as defined in the Listing Rules) of that person or those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way;
- (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:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## RESOLUTION 7 – Approval to Issue Contractor 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 10,000,000 Contractor Shares on the terms and conditions set out in the Explanatory Memorandum.”*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a 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) or an associate (as defined in the Listing Rules) of that person or those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way;
- (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:
- 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **OTHER BUSINESS**

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

## **BY ORDER OF THE BOARD**



**Andrew Chapman**  
**Company Secretary**  
Dated: 17 June 2024



## HOW TO VOTE

Shareholders can vote by either:

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

## VOTING BY PROXY

Shareholders are strongly urged to appoint the Chair of the Meeting as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be exercised on each item of business, and the Chair of the Meeting must follow your instructions.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form **attached** to the Notice of Meeting. To be effective, proxies and, if the Proxy Form is signed by the Shareholder's attorney, the authority under which the appointment is signed (or a certified copy of that authority) must be received by the Company not later than 48 hours before the time specified for the commencement of the Meeting (being, 9.30am (WST) on Tuesday, 23 July 2024). Proxies received after this time will be invalid.

## VOTING IN PERSON

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

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

## VOTING BY A CORPORATION

A body corporate that is a Shareholder, or which has been appointed as proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of their appointment, including any authority under which it is signed, unless it has previously been given to the Company.

## QUESTIONS

Shareholders may submit questions in advance of the Meeting to the Company Secretary. Questions must be submitted by email to the Company Secretary at [reception@matsa.com.au](mailto:reception@matsa.com.au). Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its operations.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on [reception@matsa.com.au](mailto:reception@matsa.com.au).

## DATE FOR DETERMINING HOLDERS OF SHARES

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have set a date to determine the identity of those entitled to attend and vote at the General Meeting. For the purposes of determining voting entitlements at the General Meeting, Shares will be taken to be held by the persons who are registered as holding at 4.00pm (WST) on Tuesday, 23 July 2024. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

All Resolutions at the Meeting will be decided on a poll. Shareholders are therefore strongly encouraged to lodge directed proxies in advance of the Meeting.

## **PROXIES**

Members are encouraged to attend the Meeting, but if you are unable to attend the Meeting, we encourage you to complete and sign the enclosed Proxy Form.

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

- each Shareholder has the right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Each proxy will have the right to vote on a poll and also to speak at the Meeting.

Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes).

A proxy need not be a Shareholder. The proxy can be either an individual or a body corporate.

As noted above, Shareholders are strongly urged to appoint the Chair of the Meeting as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be exercised on each item of business, and the Chair of the Meeting must follow your instructions. If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. Should any resolution, other than those specified in this Notice of Meeting, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair, the secretary or any Director that do not contain a direction on how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice of Meeting, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice of Meeting.

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.

To be effective, a Proxy Form and, if the Proxy Form is signed by the Shareholder's attorney, the authority under which the appointment is signed (or a certified copy of that authority) must be received by the Company not later than 48 hours before the time specified for the commencement of the General Meeting.

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

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

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

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

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

All Resolutions shall be conducted by poll.

## **CORPORATE REPRESENTATIVES**

A body corporate that is a Shareholder, or which has been appointed as proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

# MATSA RESOURCES LIMITED

## ACN 106 732 487

### EXPLANATORY MEMORANDUM

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

The Directors recommend Shareholders read this Explanatory Memorandum (which forms part of the Notice of Meeting) in full before making any decision in relation to the Resolutions. If you have any questions regarding the matters set out in this Explanatory Memorandum or the Notice of Meeting, please contact your accountant, solicitor or other professional adviser.

Terms used in this Notice of Meeting have defined meanings which are explained in the Glossary appearing at the end of this Explanatory Memorandum.

## 1. BACKGROUND TO RESOLUTIONS 1 to 5

### 1.1 Overview

On 29 April 2024, the Company announced that it was conducting a private placement to institutional, professional and sophisticated investors to raise \$2.15 million (before costs) under a placement of fully paid ordinary Shares at an issue price of \$0.03 per Share (**New Share**) (**Placement**). The Placement was not underwritten.

On 6 May 2024, 71,651,105 New Shares were issued under Tranche 1 of the Placement (**Tranche 1 Issue**), raising \$2,149,533 (before costs). These New Shares were issued under the Company's allowable placement capacity pursuant to Listing Rule 7.1 and will rank equally with existing Shares on issue. The Company is seeking Shareholder ratification of the issue of the New Shares under the Tranche 1 Issue under Resolution 1.

On 29 April 2024, the Company also advised that it had received further applications to participate in the Tranche 1 Issue, which the board was considering. On 17 June 2024, the Company announced that due to strong interest in the Tranche 1 Issue it had resolved to accept oversubscriptions and increase the overall Placement to \$2.47 million to (before costs) via the issue of an additional 10,818,339 New Shares, as a second tranche to the Placement (**Tranche 2 Issue**).

In addition, and subject to Shareholder approval, two out of three of the Company's Directors have applied for a further 4,000,000 New Shares and 1,333,333 New Options pursuant to the Tranche 2 Issue, further details of which are set out in Section 1.2 below.

Each participant in the Placement will also receive one (1) free attaching Option (**New Option**) for every three (3) New Shares issued under the Placement. The New Options are exercisable at \$0.07 each and will expire on the date that is 18 months from the date of issue. The total amount of New Options to be issued to unrelated participants of the Placement is 23,883,702 under the Tranche 1 Issue and 3,606,113 under the Tranche 2 Issue.

The issue price of \$0.03 per New Share represented a 6.25% discount to the last closing price on 23 April 2024 and a 11.6% discount to the 15 day volume weighted average price of the Company's Shares up to and including 23 April 2024.

The Company will not apply for quotation of the New Options. A summary of the terms and conditions of the New Options are included in Annexure A.

The New Shares to be issued under the Tranche 2 Issue and the New Options to be issued under the Tranche 1 Issue and the Tranche 2 Issue are subject to Shareholder approval.

## 1.2 Director Participation in the Placement

Directors of the Company, Paul Poli and Pascal Blampain, have applied for an aggregate amount of \$120,000 in the Tranche 2 Issue (**Participating Directors**), and subject to the receipt of Shareholder approval of Resolutions 4 and 5, will be issued 4,000,000 New Shares together with 1,333,333 New Options (**Directors' Participation**). The extent of each Participating Director's commitment under the Tranche 2 Issue is as follows:

- (a) Paul Poli has applied for 3,000,000 New Shares to raise \$90,000 together with 1,000,000 New Options (Resolution 4); and
- (b) Pascal Blampain has applied for 1,000,000 New Shares to raise \$30,000 together with 333,333 New Options (Resolution 5).

It is proposed that Messrs Poli and Blampain will participate in the Tranche 2 Issue on the same terms as the unrelated participants of the Placement. The Company is seeking Shareholder approval to issue the New Shares and New Options to the Participating Directors under Resolutions 4 and 5.

## 1.3 Listing Rules 7.1 and 7.4

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

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.

## 1.4 Listing Rule 10.11

As the Tranche 2 Issue contemplates the issue of New Shares and New Options to Directors (or their nominees), Listing Rule 10.11 applies.

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:

- 10.11.1.1 a related party;
- 10.11.1.2 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;
- 10.11.1.3 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;
- 10.11.1.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.1.5 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.

Please refer to the Explanatory Memorandum for further information on each of Resolutions 4 and 5.

## 1.5 Use of Funds

Funds raised from the Placement will be applied towards:

- (a) undertaking new drilling programs at Fortitude North where previous drilling has identified a mineralised footprint of 1.7km strike and approximately 250m across strike. Plans are underway for a deep 800 metre diamond hole to provide information on the potential of Fortitude North at depth. Previous drilling results returned exceptional widths providing strong encouragement with the deepest drilling returning 35m @ 3g/t from 150m indicating that further drilling may lead to defining a resource that compliments the nearby Fortitude Gold Mine;
- (b) assessment of other prospects within the Lake Carey Gold Project including Hill East which is just south of the Devon Pit Gold Mine and which has an existing inferred resource of 48,000 oz. There are a number of other prospects that require further exploration activities;
- (c) a small drilling program at Red October which is part of a R&D seismic research project to identify the possibility for mining opportunities;
- (d) finalisation of the grant process of a number of lithium prospective Special Prospecting Licences with a view to a maiden drilling program in the second half of 2024 where a number of new lithium bearing pegmatites have been identified, mapped and sampled; and
- (e) general working capital requirements.

## 1.6 Summary of Resolutions

The Company is seeking Shareholder approval for the following Resolutions relating to the Placement:

- (a) Resolution 1 – ratification of prior issue of 71,651,105 New Shares under the Tranche 1 Issue under the Company's Listing Rule 7.1 capacity;
- (b) Resolution 2 – approval to issue 23,883,702 New Options under the Tranche 1 Issue under Listing Rule 7.1;
- (c) Resolution 3 – approval to issue 10,818,339 New Shares and 3,606,113 New Options under the Tranche 2 Issue under Listing Rule 7.1;
- (d) Resolution 4 – approval to issue 3,000,000 New Shares and 1,000,000 New Options to Mr Paul Poli for his Tranche 2 Issue participation; and
- (e) Resolution 5 – approval to issue 1,000,000 New Shares and 333,333 New Options to Mr Pascal Blampain for his Tranche 2 Issue participation.

### **RESOLUTION 1 – Ratification of Prior Issue of 71,651,105 New Shares – Tranche 1 Issue**

#### 1.7 General

Details of the Tranche 1 Issue are set out in Section 1.1 above. A summary of Listing Rules 7.1 and 7.4 are set out in Section 1.3.

The issue of the New Shares under the Tranche 1 Issue does not fit within any of the exceptions to Listing Rule 7.1 and was not subject to prior Shareholder approval. The issue of the New Shares utilised the Company's 15% limit under Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval. The Company confirms that the issue of the New Shares did not breach Listing Rule 7.1 at the time of issue.

Under Resolution 1, the Company is seeking Shareholder approval for, and ratification of, the issue of the New Shares under the Tranche 1 Issue pursuant to and for the purposes of Listing Rule 7.4 so as to retain flexibility to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 should the need arise.

## 1.8 Effect of Resolution 1

If Resolution 1 is passed, the issue of the New Shares under the Tranche 1 Issue will be excluded from the calculation of the Company's 15% limit in Listing Rule 7.1, thereby increasing the number of Equity Securities the Company can issue without further Shareholder approval over the 12 month period following the date of issue.

If Resolution 1 is not passed, the New Shares issued under the Tranche 1 Issue 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.

## 1.9 Information required under Listing Rule 7.4

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) the New Shares issued under the Tranche 1 Issue were issued to Australian and overseas institutional, professional and sophisticated investors, none of whom are related parties of the Company. These participants were identified by the Directors. The participants were identified through a bookbuild process which involved the Company seeking expressions of interest to participate in the 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 of New Shares under the Tranche 1 Issue were:
  - i. related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers to 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 total number of New Shares issued under the Tranche 1 Issue was 71,651,105 New Shares;
- (d) the New Shares issued under the Tranche 1 Issue 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 New Shares issued under the Tranche 1 Issue were issued on 6 May 2024;
- (f) the New Shares issued under the Tranche 1 Issue were issued at an issue price of \$0.03 per New Share, raising approximately \$2,149,533 (before costs). The Company has not and will not receive any other consideration for the issue of the New Shares under the Tranche 1 Issue;
- (g) the funds raised from the New Shares issued under the Tranche 1 Issue will be put towards the objectives set out in Section 1.5;
- (h) the New Shares issued under the Tranche 1 Issue were not issued under an agreement; and
- (i) a voting exclusion statement in respect of Resolution 1 is included in this Notice of Meeting.

## 1.10 Additional Information

- (a) As stated in Section 2.3(a) above, the unrelated participants in the Placement, being institutional, professional and sophisticated investors, were identified by the Directors through a bookbuild process which involved the Company seeking expressions of interest to participate in the Placement from

non-related parties of the Company. The final issue price of the New Shares was determined by the Directors, after taking into account the demand for the Company's Shares and the prevailing Share price. The Directors of the Company sought to issue New Shares pursuant to the Placement at a price as close as possible to the prevailing market price so as not to disadvantage existing Shareholders in the Company, and considered the achieved Placement issue price to be consistent with that goal.

- (b) No alternative options to the Placement were considered by the Company as the Company considered the Placement to be in the best interests of Shareholders.
- (c) The Company did not seek or receive any expert advice in relation to the Placement beyond that provided by HopgoodGanim Lawyers as to compliance with the Company's obligations under the Corporations Act and Listing Rules.

### **1.11 Directors' Recommendation**

All of the Directors recommend that Shareholders vote in favour of Resolution 1.

## **2. RESOLUTIONS 2 to 3 – Approval to Issue the New Shares under the Tranche 2 Issue and the New Options attaching to the New Shares issued under the Tranche 1 Issue and Tranche 2 Issue – Listing Rule 7.1**

### **2.1 General**

Due to strong interest in the Tranche 1 Issue, the Company resolved to increase the overall Placement to \$2.47 million (before costs) via the issue of an additional 10,818,339 New Shares as a second tranche to the Placement, the details of which are described in Section 1.1 of this Explanatory Memorandum above.

As part of the Placement each participant in the Placement will also receive one (1) free attaching New Option for every three (3) New Shares issued under the Placement. The New Options are exercisable at \$0.07 per New Option and will expire on the date that is 18 months from the date of issue. The total amount of New Options to be issued to the unrelated participants of the Tranche 1 Issue and Tranche 2 Issue is 23,883,702 New Options and 3,606,113 New Options, respectively.

The issue of the following securities:

- (a) 23,883,702 New Options under the Tranche 1 Issue – Resolution 2; and
- (b) 10,818,339 New Shares and 3,606,113 New Options under the Tranche 2 Issue – Resolution 3,

all require Shareholder approval under Listing Rule 7.1.

### **2.2 Effect of Resolutions 2 and 3**

#### **Resolution 2**

Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 23,833,702 New Options under the Tranche 1 Issue.

A summary of Listing Rule 7.1 is set out in Section 1.3 of the Explanatory Memorandum above.

The issue of the New Options under the Tranche 1 Issue 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 the Company's Shareholders under Listing Rule 7.1.



Resolution 2 seeks the required Shareholder approval to the issue of the New Options under the Tranche 1 Issue under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed to issue 23,833,702 New Options to participants in the Tranche 1 Issue. The New Options will be granted as free attaching Options. Accordingly, no funds will be raised from the grant of the New Options. In addition, the grant of such New Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of these New Options under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of 23,833,702 New Options to participants in the Tranche 1 Issue. As a result, the Company may need to consider alternate ways to incentivise/reward the participants in the Tranche 1 Issue.

### **Resolution 3**

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 10,818,339 New Shares and 3,606,113 New Options under the Tranche 2 Issue.

A summary of Listing Rule 7.1 is set out in Section 1.3 of the Explanatory Memorandum above.

The issue of the New Shares and New Options under the Tranche 2 Issue 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 the Company's Shareholders under Listing Rule 7.1.

Resolution 3 seeks the required Shareholder approval to the issue of the New Shares and New Options under the Tranche 2 Issue under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed to issue 10,818,339 New Shares and 3,606,113 New Options to participants in the Tranche 2 Issue and a total of \$324,550 will be received by the Company (before costs) on the issue of those New Shares. The New Options will be granted as free attaching Options. Accordingly, no funds will be raised from grant of the New Options. In addition, the New Shares and New Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of these New Shares and New Options under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the 10,818,339 New Shares and 3,606,113 New Options to participants in the Tranche 2 Issue, and no funds will be received by the Company. This may have significant consequences for the Company, including the requirement to seek funding from alternative sources.

## **2.3 Technical Information required under Listing Rule 7.1 – Resolution 2**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) the New Options to be issued under the Tranche 1 Issue will be issued to various Australian and overseas institutional, professional and sophisticated investors, none of whom are related parties of the Company. These participants were identified by the Directors. The participants were identified through a bookbuild process which involved the Company seeking expressions of interest to participate in the Placement 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 of New Options under the Tranche 1 Issue will be:
  - i. related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers to 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 New Options to be issued under the Tranche 1 Issue is 23,883,702;
- (d) the New Options 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);
- (e) the issue price of the New Options will be nil as they will be issued free attaching with the New Shares issued under Tranche 1 Issue on a 1:3 basis;
- (f) the New Options will be issued on the terms and conditions set out in Annexure A;
- (g) no funds will be raised from the New Options as they are being issued for nil cash consideration;
- (h) the purpose of the issue of the New Options was as an incentive to participation in the Tranche 1 Issue, on the basis that those who participated in the Tranche 1 Issue received a right to receive the New Options under the Tranche 1 Issue if approved by Shareholders for no further consideration;
- (i) the New Options are not being issued under an agreement;
- (j) the New Options are not being issued under, or to fund, a reverse takeover; and
- (k) a voting exclusion statement is included for Resolution 2 in this Notice of Meeting.

## **2.4 Technical Information required under Listing Rule 7.1 – Resolution 3**

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

- (a) the New Shares and New Options to be issued under the Tranche 2 Issue will be issued to various Australian and overseas institutional, professional and sophisticated investors, none of whom are related parties of the Company. These participants were identified by the Directors. The participants were identified through a bookbuild process which involved the Company seeking expressions of interest to participate in the Placement 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 of New Shares and New Options under the Tranche 2 Issue will be:
  - i. related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers to 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 New Shares issued under the Tranche 2 Issue is 10,818,339 and the maximum number of New Options issued under the Tranche 2 Issue is 3,606,113;
- (d) the New Shares and New Options 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);
- (e) the issue price of New Shares issued under the Tranche 2 Issue is \$0.03 per New Share, raising approximately \$324,550 (before costs). The Company has not and will not receive any other consideration for the issue of the New Shares under the Tranche 2 Issue;
- (f) the issue price of the New Options will be nil as they will be issued free attaching with the New Shares under the Tranche 2 Issue on a 1:3 basis;

- (g) the New Shares issued under the Tranche 2 Issue will all be fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (h) the New Options will be issued on the terms and conditions set out in Annexure A;
- (i) the funds raised from the New Shares issued under the Tranche 2 Issue will be put towards the objectives set out in Section 1.5. No funds will be raised from the New Options as the Options are being issued for nil cash consideration;
- (j) the purpose of the issue of the New Options is as an incentive to participation in the Tranche 2 Issue, on the basis that those who participated in the Tranche 2 Issue received a right to receive the New Options under the Tranche 2 Issue if approved by Shareholders for no further consideration;
- (k) the New Shares are not being issued under an agreement;
- (l) the New Shares are not being issued under, or to fund, a reverse takeover; and
- (m) a voting exclusion statement is included in this Notice of Meeting.

## **2.5 Additional Information**

- (a) As stated in Sections 3.3(a) and 3.4(a) above, the unrelated participants in the Placement, being institutional, professional and sophisticated investors, were identified by the Directors through a bookbuild process which involved the Company seeking expressions of interest to participate in the Placement from non-related parties of the Company. The final issue price of the New Shares and New Options was determined by the Directors, after taking into account the demand for the Company's Shares and the prevailing Share price. The Directors of the Company sought to issue New Shares pursuant to the Placement at a price as close as possible to the prevailing market price so as not to disadvantage existing Shareholders in the Company, and considered the achieved Placement issue price to be consistent with that goal.
- (b) No alternative options to the Placement were considered by the Company as the Company considered the Placement to be in the best interests of Shareholders.
- (c) The Company did not seek or receive any expert advice in relation to the Placement beyond that provided by HopgoodGanim Lawyers as to compliance with the Company's obligations under the Corporations Act and Listing Rules.

## **2.6 Directors' Recommendation**

All of the Directors recommend that Shareholders vote in favour of Resolutions 2 and 3.

## **3. RESOLUTIONS 4 and 5 – Approval to Issue New Shares and New Options to Directors Under the Tranche 2 Issue**

### **3.1 General**

Please refer to Section 1.2 above for information about the Directors' Participation in the Placement. The Company has agreed, subject to obtaining Shareholder approval and subject to Shareholders voting in favour of Resolution 3, to issue 4,000,000 New Shares and 1,333,333 New Options to Directors, Messrs Paul Poli and Pascal Blampain (or their respective nominees). Each Participating Director wishes to participate in the Tranche 2 Issue on the same terms as the unrelated participants under the Placement (the subject of Resolutions 1, 2 and 3).

Accordingly, Resolutions 4 and 5 seek Shareholder approval for the issue of a total of 4,000,000 New Shares and 1,333,333 New Options to the Participating Directors (or their respective nominees), as a result of the Directors' Participation on the terms set out below.

### **3.2 Chapter 2E of the Corporations Act**

Pursuant to 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 Directors' Participation will result in the issue of 4,000,000 New Shares and 1,333,333 New Options to Participating Directors which constitutes giving a financial benefit and the Participating Directors are each related parties of the Company by virtue of being Directors.

As New Shares and New Options are proposed to be issued to two out of three of the Company's Directors under the Tranche 2 Issue, 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 New Shares and New Options to the Participating Directors. Accordingly, Shareholder approval for the issue of the New Shares and New Options to the Participating Directors is sought in accordance with Chapter 2E of the Corporations Act.

### **3.3 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 New Shares and New Options to Participating Directors falls within Listing Rule 10.11.1 (and if the New Shares and New Options are issued to a nominee of the relevant Participating Director, the nominee will fall within Listing Rule 10.11.4 by virtue of being an associate of a Participating Director) and does not fall within any of the exceptions in Listing Rule 10.12. Therefore, the Directors' Participation requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 4 and 5 seek Shareholder approval for the Directors' Participation under and for the purposes of Listing Rule 10.11.

### **3.4 Effect of Resolutions 4 and 5**

If any or all of Resolutions 4 and 5 are passed, the Participating Directors will be able to participate in the Tranche 2 Issue and the Company will be able to proceed with the issue of the New Shares and New Options to the Participating Directors in respect of whom the relevant Resolution(s) is passed 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) and will raise additional funds which will be used in the manner set out in Section 1.5 above.

As it is an exception from Listing Rule 7.1 pursuant to Listing Rule 7.2 Exception 14, if approval for an issue of Equity Securities is obtained under Listing Rule 10.11, the issue of the New Shares and New Options to the Participating Directors will not utilise any of the Company's placement capacity under that rule.

If any or all of Resolutions 4 and 5 are not passed, the Company will not be able to proceed with the issue of the New Shares and New Options to the Participating Directors in respect of whom the relevant Resolution(s) is not passed.

### **3.5 Technical Information required under Listing Rule 10.13 and Section 219 of the Corporation Act**

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 4 and 5:

- (a) the 4,000,000 New Shares and 1,333,333 New Options will be issued to the Participating Directors and will be comprised of the following:
  - (i) 3,000,000 New Shares and 1,000,000 New Options to Mr Paul Poli (or his nominee) pursuant to Resolution 4; and
  - (ii) 1,000,000 New Shares and 333,333 New Options to Mr Pascal Blampain (or his nominee) pursuant to Resolution 5,

each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of the Participating Directors each being a Director. If the New Shares and New Options are issued to a nominee of the relevant Participating Director, the nominee will fall within the category set out in Listing Rule 10.11.4, by virtue of the nominee being an associate (as defined in the Listing Rules) of a Participating Director.

- (b) the maximum number of New Shares and New Options to be issued to the Participating Directors is 4,000,000 New Shares and 1,333,333 New Options (being the nature of the financial benefit proposed to be given) and will be allocated in the proportions set out above;
- (c) the New Shares issued will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares;
- (d) a summary of the material terms of the New Options are set out at Annexure A;
- (e) the 4,000,000 New Shares and 1,333,333 New Options the subject of Resolutions 4 and 5 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 4,000,000 New Shares and 1,333,333 New Options the subject of Resolutions 5 and 6 will occur on the same date;
- (f) the New Shares will be issued at a price of \$0.03 each. The New Options will be issued free attaching on the basis of 1 New Option for every 3 New Shares issued under the Tranche 2 Issue. Both being the issue price of the New Shares and New Options issued to other participants in the Placement. The Company has not and will not receive any other consideration for the issue of the New Shares and New Options the subject of Resolutions 4 and 5;
- (g) the purpose of the issue of the 4,000,000 New Shares and 1,333,333 New Options the subject of Resolutions 4 and 5 is to allow the Participating Directors to participate in the Placement and the funds raised will be put towards the objectives set out in Section 1.5;

- (h) the Participating Directors will participate in the Placement on the same terms as the unrelated participants (being institutional, professional and sophisticated investors who took part in the Placement). Consequently, the number of New Shares and New Options to be issued to the Participating Directors has been determined based upon the number of New Shares and New Options to be issued to the institutional, professional and sophisticated investors who took part in the Placement;
- (i) there are no further material terms to disclose in respect of the Directors' Participation;
- (j) the Company does not consider that there are any significant opportunity costs to the Company or benefits forgone by the Company in issuing the New Shares and New Options to the Participating Directors upon the terms proposed;
- (k) the New Shares and New Options are not being issued under an agreement;
- (l) the New Shares and New Options are not being issued under, or to fund, a reverse takeover;
- (m) voting exclusion statements in relation to Resolutions 4 and 5 are included in the Notice of Meeting;
- (n) the issue of the New Shares and New Options to the Participating Directors is not intended to be conferred by way of remuneration or incentive. However, in the interests of full and proper disclosure, the total remuneration package for each of the Directors in the previous financial year and the proposed total remuneration package for the current financial year are set out below:

<b>Related Party</b>	<b>Current Financial Year Ended 30 June 2024<sup>1</sup></b>	<b>Previous Financial Year Ended 30 June 2023<sup>1</sup></b>
Paul Poli <sup>2</sup>	\$402,500	\$345,745
Andrew Chapman <sup>3</sup>	\$190,000	\$236,887
Pascal Blampain <sup>4</sup>	\$302,500	\$334,338

Notes:

1. Amounts include total fixed remuneration (TFR) and value of securities received as remuneration during the period, securities yet to be issued have not been included.
  2. Mr Poli's fees comprise salaries and fees and other short term benefits of \$298,077, superannuation of \$25,468 and share based payments of \$22,200 in the previous financial year and salaries and fees and other short term benefits of \$380,000 and superannuation of \$27,500 in the current financial year.
  3. Mr Chapman's fees comprise salaries and fees of \$199,234, superannuation of \$21,003 and share based payments of \$16,650 in the previous financial year and salaries and fees of \$171,000 and superannuation of \$19,000 in the current financial year.
  4. Mr Blampain's fees comprise salaries and fees and other short term benefits of \$286,670, superannuation of \$25,468 and share based payments of \$22,200 in the previous financial year and salaries and fees and other short term benefits of \$285,000 and superannuation of \$27,500 in the current financial year.
- (o) the relevant interests of the Directors in securities of the Company are set out below:

*As at the date of this Notice of Meeting*

<b>Related Party</b>	<b>Shares<sup>1</sup></b>	<b>Options</b>	<b>Undiluted</b>	<b>Fully Diluted<sup>3</sup></b>
Paul Poli	15,500,000	800,000	2.82%	2.64%
Andrew Chapman	1,266,667	1,833,334	0.23%	0.50%
Pascal Blampain	633,333	2,166,666	0.12%	0.45%

*Post issue of New Shares and New Options to Participating Directors*

Related Party	Shares <sup>1,5</sup>	Options <sup>2</sup>	Undiluted <sup>5</sup>	Fully Diluted <sup>4,5</sup>
Paul Poli	18,500,000	1,800,000	3.27%	3.07%
Andrew Chapman	1,266,667	1,833,334	0.22%	0.47%
Pascal Blampain	1,633,333	2,499,499	0.29%	0.62%

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX:MAT).
2. Includes 5,500,000 unlisted Options exercisable at \$0.09 each expiring 30 November 2025 and the issue of 1,333,333 New Options to Participating Directors.
3. Fully diluted interest is calculated assuming all Options on issue as at the date of this Notice of Meeting are exercised.
4. Fully diluted interest is calculated assuming all Options on issue as at the date of this Notice of Meeting are exercised as well as the 28,823,148 New Options proposed to be issued under the Placement.
5. Assumes the issue of 4,000,000 New Shares to Participating Directors and 10,818,339 New Shares to unrelated participants in the Tranche 2 Issue.

- (p) if the 4,000,000 New Shares are issued to the Participating Directors, this will increase the number of Shares on issue from 561,293,481 (being the total number of Shares on issue after completion of the issue of all New Shares under the Tranche 2 Issue to unrelated parties) to 565,293,481 (assuming that no further Shares are issued and no Options are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.71%;
- (q) the trading history of the Shares on ASX in the 12 months before the date of this Notice of Meeting is set out below:

	Price	Date
Highest	\$0.04	15 August 2023
Lowest	\$0.024	24 November 2023
Last	\$0.027	17 June 2024

- (r) the Company did not seek or receive any expert advice in relation to the Directors' Participation in the Tranche 2 Issue;
- (s) as noted above, the Participating Directors will participate in the Tranche 2 Issue on the same terms as the unrelated participants and the issue price of the New Shares the subject of Resolutions 4 and 5 will be \$0.03 each, being the same price as the New Shares issued to unrelated participants the subject of Resolutions 1 and 3. As at 6 May 2024 (being the date of issue of the New Shares the subject of Resolution 1), the price of the Company's Shares was \$0.032 (noting the last trading date before the date of issue of the New Shares the subject of Resolution 1 was 23 April 2024) which is above the price of the New Shares to be issued to the Participating Directors. If this difference is maintained up to the date the New Shares are issued to the Participating Directors, they will each receive a benefit of \$0.002 per New Share; and
- (t) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 4 and 5.

### 3.6 Directors' Recommendation

The Participating Directors have a material personal interest in the outcome of Resolutions 4 and 5 on the basis that these Directors (or their nominees), are to be issued New Shares and New Options should Resolutions 4 and 5 be passed. For this reason, the Directors do not believe that it is appropriate to give a recommendation to Shareholders on whether or not to vote in favour of Resolutions 4 and 5.

## **4. RESOLUTION 6: Ratification of Prior Issue of 150,000 Shares**

### **4.1 General**

In August 2017, the Company announced that it had entered into a loan facility with Goldbondsuper Pty Ltd as Trustee for Goldbondsuperone and Robert Paul Martin and Susan Pamela Martin as Trustees for Nitro Super Fund (**Lenders**) for a total of \$4 million, with each of the Lenders loaning the Company \$2 million each (**Loan**).

On 4 June 2020, the Company announced it had entered into an agreement with the Lenders, whereby the Loan repayment date was extended for two years to 31 July 2022. The Loan repayment date was then extended to 30 November 2022.

On 2 December 2022, the Company advised that it had entered into a new loan agreement with the same above Lenders for a total of \$4 million with a repayment date of 30 November 2025. The terms of the new Loan, other than the repayment date, are the same as the previous loan. The terms of the Loan also include an interest rate of 12% per annum payable monthly in arrears, and a charge over all property of the Company by way of a general security agreement and a mortgage over the Fortitude Gold Project tenements. This general security agreement contains terms and conditions which are standard for an agreement of this type. The fee for the Lenders entering into the new Loan agreement is that the Company has agreed to pay the Lenders an annual facility fee of 150,000 fully paid ordinary Shares for every year or part year that the Loan remains outstanding (**Facility Fee**). The annual Facility Fee was issued on 15 January 2024. The Company will update the market with respect to the Loan and any subsequent Facility Fees, in compliance with its disclosure obligations as required.

The Company issued the 150,000 Shares the subject of the annual Facility Fee without prior Shareholder approval out of its 15% annual placement capacity under Listing Rule 7.1.

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 150,000 Shares referred to above, being the annual Facility Fee.

### **4.2 Listing Rules 7.1 and 7.4**

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

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 annual Facility Fee 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 Rules 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 annual Facility Fee.

By ratifying the issue the subject of Resolution 6, the Company will retain the flexibility to issue Equity Securities in the future of up to the 15% annual placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

To this end, Resolution 6 seeks Shareholder approval and ratification pursuant to Listing Rule 7.4 for the issue of the 150,000 Shares referred to above pursuant to the annual Facility Fee.

### **4.3 Effect of Resolution 6**

If Resolution 6 is passed, the ratification will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue



without Shareholder approval over the 12 month period following the annual Facility Fee issue date.

If Resolution 6 is not passed, the ratification will be included in calculating the Company's 15% limit, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the annual Facility Fee issue date.

#### **4.4 Technical Information required under Listing Rule 7.4**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 6:

- (a) the annual Facility Fee was issued to Goldbondsuper Pty Ltd as Trustee for Goldbondsuperone and Robert Paul Martin and Susan Pamela Martin as Trustees for Nitro Super Fund;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients of the Shares were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers to 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 total number of Shares issued was 150,000;
- (d) 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;
- (e) the Shares were issued on 15 January 2024;
- (f) the Shares were issued at an issue price of \$0.027 per Share. The Company has not and will not receive any other consideration for the issue of the annual Facility Fee (noting the Company will update the market with respect to the Loan and any subsequent Facility Fees, in compliance with its disclosure obligations as required);
- (g) the Shares were issued in equal amounts to the Lenders;
- (h) the Facility Fee was provided as the annual fee for the entry into a new Loan facility with the Lenders as described above with a repayment date of 30 November 2025. The Company's use or intended use of the funds raised by the issue are to replace the previous loan facility which was due for repayment on 30 November 2022;
- (i) a summary of the material terms of the loan agreement the subject of the Loan is provided in Section 7.1 above; and
- (j) a voting exclusion statement in relation to Resolution 6 is included in the Notice of Meeting.

#### **4.5 Directors' Recommendation**

All of the Directors recommend that Shareholders vote in favour of Resolution 6.

### **5. RESOLUTION 7: Approval to Issue Contractor Shares**

#### **5.1 General**

The Company is seeking Shareholder approval to issue up to 10,000,000 Shares (**Contractor Shares**) to a soon to be engaged contractor who is not a related party of the Company (**Contractor**).

The Company is in discussions with three potential candidates of which one will shortly be engaged on standard market terms to provide drilling services at the Fortitude North project. These drilling services will be provided in or about fourth quarter of 2024 and are estimated to be valued up to 50% of the total value of the drilling services provided. Each of the candidates have expressed an interest in taking equity in the Company in part payment for their services.

Resolution 7 therefore seeks Shareholder approval for the purposes of Listing Rule 7.1 to approve the issue of the Contractor Shares to the Contractor in consideration for, and subject to the Company entering an engagement with such Contractor for, drilling services.

## **5.2 Listing Rule 7.1**

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

The proposed issue of the Contractor Shares to the Contractor 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 the Company's Shareholders under Listing Rule 7.1.

## **5.3 Effect of Resolution 7**

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Contractor Shares. In addition, the issue of the Contractor Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of these under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Contractor Shares as part of the terms of engagement that are currently under negotiation. In such circumstances, the Company may be required to pay additional cash for the provision of such services.

Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Contractor Shares.

## **5.4 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 7:

- (a) the Contractor Shares will be issued to a drilling contractor, who is not a related party 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 to 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 Contractor Shares to be issued is 10,000,000;
- (d) the Contractor 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 Shares;
- (e) the Contractor 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);

- (f) the price at which the Contractor Shares will be issued is not fixed. The minimum price at which the Contractor Shares will be issued is \$0.03 per Contractor Share in consideration for the drilling services provided by the Contractor to the Company. The Company will not receive cash or any other consideration for the issue of the Shares beyond the provision of the drilling services as contemplated by the agreement described in Section 5.1 above;
- (g) a summary of the type and material terms of the expected drilling services agreement is provided in Section 5.11 above. The Shares will not be issued other than under an agreement described Section 5.1 above. The Company will enter into an agreement with the Contractor on terms, conditions and warranties considered standard for an agreement of this kind;
- (h) the Shares are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included for the purposes of Resolution 7 of the Notice of Meeting.

## **5.5 Directors' Recommendation**

All of the Directors recommend that Shareholders vote in favour of Resolution 7.

## 8. GLOSSARY

**\$** means Australian dollars

**AC Participation** has the meaning given to the term in Section 6.1.

**ASX** means the Australian Securities Exchange or 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.

**Company** means Matsa Resources Limited ACN 106 732 487.

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

**Contractor** has the meaning given to the term in Section 8.1.

**Contractor Shares** has the meaning given to the term in Section 8.1.

**Corporations Act** means *Corporations Act 2001* (Cth) including any Class Orders or Legislative Instruments made by the Australian Securities and Investments Commission.

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

**Directors' Participation** has the meaning given to the term in Section 1.2.

**Equity Securities** has the same meaning as in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum which accompanies and forms part of this Notice of Meeting.

**General Meeting or Meeting** means the general meeting of Shareholders convened by this Notice of Meeting or any resumption thereof.

**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 the ASX.

**New Option** has the meaning given to the term in Section 1.1.

**New Share** has the meaning given to the term in Section 1.1.

**Notice of Meeting** means this notice of General Meeting including the Explanatory Memorandum and the Proxy Form.

**Option** means a right to subscribe for a Share.

**Optionholder** means the holder of an Option.

**Option Placement** has the meaning given to the term in Section 5.1.

**Participating Directors** has the meaning given to the term in Section 1.2.

**PB Participation** has the meaning given to the term in Section 6.1.

**Placement** has the meaning given to the term in Section 1.1.

**Placement Option** has the meaning given to the term in Section 5.1.

**PP Participation** has the meaning given to the term in Section 6.1.

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

**Resolution** means a resolution proposed pursuant to the Notice of Meeting.

**Section** means a section of the Notice of General Meeting and Explanatory Statement.

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

**Shareholder** means a person entered in the Company's register as a holder of a Share.

**Tranche 1 Issue** has the meaning given to the term in Section 1.1.

**Tranche 2 Issue** has the meaning given to the term in Section 1.1.

**WST** means Western Standard Time in Perth, Western Australia.

## ANNEXURE A

### TERMS AND CONDITIONS OF NEW OPTIONS – TRANCHE 1 and 2

The following are the terms and conditions of the New Options:

1. Nil consideration will be payable per Option for the issue of the Options.
2. The Options shall expire at 5.00pm WST on or before the date that is 18 months from the date of issue (**Expiry Date**).
3. Subject to condition 16, the amount payable upon exercise of each Option will be \$0.07 (**Exercise Price**).
4. Subject to these terms and conditions, each Option will entitle the holder to subscribe for one fully paid ordinary share (**Share**) in Matsa Resources Limited ACN 106 732 487 (**Company**) by paying the full amount of the Exercise Price.
5. Options may be exercised at any time from the date of issue until the Expiry Date.
6. Options not exercised on or before the Expiry Date will automatically lapse.
7. The Exercise Price shall be payable in full on exercise of the Options.
8. Options may only be exercised by the delivery to the registered office of the Company of a notice in writing. The notice must specify the number of Options being exercised and must be accompanied by:
  - (a) payment for the Exercise Price for each Options being exercised; and
  - (b) the certificate for those Options for cancellation by the Company.

The notice is only effective (and only becomes effective) when the Company has received value for the full amount of the Exercise Price (for example, if the Exercise Price is paid by cheque, by clearance of that cheque) on or before the Expiry Date.
9. Subject to condition 7, within 10 Business Days after the notice referred to in condition 8 becoming effective, the Company must:
  - (a) allot and issue the number of Shares specified in the notice to the holder;
  - (b) cancel the certificate for the Options being exercised; and
  - (c) if applicable, issue a new certificate for any remaining Options covered by the certificate accompanying the notice.
10. The Company will not apply for the Options to be quoted on ASX.
11. The Options are transferable.
12. Shares allotted pursuant to an exercise of the Options shall rank, from the date of allotment, pari passu with existing Shares of the Company in all respects.
13. The Company shall, in accordance with the Listing Rules, make application to have Shares allotted pursuant to an exercise of Options quoted on ASX.
14. There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its Shareholders from time to time prior to the Expiry Date unless and until the Options are exercised. However, the Company must give notice as required under the Listing Rules to Optionholders of any new issue of capital before the record date for determining entitlements to the issue in accordance with the Listing Rules.

15. If, prior to the expiry of any Options, there is a reorganisation of the issued capital of the Company, Options will be reorganised in accordance with the Listing Rules and Corporations Act at the time of the reorganisation.
16. If, prior to the expiry of an Option, there is a bonus issue to the holders of Shares in the Company, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.
17. The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.
18. If at any time prior to the Expiry Date the Optionholder dies, the deceased holder's legal personal representative may:
  - (a) elect to be registered as the new Optionholder of the deceased Optionholder's Options;
  - (b) whether or not he or she becomes so registered, exercise those Options as if they were the holder of them in accordance with those terms and conditions; and
  - (c) if the deceased Optionholder has already given a notice of exercise of their Options, pay the Exercise Price in respect of those Options.
19. There is no right to change the Exercise Price of an Option or the number of underlying Shares over which the Option can be exercised.

# 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 **09.30am (AWST) on Tuesday, 23 July 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.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

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