



14 August 2024

Dear Shareholder,

LABYRINTH RESOURCES LIMITED EXTRAORDINARY GENERAL MEETING – NOTICE OF MEETING

A fully in-person Extraordinary General Meeting of Labyrinth Resources Limited ('the Company') will be held at 10.00am (AWST) on Friday, 13 September 2024 ('the Meeting').

In accordance with the *Corporations Amendment (Meetings and Documents) Act 2022 (Cth)*, the Company is not sending hard copies of the Notice of Meeting to shareholders. The Notice of Meeting can be viewed and downloaded from the Company's website at (<https://www.labyrinthresources.com>) or on the Company's ASX market announcements page.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

The Company strongly encourages Shareholders to submit proxies prior to the Meeting.

In order to be able to receive electronic communications from the Company in the future, please update your shareholder details online at (<https://investor.automic.com.au/#/home>) and log in with your unique shareholder identification number and postcode (or country for overseas residents), that you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab.

If you are unable to access any of the important Meeting documents online please contact the Company Secretary, Kelly Moore, on +61 8 6149 1573 or via email at admin@labyrinthresources.com.

Authorised by the Board of the Company.

Yours faithfully

Kelly Moore
Company Secretary
LABYRINTH RESOURCES LIMITED
Contact for further information on +61 8 6149 1573
admin@labyrinthresources.com

Labyrinth Resources Limited

ACN 008 740 672

Notice of General Meeting, Explanatory Statement and Proxy Form

General Meeting to be held at:

Level 20, 1 William Street, Perth WA 6000

At 10:00am (AWST) on 13 September 2024

IMPORTANT NOTE

The Notice of General Meeting and Explanatory Statement should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor, or other professional adviser prior to voting.

LETTER FROM THE CHAIRMAN

Dear fellow Shareholder,

On 17 July 2024, Labyrinth Resources (**Company** or **Labyrinth**) announced a series of transactions including:

- a binding option agreement (**Comet Vale Option Deed**) with Sand Queen Gold Mines Pty Ltd (**Sand Queen**) whereby Labyrinth has been granted a 12-month option (commencing on completion of the Distilled Acquisition) to acquire Sand Queen's 49% interest in Comet Vale for \$3m in cash (**Comet Vale Option**); and
- a binding share sale agreement (**Share Sale Agreement**) to acquire 100% of Distilled Analytics Pty Ltd (**Distilled**) which owns the Vivien Gold Project (**Vivien**) located 6km from the Agnew Gold Mine (**Distilled Acquisition**),

together, (**Transactions**).

The Vendors of Distilled amongst others include Alex Hewlett and Kelvin Flynn. Alex and Kelvin have a strong track record, with one or both being involved in driving value creation at Red Dirt Metals Limited (now Delta Lithium), Spectrum Metals Limited, Mineral Resources Limited, Silver Lake Resources Limited and Wildcat Resources Limited.

If approved by Shareholders, the funding package associated with the Transactions introduces funding of up to \$4m by way of a \$2.0m two-tranche share Placement and a \$2.0m Entitlement Offer priced at \$0.003 per share (together, the **Equity Raising**).

Shareholders should be aware that Resolutions 1, 2 and 3 are inter-conditional and accordingly, if any of those Resolutions are not passed, the proposed Transactions and Equity Raising¹ will not occur. In addition, certain Resolutions depend on completion of the Transactions.

Further details regarding these arrangements, together with the shareholder resolutions required to authorise them, are set out in the Explanatory Statement accompanying the Notice of Meeting.

Your directors are unanimously of the view that the arrangements as set out in the Explanatory Statement are in the best interests of shareholders, absent any superior proposal being presented.

Further, the Company's two largest shareholders, Ross Graham and Michael Foulds, have committed to vote all shares they own at the time of the vote for all the resolutions they are eligible to vote on.

The upcoming Meeting is critical to the future of Labyrinth. I encourage you to vote in favour of the Resolutions to be considered at the Meeting by submitting the attached proxy form by the due date of 10.00am (AWST) on 11 September 2024.

In the meantime, should you have any queries regarding the attached documents, please contact Labyrinth on +61 8 6149 1573.

Dean Hely
Non-Executive Chairman

¹ Apart from tranche one (\$400,000) of the two tranche Placement which completed on 25 July 2024.

IMPORTANT INFORMATION

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Important Dates

Event	Date
Last day for receipt of Proxy Forms	10:00am (AWST) 11 September, 2024
Snapshot date for eligibility to vote	5:00pm (AWST) 11 September, 2024
General Meeting	10:00am (AWST) 13 September, 2024

Defined terms

Capitalised terms used in this Notice of General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Shareholders of **Labyrinth Resources Limited** (ACN 008 740 672) (the **Company**) will be held as a physical meeting only at **Level 20, 1 William Street, Perth WA 6000 at 10.00 am (AWST) on 13 September 2024** for the purpose of transacting the business referred to in this Notice of General Meeting.

The Explanatory Statement that accompanies and forms part of this Notice describes the various matters to be considered.

AGENDA

Transaction Resolutions are inter-conditional

Shareholders should be aware that Resolutions 1, 2 and 3 (**Transaction Resolutions**) set out below are inter-conditional.

If any of the Transaction Resolutions are not approved, the outcome will be as set out in the following table:

Event	Consequence
If Resolutions 1, 2 and 3 are not approved	<p>None of Resolutions 1, 2 and 3 will pass and the Distilled Acquisition, Comet Vale Option, and Tranche 2 Placement will not proceed.</p> <p>Further, as the issue of the Adviser Fee Shares and Options and the Consolidation are conditional on completion of the Transactions, the issue of the Adviser Fee Shares and Options and the Consolidation will not proceed.</p>
If any of Resolutions 4, 5, 6, 7 and 8 are not approved	No consequences on other Resolutions.

RESOLUTION 1 – Issue of Vendor Shares and Performance Rights

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

“That subject to the Transaction Resolutions being passed and completion of the Placement, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue by the Company of 1,816,666,667 fully paid ordinary shares at a deemed issue price of \$0.003 per Share and 220,000,000 Performance Rights (on a pre-Consolidation basis) to the vendors of Distilled Pty Ltd (and/or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

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

RESOLUTION 2 – Issue of Comet Vale Option Fee Shares

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

“That subject to the Transaction Resolutions being passed and completion of the Distilled Acquisition, for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue by the Company of up to 66,666,667 fully paid ordinary shares at a deemed issue price of \$0.003 per Share (on a pre-Consolidation basis) to Sand Queen Gold Mines Pty Ltd (or their nominee(s)) pursuant to the Comet Vale Option Deed on the terms and conditions set out in the Explanatory Statement.”

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

RESOLUTION 3 – Issue of Shares to sophisticated investors under the Tranche 2 Placement

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

“That, subject to the Transaction Resolutions being passed, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue by the Company of 533,333,333 fully paid ordinary shares at an issue price of \$0.003 per Share (on a pre-Consolidation basis) pursuant to the Tranche 2 Placement on the terms and conditions set out in the Explanatory Statement.”

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

RESOLUTION 4 – Ratification of Tranche 1 Placement Shares

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 133,333,333 fully paid ordinary shares at an issue price of \$0.003 per Share (on a pre-Consolidation basis) pursuant to the Tranche 1 Placement on the terms and conditions set out in the Explanatory Statement.”

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

RESOLUTION 5 – Issue of Adviser Fee Shares and Options

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

“That, subject to the Transaction Resolutions being passed and completion of the Transactions, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 133,333,333 fully paid ordinary shares in the Company at a deemed issue price of \$0.003 per Share and 90,000,000 Options (on a pre-consolidation basis) to Sternship Advisers Pty Ltd (and/or its nominee(s)), on the terms conditions set out in the Explanatory Statement.”

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

RESOLUTION 6 – Issue of Shares to Mr Dean Hely in lieu of Directors’ fees

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, ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 20,000,000 Shares at a deemed issue price of \$0.003 per Share (on a pre-consolidation basis) to Mr Dean Hely (or his nominee(s)) in lieu of Directors’ fees on the terms and conditions set out in the Explanatory Statement.”

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

RESOLUTION 7 – Issue of Shares to Mr Simon Lawson in lieu of Directors’ fees

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 ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 7,500,000 Shares at a deemed issue price of \$0.003 per Share (on a pre-consolidation basis) to Mr Simon Lawson (or his nominee(s)) in lieu of Directors’ fees on the terms and conditions set out in the Explanatory Statement.”

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

RESOLUTION 8 – Consolidation of securities

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

“That subject to the Transaction Resolutions being passed and completion of the Transactions, for the purposes of section 254H(1) of the Corporations Act, the Constitution and for all other purposes, with effect from the date which is 10 Business Days from the issue of Shares under the Entitlement Offer, the issued capital of the Company be consolidated on the basis that:

- (a) every 10 Shares be consolidated into one Share;*
- (b) every 10 Options be consolidated into one Option; and*
- (c) every 10 Performance Rights be consolidated into one Performance Right,*

*(**Consolidation**) with any resulting fractions of a Share, Option or Performance Right rounded up to the next whole Share, Option or Performance Right (as the case may be), on the terms and conditions, and in accordance with the timetable, set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

A voting exclusion statement is not required for this Resolution.

By order of the Board

Kelly Moore
Company Secretary
14 August 2024

VOTING EXCLUSION AND PROHIBITION STATEMENTS

Listing Rules

Pursuant to Listing Rule 14.11, the following Resolutions are subject to the voting prohibition and exclusion statements set out in the table below.

The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following persons excluded from voting, or an associate of that person or persons:

Resolution	Description	The Company will disregard any votes cast in favour of the Resolution:
Resolution 1	Issue of Shares and Performance Rights to Vendors	by or on behalf of any 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 Shareholder).
Resolution 2	Issue of Comet Vale Option Fee Shares	by or on behalf of any 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 Shareholder).
Resolution 3	Issue of Tranche 2 Placement Shares	by or on behalf of any 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 Shareholder)
Resolution 4	Ratification of issue of Tranche 1 Placement Shares	by or on behalf of any person who participated in the issue.
Resolution 5	Issue of Adviser Shares and Options	by or on behalf of Sternship Advisers Pty Ltd and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder).
Resolution 6	Issue of Shares to Mr Dean Hely in lieu of Directors' fees	by or on behalf of Mr Dean Hely and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder).
Resolution 7	Issue of Shares to Mr Simon Lawson in lieu of Directors' fees	by or on behalf of Mr Simon Lawson and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder).

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

- 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.

Corporations Act – Resolutions 6 and 7

Section 224 of the Corporations Act provides that, at a general meeting, a vote on Resolutions 6 and 7 must not be cast by or on behalf of:

- (a) a related party of the Company to whom the Resolutions would permit a financial benefit to be given; or
- (b) an associate of such a related party.

In accordance with section 250BD of the Corporations Act, a vote on Resolutions 6 and 7 must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

PROXY APPOINTMENT AND VOTING INSTRUCTIONS

Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address below, or by email by **10:00am (WST)** on **Wednesday, 11 September 2024**. A Proxy Form received after that time will not be valid.

By mail:	Automic Registry Services GPO Box 5193, SYDNEY NSW 2001
By hand:	Automic Registry Services Level 2, 267 St Georges Terrace, PERTH, WA 6000
By email:	meetings@automicgroup.com.au
Online:	https://investor.automic.com.au/#/loginsah

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

The Company encourages Shareholders to appoint the Chair as your proxy. To do so, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chair, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chair will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form.

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

Corporate representatives

A body corporate may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a duly executed certificate of appointment of the corporate representative. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST', or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

Chairperson voting undirected proxies

If the Chairperson is your proxy, the Chairperson will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairperson to vote your undirected proxies at his/her discretion.

As at the date of this Notice of Meeting, the Chairperson intends to vote undirected proxies **FOR** each of the Resolutions. In exceptional cases the Chairperson's intentions may subsequently change. In this event, the Company will immediately make an announcement to the market.

Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares **5:00 pm (AWST) on 11 September 2024**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Questions from Shareholders

Questions for the Board of Directors can be submitted to admin@labyrinthresources.com and must be received by no later than **10:00am (AWST) on 11 September 2024**.

The Board of Directors will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover common ground.

Copies of written questions will be made available on the Company's website prior to the Meeting.

The Chairperson will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management and performance of the Company.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

1. BACKGROUND TO RESOLUTIONS 1 TO 5 AND 8

1.1. General

On 17 July 2024, the Company announced it had entered into:

- a binding option agreement (**Comet Vale Option Deed**) with Sand Queen Gold Mines Pty Ltd (**Sand Queen**) whereby Labyrinth has been granted a 12-month option (commencing on completion of the Distilled Acquisition) to acquire Sand Queen's 49% interest in Comet Vale for \$3m in cash (**Comet Vale Option**); and
- a binding share sale agreement (**Share Sale Agreement**) to acquire 100% of Distilled Analytics Pty Ltd (**Distilled**) with its shareholders (**Vendors**) which owns the Vivien Gold Project (**Vivien**) located 6km from the Agnew Gold Mine (**Distilled Acquisition**),

together, (the **Transactions**).

A summary of the material terms and conditions of the Comet Vale Option Deed and Share Sale Agreement is set out in Sections 1.2 and 1.3 respectively.

1.2. Comet Vale Option

The material terms and conditions of the Comet Vale Option Deed are as follows:

Acquisition	Sand Queen agrees to grant an irrevocable Option to Orminex (a wholly owned subsidiary of the Company) and Orminex agrees to acquire the Option for the consideration set out below.
Conditions Precedent	(Completion of the Share Sale Agreement) Completion occurring under the Share Sale Agreement. (Shareholder and regulatory approvals) The Company obtaining all necessary regulatory and shareholder approvals including for the purposes of issuing the Option Fee Shares to Sand Queen or its nominee(s),
Consideration	In consideration for the Comet Vale Option, the Company has agreed to pay an option price of \$200,000 payable in cash or Shares at a deemed issue price of \$0.003 per Share

	(66,666,667 Shares) (Comet Vale Option Fee Shares) or a combination thereof as determined by Sand Queen.
Expiry Date	12 months from the grant date
Other terms	<p>Sand Queen is not required to contribute to asset expenditure during option term.</p> <p>Sand Queen or its nominee(s) had a right to participate in the Placement to a maximum of \$100,000 worth of Shares (33,333,333 shares) in the Placement. Sand Queen or its nominee(s) elected to subscribe for \$70,000 worth of Shares in the Tranche 2 Placement.</p> <p>Upon the exercise of the Comet Vale Option, the Asset Purchase Agreement (see below) takes effect and legally binds the parties such that Sand Queen will be bound to sell the Assets to Orminex and Orminex will be bound to purchase the Assets from Sand Queen for the Purchase Price, on the terms and conditions set out in the Asset Purchase Agreement.</p> <p>The Comet Vale Option Deed otherwise contains provisions considered standard for an agreement of this type.</p>
Material terms of the Comet Vale Asset Purchase Agreement (effective upon exercise of the Comet Vale Option)	
Acquisition	Sand Queen agrees to sell and Orminex agrees to buy the 49% interest in Comet Vale, free from all related encumbrances, for the consideration set out below.
Conditions Precedent	<p>(Approvals) Orminex obtaining all regulatory and shareholder approvals which are directly required to acquire the 49% interest in Comet Vale, including any approvals required under the ASX Listing Rules and the Corporations Act. For clarity, this excludes any approvals in connection with raising capital to fund the Purchase Price.</p> <p>(No related encumbrances) Orminex receiving evidence to its reasonable satisfaction that all related encumbrances over 49% interest in Comet Vale have been, or will be, released and discharged if the full registration relates to the 49% interest in Comet Vale, and partially discharged if the registration does not solely relate to the 49% interest in Comet Vale.</p> <p>(Ministerial Consent) To the extent required, consent being obtained from the Minister (or an officer of the Department acting with authority of the Minister) for the transfer of the tenements from Sand Queen to Orminex.</p>

Consideration	\$3,000,000 cash
Other terms	The Comet Vale Asset Purchase Agreement otherwise contains provisions considered standard for an agreement of this type.

1.3. Share Sale Agreement

The material terms and conditions of the Share Sale Agreement are as follows:

Acquisition	The Company agrees to acquire and the Vendors each agree to sell all of their fully paid shares in the capital of Distilled (Distilled Shares), free from encumbrances and on a debt free basis, for the consideration set out below.
Conditions Precedent	<p>(No encumbrances over Distilled Shares) The Company receiving evidence to its reasonable satisfaction that all encumbrances over the Distilled Shares (if any) have been released and discharged.</p> <p>(No other encumbrances) The Company receiving evidence to its reasonable satisfaction that all encumbrances (other than permitted encumbrances) over the assets of the Distilled (if any) have been released and discharged.</p> <p>(No Debt) The Company receiving evidence to its reasonable satisfaction that all Debt relating to Distilled has been repaid.</p> <p>(Escrow Deeds) The Company and the Vendors entering into escrow deeds in a form satisfactory to the Company (acting reasonably).</p> <p>(Material Contracts) The Vendors providing the Company with third party consents from the counterparties to material contracts to the change in control of Distilled (if requested by the Company or required under the terms of the material contract).</p> <p>(No Material Adverse Change (Distilled)) No material adverse change (Distilled) occurring between the Execution Date and the Completion Date.</p> <p>(Vivien Tenements and Duty) The Company receiving evidence to its reasonable satisfaction that:</p> <ul style="list-style-type: none"> (a) the Vivien Tenements are registered in the name of Distilled on Mineral Titles Online; and (b) RevenueWA has made an assessment of Duty payable by Distilled in relation to the acquisition of the Vivien Tenements under the Tenement Asset Sale Agreement and such Duty has been paid by Distilled or the Vendors (and is not owing by Distilled).

	<p>(Shareholder and regulatory approvals) The Company obtaining all necessary regulatory and shareholder approvals including for the purposes of issuing the Vendor Shares and Vendor Performance Rights to the Vendors.</p> <p>(No Material Adverse Change (Company)) No material adverse change (Company) occurring between the Execution Date and the Completion Date.</p> <p>(Royalty Deeds) Distilled and Harvis Minerals Qld Pty Ltd entering into royalty deeds (in a form acceptable to the Company) whereby Distilled agrees to pay Harvis Minerals Qld Pty Ltd:</p> <ul style="list-style-type: none"> (a) a 1% net smelter return royalty on all ore, concentrates or other products extracted from P36/1890; and (b) a 1% net smelter return royalty on all ore, concentrates or other products extracted from E59/2874. <p>(Placement) The Company successfully completing the placement of 666,666,666 fully paid ordinary shares at an offer price of \$0.003 per share to raise \$2,000,000.</p>
Consideration	<p>In consideration for the Distilled Acquisition, the Company has agreed:</p> <ul style="list-style-type: none"> (a) to issue the Vendors (or their nominee(s)): <ul style="list-style-type: none"> (i) 1,816,666,667 Shares (Vendor Shares); in total; and (ii) 220,000,000 performance rights (Vendor Performance Rights); and (b) to pay the Vendors: <ul style="list-style-type: none"> (i) a 1% net smelter royalty on all ore, concentrates or other products extracted from P36/1890, with the Company having the right to buy-back 50% of the royalty (i.e. 0.5%) from the Vendors for \$1m in cash.; and (ii) a 1% net smelter return royalty on all ore, concentrates or other products extracted from E59/2874. <p>The Vendor Shares will be subject to a 12 month voluntary escrow period.</p> <p>Further details of the Vendor Performance Rights are set out in Schedule 1.</p>
Other terms	<p>The Share Sale Agreement otherwise contains provisions considered standard for an agreement of this type.</p>

1.4. Placement

The Tranche 1 Placement Shares were issued on 25 July 2024 and the Tranche 2 Placement Shares are intended to be issued following shareholder approval and upon completion of the Transactions.

The investors who participated in the Tranche 1 Placement, or intend to participate, in the Tranche 2 Placement comprise institutional and sophisticated investors (**Placement Participants**), none of whom are related parties. The Placement Participants were identified by the Lead Manager for the Placement, Sternship Advisers Pty Ltd (ACN 619 280910), who also provided M&A advisory services in connection with the Transactions.

1.5. Non-Renounceable Entitlement Offer

The 1 for 1.9813 non-renounceable entitlement Offer (*Entitlement Offer*) announced on 17 July 2024 with a proposed record date of 9 September 2024 is expected to open on around 12 September 2024 and close on or around 11 October 2024. The Entitlement Offer is not proposed to be underwritten.

Further details of the Entitlement Offer will be contained in the offer booklet expected to be sent to Shareholders on or around 12 September 2024 and made available in due course on Labyrinth's ASX website at www.asx.com.au.

1.6. Consolidation

The proposed consolidation announced by the Company on 17 July 2024 is subject to the passing of the Transaction Resolutions and completion of the Transactions and is expected to be carried out following the issue of all securities contemplated by the Resolutions in this Notice and the Entitlement Offer. Further details of the consolidation are set out in Section 8.

1.7. Capital Structure

Subject to shareholder approval and completion of the Transactions and all issues contemplated by the Resolutions, the Entitlement Offer and issue of CEO Shares, Labyrinth's indicative capital structure (on a pre-consolidation basis) is set out below, subject to rounding and reconciliation of entitlements:

In millions, rounded to 1dp	Number of Shares	Number of Options	Number of Performance Rights
Balance at the date of this announcement	1,323.4	36.5	-
Distilled Vendor consideration	1,816.7	-	220.0
Tranche 2 Placement	533.3	-	-
Entitlement Offer ²	667.9	-	-
Comet Vale Option fee ³	66.7	-	-
CEO shares in lieu of granted but unissued Performance Rights ⁴	12.5	-	-

² Assuming 100% take-up of the Entitlement Offer.

³ Assuming Sand Queen elects 100% share consideration for their option fee.

⁴ In recognition of her significant efforts to the Company, the Board has agreed to award Ms Jennifer Neild 12.5m fully paid ordinary shares in the Company under Labyrinth's Employee Incentive Plan. The new shares will be allotted upon final settlement of the Distilled transaction and completion of the Equity Raising.

In millions, rounded to 1dp	Number of Shares	Number of Options	Number of Performance Rights
Director Fee Shares	27.5	-	-
Adviser Fees	133.3	90.0	-
Balance after Transactions	4,581.3	126.5	220.0

1.8. Indicative Timetable

Indicative timetable	Date
Announcement of the Transactions, Appendix 3B and s708AA(2)(f) notice	17 July
Settlement – Tranche 1 Placement	24 July
Allotment and Normal Trading of Tranche 1 Placement shares	25 July
Notice of Meeting sent to shareholders	14 August
Entitlement Offer Ex Date	6 September
Entitlement Offer Record Date (5:00pm AWST)	9 September
Offer Document and Entitlement and Acceptance Form dispatched to Eligible Shareholders	12 September
Entitlement Offer Opening Date	12 September
Shareholder meeting	13 September
Settlement of Tranche 2 Placement	23 September
Settlement of Distilled Transaction	23 September
Issue shares to Sand Queen for Comet Vale Option	23 September
Last day to extend Closing Date	8 October
Entitlement Offer Closing Date (5:00pm AWST)	11 October
Shares quoted on a deferred settlement basis from market open	14 October
Announcement of results of Entitlement Offer, shortfall (if any), last day for issue of new shares under Entitlement Offer and Appendix 2A	18 October
Deferred settlement trading ends at market close	
Commencement of normal (T+2) trading	21 October
Settlement of on-market trades conducted on a deferred settlement basis and the first settlement of trades conducted on a T+2 basis	23 October

The above timetable is indicative only and all dates are subject to change. The Directors reserve the right to extend the Closing Date for the Entitlement Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the new shares under the Entitlement Offer.

1.9. Summary of the Transaction Resolutions

This Notice of Meeting sets out the Resolutions necessary to complete the Transactions, being Resolutions 1, 2 and 3.

Each of the Transaction Resolutions is conditional upon the approval by Shareholders of the other Transaction Resolutions. If any of the Transaction Resolutions are not approved by Shareholders, all of the Transaction Resolutions will fail, and Completion of the Distilled Acquisition and Comet Vale Option will not occur.

A summary of the Transaction Resolutions is as follows:

- (a) Resolution 1 seeks Shareholder approval for the purpose of Listing Rule 7.1 for the issue of an aggregate of 1,816,666,667 Vendor Shares and 220,000,000 Vendor Performance Rights to the Vendors;
- (b) Resolution 2 seeks Shareholder approval for the purpose of Listing Rule 7.1 for the issue of up to 66,666,667 Comet Vale Option Fee Shares to Sand Queen;
- (c) Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 533,333,333 Tranche 2 Placement Shares to professional and sophisticated investors;

1.10. Other resolutions

- (a) Resolution 4 seeks Shareholder approval for the purpose of Listing Rule 7.4 for the ratification of the Tranche 1 Placement Shares.
- (b) Resolution 5 seeks Shareholder approval for the purpose of Listing Rule 7.1 for the issue of 133,333,333 Adviser Fee Shares and 90,000,000 Adviser Fee Options in respect of Lead Manager Fees for the Placement and M&A services;
- (c) Resolutions 6 and 7 seeks Shareholder approval for the purposes of section 195(4) and 208 of the Corporations Act and ASX Listing Rule 10.11 for the issued of Director Fee Shares in lieu of accrued Directors fees.
- (d) Resolution 8 seeks Shareholder approval for the purposes of section 254H(1) of the Corporations Act and the Constitution to consolidate the issue capital of the Company on a 10:1 basis.

Shareholders should note that whilst the Transaction Resolutions are not conditional on Shareholder approval of Resolutions 5 and 8, Resolutions 5 and 8 are conditional on approval of, and Completion of, the Transactions. This means that the issue of Adviser Fee Shares and Adviser Fee Options and the Consolidation will only proceed if the Transactions complete.

Resolutions 4, 6 and 7 are not conditional on any of the Resolutions and if passed by Shareholders, will proceed irrespective of the outcome of the Transaction Resolutions.

1.11. Advantages of the Transactions

The Directors are of the view that the following non exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the Transactions Resolutions:

- (a) the Transactions are consistent with the Company's strategy to consolidate and grow underexplored high grade gold mines across the Menzies, Leonora and Leinster corridor that are close to infrastructure;
- (b) Vivien, previously owned and operated by Ramelius (ASX: RMS), will provide Labyrinth a near-term opportunity to define a JORC mineral resource across the Vivien Main Pit and Vivien Gem Prospect from the existing project drill database;
- (c) the wider Vivien project provides a commercially compelling brownfield gold exploration opportunity with six (6) priority drill targets based on historical gold intercepts that were not prioritised by Ramelius as part of its mining focussed activities at Vivien;

- (d) there are five (5) separate gold processing mills within 100km of Vivien that potentially provide a lower commercial threshold to profitable gold production;
- (e) exercise of the Comet Vale Option will allow the Company to increase its existing controlling interest in Comet Vale from 51% to 100%. The Company may benefit from the potential upside from future transactions with neighbouring tenement holders;
- (f) limited exploration has occurred at Comet Vale in recent times given the Company's previous focus on divesting its Canadian projects and access to capital. The transaction would see a renewed focus on Comet Vale which remains open at depth with kilometres of untested strike potential on multiple orientations;
- (g) there are also multiple separate gold processing mills within 100km of Comet Vale, which may influence any future production decision.
- (h) the proceeds of the Placement and Entitlement Offer (together, the **Equity Raising**) will allow the Company to advance exploration at both Comet Vale and Vivien with the aim of growing a significant and high-grade resource inventory;
- (i) following completion of the Transactions and Equity Raising at full participation, Labyrinth will emerge with a pro-forma undiluted market capitalisation of ~\$13.7m (at the offer price of \$0.003) and pro-forma cash holdings of approximately \$4.0m (before transaction costs and the exercise of the Comet Vale Option); and
- (j) as the consideration payable for the Acquisition comprises the Consideration Shares, the Performance Shares and the Royalty (i.e. no cash is payable), the Company's existing cash balance is preserved so that it can be utilised for the exploration and development of the Company's portfolio of mineral assets.

1.12. Disadvantages of the Transactions

The Directors are of the view that the following non exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on the Transaction Resolutions:

- (a) the issue of the Vendor Shares (and the issue of Shares on conversion of the Vendor Performance Rights if the relevant milestones are satisfied), Option Fee Shares and Adviser Fee Shares (and the issue of Shares on conversion of the Advisor Fee Options) will dilute Shareholders' interests and reduce the level of control of existing Shareholders over the Company; and
- (b) the Distilled Acquisition will result in the Company having a greater exposure to gold assets in the Menzies, Leonora and Leinster corridor region, which may not align with the risk preferences of Shareholders.

1.13. Shareholder support for the Transactions

The Company's two largest shareholders, Ross Graham and Michael Foulds, have committed to vote all shares they own at the time of the vote for all the Resolution they are eligible to vote on.

1.14. ASX waiver

On 9 August 2024, ASX granted the Company a waiver from Listing Rule 7.3.4 to the extent necessary to permit the Company in its Notice seeking approval for the issue of the securities under Resolutions 1, 2, 3 and 5 (together the **Acquisition Securities**) not to state that the

Acquisition Securities will be issued no later than 3 months from the date of the meeting, on the following conditions:

- (a) the Acquisition Securities are to be issued as soon as practicable following registration with the Department of Energy, Mines, Industry Regulation and Safety of tenements forming part of the Vivien Project in the name of Distilled ('**Title Transfer**') and in any event, no later than 16 January 2025;
- (b) the condition regarding the Title Transfer must not be varied;
- (c) the Company's notice of meeting contains the material terms and conditions of the placement agreement pursuant to which the Acquisition Securities are to be issued;
- (d) the terms and conditions of the waiver are clearly disclosed in the Notice to ASX's satisfaction;
- (e) adequate details regarding the dilutionary effect of the Acquisition Securities on the Company's capital structure be included in the Notice;
- (f) the maximum number of Acquisition Securities to be issued is capped at:
 - (i) 2,550,000,000 fully paid ordinary shares;
 - (ii) 90,000,000 options; and
 - (iii) 220,000,000 performance rights;
- (g) on the date completion of Title Transfer occurs, the completion of the Title Transfer is announced to the market; and
- (h) for any annual reporting period during which the Acquisition Securities remain to be issued, the Company's annual report sets out the number of Acquisition Securities that remain to be issued and the basis on which the Acquisition Securities may be issued.

1.15. Dilution

The dilutionary impact of the Acquisition Securities is set out in the table below:

Dilutionary impact of resolutions 1, 2, 3 and 5	Ordinary Shares	Options	Performance Rights	Notes
On issue at EGM	1,323,377,035	36,500,000	12,500,000	
Resolution 1	1,816,666,667		220,000,000	Issue of Shares and Performance Rights to Vendors
Resolution 2	66,666,667			Issue of Comet Vale Option Fee Shares
Resolution 3	533,333,333			Issue of Tranche 2 Placement Shares
Resolution 5	133,333,333	90,000,000		Issue of Adviser Shares and Options

Dilutionary impact of resolutions 1, 2, 3 and 5	Ordinary Shares	%	
Before impact of Vendor PRs and Adviser Options			
On issue at EGM	1,323,377,035	34.2%	
Resolution 1	1,816,666,667	46.9%	Issue of Shares and Performance Rights to Vendors
Resolution 2	66,666,667	1.7%	Issue of Comet Vale Option Fee
Resolution 3	533,333,333	13.8%	Shares
Resolution 5	133,333,333	3.4%	Issue of Tranche 2 Placement Shares
Total	3,873,377,035	100.0%	Issue of Adviser Shares and Options
Assuming Vendor PRs and Adviser Options are converted to Shares			
On issue at EGM	1,323,377,035	31.6%	
Resolution 1	2,036,666,667	48.7%	Issue of Shares and Performance Rights to Vendors
Resolution 2	66,666,667	1.6%	Issue of Comet Vale Option Fee
Resolution 3	533,333,333	12.7%	Shares
Resolution 5	223,333,333	5.3%	Issue of Tranche 2 Placement Shares
Total	4,183,377,035	100.0%	Issue of Adviser Shares and Options

1.16. Board Recommendation

The Transactions are consistent with the Company's strategy to consolidate and grow underexplored high grade gold mines across the Menzies, Leonora and Leinster corridor that are close to infrastructure to build its portfolio and create and capture value within its projects to further the growth of the Company and to create value for its Shareholders.

The Board believes that the completion of the Transactions is consistent with the stated objectives of the Company.

Accordingly, the Directors recommend that Shareholders vote in favour of the Transaction Resolutions (Resolutions 1 to 3) and related Resolutions 4, 5 and 8 set out in this Notice.

2. RESOLUTION 1 – ISSUE OF VENDOR SHARES AND PERFORMANCE RIGHTS

2.1. General

As set out in Section 1.1, the Company has entered into a Share Sale Agreement under which it will acquire 100% of the issued capital in Distilled. A summary of the material terms of the Distilled Acquisition is set out in section 1.3.

Resolution 1 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the 1,816,666,667 Vendor Shares and 220,000,000 Vendor Performance Rights (together, the **Vendor Consideration Securities**) to the Vendors for the Distilled Acquisition.

The Vendor Performance Rights will be split across the following three tranches as follows:

- (a) Tranche 1: 73,333,333;
- (b) Tranche 2: 73,333,333; and
- (c) Tranche 3: 73,333,334.

The terms of the Vendor Performance Rights are set out in Schedule 1.

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

The issue does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. The proposed issue of Vendor Consideration Securities therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 1 seeks shareholder approval to the issue of the Vendor Consideration Securities under and for the purposes of Listing Rule 7.1.

2.3. Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, subject to the passing of Resolutions 2 and 3, the Company will be able to proceed with the issue of Vendor Consideration Securities on completion of the Distilled Acquisition. In addition, the issue of the Vendor Consideration Securities 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 1 is not passed, the Company will not be able to proceed with the issue of the Vendor Consideration Securities and the Company will not be able to proceed with the Distilled Acquisition. In addition, as Resolutions 1, 2 and 3 are inter-conditional, if Resolution 1 is not passed, Resolutions 2 and 3 will fail and the Company will not be able to complete the Transactions.

2.4. 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 1:

- (a) the Vendor Consideration Securities will be issued to the Vendors as follows:

Vendor	Vendor Shares	Vendor Performance Rights
Elefantino Pty Ltd as trustee for Talula Trust	561,855,670	22,680,412 (Tranche 1) 22,680,412 (Tranche 2) 22,680,412 (Tranche 3)

Container Ship Pty Ltd as trustee for Little Cargo Discretionary Trust	93,642,612	3,780,069 (Tranche 1) 3,780,069 (Tranche 2) 3,780,069 (Tranche 3)
Samuel Bazeley Wilson as trustee for Sam Wilson Trust	468,213,059	18,900,343 (Tranche 1) 18,900,343 (Tranche 2) 18,900,344 (Tranche 3)
Sharlin Nominees Pty Ltd as trustee for Sharlin Investment Trust	468,213,058	18,900,344 (Tranche 1) 18,900,344 (Tranche 2) 18,900,344 (Tranche 3)
Susan Naismith	37,457,044	1,512,027 (Tranche 1) 1,512,027 (Tranche 2) 1,512,027 (Tranche 3)
Nameo Pty Ltd	93,642,612	3,780,069 (Tranche 1) 3,780,069 (Tranche 2) 3,780,069 (Tranche 3)
Charles Edward David Hughes as trustee for Crappaud Family Trust	93,642,612	3,780,069 (Tranche 1) 3,780,069 (Tranche 2) 3,780,069 (Tranche 3)

- (b) the maximum number of Vendor Consideration Securities to be issued is 1,816,666,667 Shares and 220,000,000 Performance Rights.
- (c) the Consideration 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. The Performance Rights will be issued on the terms and conditions set out in Schedule 1;
- (d) as set out in Section 1.3, the Consideration Shares will be subject to a 12 month voluntary escrow period. The Consideration Performance Rights will not be subject to voluntary escrow;
- (e) the Vendor Consideration Securities will be issued no later than 16 January 2025 (please refer to Section 1.14 for further details) and it is intended that the issue of the Vendor Consideration Securities will occur on the same date;
- (f) the Vendor Shares will be issued at a deemed issue price of \$0.003 per Share and the Vendor Performance Rights will be issued at a nil issue price, in consideration for the Acquisition. No funds will be raised from the issue of the Vendor Consideration Securities.

- (g) the purpose of the issue of the Vendor Consideration Securities is to satisfy the Company's obligations under the Share Sale Agreement. No funds will be raised from the issue of the Vendor Consideration Securities;
- (h) the Vendor Consideration Securities are being issued under the Share Sale Agreement, a summary of the material terms is set out above at Section 1.3;
- (i) the Vendor Consideration Securities are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is included in the Notice.

2.5. Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 – ISSUE OF COMET VALE OPTION FEE SHARES

3.1. General

Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 66,666,667 Comet Vale Option Fee Shares to Sand Queen. Further information in relation to the Comet Vale Option is set out in section 1.2.

3.2. Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2.

The issue does not fall within any of the exceptions provided for by Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. The issue of the proposed Comet Vale Option Fee Shares therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 2 seeks the required shareholder approval to the issue under and for the purposes of Listing Rule 7.1.

3.3. Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, subject to the passing of Resolutions 1 and 3, the Company will be able to proceed with the issue of the Comet Vale Option Fee Shares on completion of the Comet Vale Option Agreement. In addition, the issue of the Comet Vale Option Fee 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 2 is not passed, the Company will not be able to proceed with the issue of the Comet Vale Option Fee Shares and the Company will not be able to proceed to acquire the Comet Vale Option and its interest in the Comet Vale Period will remain at 51%. In addition, as Resolutions 1, 2 and 3 are inter-conditional, if Resolution 2 is not passed, Resolutions 1 and 3 will fail and the Company will not be able to complete the Transactions.

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 2:

- (a) the Comet Vale Fee Option Shares will be issued to the Sand Queen if Sand Queen elects to receive consideration for the Comet Vale Option Fee in Shares or part Shares;
- (b) the maximum number of Securities to be issued is 66,666,667 Shares;
- (c) the Comet Vale Option Fee 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;
- (d) the Comet Vale Option Fee Shares will be issued no later than 16 January 2025 (please refer to Section 1.14 for further details) and it is intended that the issue of the Comet Vale Option Fee Shares will occur on the same date;
- (e) the Comet Vale Option Fee Shares will be issued at a deemed issue price of \$0.003 per Shares, in consideration for the Comet Vale Option. No funds will be raised by the issue of the Comet Vale Option Fee Shares;
- (f) the purpose of the issue of the Comet Vale Option Fee Shares is to satisfy the Company's obligations under the Comet Vale Option Deed;
- (g) the Comet Vale Option Fee Shares are being issued under the Comet Vale Option Deed, a summary of the material terms is set out above at Section 1.2;
- (h) the Comet Vale Option Fee Shares are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in the Notice.

3.5. Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – ISSUE OF TRANCHE 2 PLACEMENT SHARES

4.1. General

On 17 July 2024, the Company announced commitments of \$1,600,000 for the Tranche 2 Placement.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 533,333,333 Tranche 2 Placement Shares to professional and sophisticated investors.

4.2. Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2.

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

Resolution 3 seeks the required shareholder approval to the issue under and for the purposes of Listing Rule 7.1.

4.3. Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, subject to the passing of Resolutions 1 and 2, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares upon completion of the Transactions. 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 3 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, as set out above, as Resolutions 1, 2 and 3 are inter-conditional, if Resolution 3 is not passed, Resolutions 1 and 2 will fail and the Company will not be able to complete the Transactions.

4.4. 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 Tranche 2 Placement will be issued to institutional and sophisticated investors identified by the Lead Manager through a bookbuild process which involved seeking expressions of interest to participate in the capital raising from non-related parties of the Company and contacts;
- (b) Sand Queen or its nominee(s) had a right to participate in the Placement to a maximum of \$100,000 worth of Shares (33,333,333 shares) in the Placement. Sand Queen or its nominee(s) elected to subscribe for \$70,000 worth of Shares in the Tranche 2 Placement.
- (c) In accordance with paragraph 7.2 of ASX Guidance Note 21, none of the Tranche 2 Placement participants are
 - a related party of the Company;
 - a member of the Company's Key Management Personnel;
 - a substantial holder of the Company;
 - an adviser to the Company;
 - or an associate of any of the above,and will be issued more than 1% of the Company's current issued capital.
- (d) the maximum number of Securities to be issued is 533,333,333 Shares;
- (e) the Tranche 2 Placement 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;
- (f) the Tranche 2 Placement Shares will be issued no later than 16 January 2025 (please refer to Section 1.14 for further details) and it is intended that the issue of the Tranche 2 Placement Shares will occur on the same date;
- (g) the Tranche 2 Placement Shares will be issued at an issue price of \$0.003 per Share;

- (h) The intended use of funds raised from the issue of the Tranche 2 Placement is as follows:
 - (i) exploration at Labyrinth's Comet Vale gold project in WA;
 - (ii) exploration at the to be acquired Vivien gold project in WA;
 - (iii) tenement and holding costs at the Labyrinth Gold Project in Quebec, Canada; and
 - (iv) corporate and general working capital;
- (i) the purpose of the issue of the Tranche 2 Placement Shares is to satisfy the Company's obligations under the Share Sale Agreement;
- (j) the Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover;
- (k) the Tranche 2 Placement Shares will be issued pursuant to the terms and conditions set out in the Placement Letter Agreement, the material terms and conditions of which are summarised in Schedule 3, item 2; and
- (l) a voting exclusion statement is included in the Notice.

4.5. Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – RATIFICATION OF TRANCHE 1 PLACEMENT SHARES

5.1. General

On 17 July 2024, the Company announced a placement of 133,333,333 Shares to institutional and sophisticated investors to raise \$400,000 (before costs).

The Shares were issued using the Company's existing placement capacity under ASX Listing Rule 7.1.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares.

5.2. Listing Rule 7.1

A summary of ASX Listing Rules 7.1 is set out in Section 2.2.

The issue of the Tranche 1 Placement Shares did not breach Listing rule 7.1 at the time of issue.

The issue of the Tranche 1 Shares does not fall within any of the exceptions provided for by Listing Rule 7.2 and as the issue has not been approved by Shareholders, it uses up part of the Company's 15% placement capacity provided for 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 Shares.

5.3. Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

By ratifying this issue of the Tranche 1 Placement Shares, the Company will retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

To this end, Resolution 4 seeks shareholder approval to the issue under and for the purposes of ASX Listing Rule 7.4.

5.4. Information required by ASX Listing Rule 14.1A

The outcome of Resolution 4 will have no effect on the issue of the Shares in question. However, if Resolution 4 is passed, the issue of the Shares will be excluded in calculating the Company's combined 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolution 4 is not passed, the Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

5.5. Information required by ASX Listing Rule 7.5

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- (a) the Tranche 1 Placement Shares were issued to institutional and sophisticated investors. The participants were identified by the Lead Manager through a bookbuild process which involved seeking expressions of interest to participate in the capital raising from non-related parties of the Company and contacts;
- (b) In accordance with paragraph 7.4 of ASX Guidance Note 21, none of the Tranche 1 Placement participants were:
 - a related party of the Company;
 - a member of the Company's Key Management Personnel;
 - a substantial holder of the Company;
 - an adviser to the Company;
 - or an associate of any of the above,

and were not issued more than 1% of the Company's current issued capital.

- (b) a total of 133,333,333 Tranche 1 Placement Shares were issued. Each Tranche 1 Placement Share is a fully paid ordinary share in the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Tranche 1 Placement Shares were issued on 25 July 2024;
- (e) the Tranche 1 Placement Shares were issued at \$0.003 per Share;
- (f) the purpose of the issue of the Tranche 1 Placement Shares was to provide immediate working capital, including holding costs at the Labyrinth Gold Project in Quebec, Canada;
- (g) funds raised by the issue of the Tranche 1 Placement were applied for the purpose set out in paragraph (f); and
- (h) a voting exclusion statement is included in the Notice.

5.6. Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 – ISSUE OF ADVISER FEE SHARES AND OPTIONS

6.1. Background

Resolution 5 seeks Shareholder approval for the issue of 133,333,333 Adviser Fee Shares and 90,000,000 Adviser Fee Options to Sternship Advisers Pty Ltd as consideration for services provided as Lead Manager and Bookrunner to the Placement and M&A services (**Sternship**).

6.2. ASX Listing Rules

A summary of Listing Rule 7.1 is set out in section 2.2.

The issue of the Adviser Fee Shares and Adviser Fee Options does not fall within any of the exceptions provided for by Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. The issue of the Adviser Fee Shares and Adviser Fee Options therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 5 seeks the required shareholder approval to the issues under and for the purposes of Listing Rule 7.1.

6.3. Information required by Listing Rule 14.1A

If Resolution 5 is passed, subject to the Transaction Resolutions being passed and completion of the Transactions, the Company will be able to proceed with the issue of Adviser Fee Shares and Adviser Fee Options. In addition, the issue of the Adviser Fee Shares and Adviser Fee 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 5 is not passed and the Transactions complete, the Company will not be able to proceed with the issue of the Adviser Fee Shares and Adviser Fee Options under this Notice. Under the Sternship mandate, if Shareholders do not approve the issue of the Adviser Fee Shares and Adviser Fee Options, the parties will, within 10 Business Days, seek to agree an alternative fee arrangement reflective of the monetary value of the Adviser Fee Shares and Adviser Fee Options as at the Meeting date.

6.4. 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 5;

- (a) the Adviser Fee Shares and Adviser Fee Options will be issued to Sternship and or its nominee(s).
- (b) the Company proposes to issue Sternship a 133,333,333 Adviser Fee Shares and 90,000,000 Adviser Fee Options;
- (c) each Advisor Fee Share is a fully paid ordinary share in the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the terms and conditions of the Adviser Fee Options are set out in Schedule 2;
- (e) the Adviser Fee Shares and Adviser Fee Options will be issued no later than 16 January 2025 (please refer to Section 1.14 for further details) and it is intended that issue of the Adviser Fee Shares and Adviser Fee Options will occur on the same date;
- (f) no cash consideration will be paid for the Adviser Fee Shares as the purpose of the issue is consideration for the Lead Manager and M&A services provided by Sternship. The subscription price for the Adviser Fee Options is \$0.000001, or \$90 in total. The Company will not receive any other consideration for the issue of the Adviser Fee Shares and Adviser Fee Options (other than in respect of funds received on exercise of the Adviser Fee Options, being \$536,500). Funds from the subscription and any funds raised on exercise of the Adviser Fee Options are intended to be applied for general working capital purposes;
- (g) the Adviser Fee Shares and Adviser Fee Options are proposed to be issued under the Sternship Mandate, the key terms of which are summarised in Schedule 3;
- (h) the Adviser Fee Shares and Adviser Fee Options are not being issued under, or to fund, a reverse takeover.
- (i) a voting exclusion statement for Resolution 5 is included in the Notice.

6.5. Board Recommendation

The Board recommends that Shareholders approve Resolution 5.

7. RESOLUTIONS 6 AND 7– ISSUE OF DIRECTOR FEE SHARES TO MR DEAN HELY AND MR SIMON LAWSON

7.1. General

The Company has agreed, subject to obtaining Shareholder approval to issue Shares to Mr Dean Hely and Mr Simon Lawson (together, the **Related Parties**) as follows:

- (a) 20,000,000 Shares to Mr Hely (or his nominee(s)) in lieu of \$60,000 in director's fees owing to Mr Hely (the subject of Resolution 6); and
- (b) 7,500,000 Shares to Mr Simon Lawson (or his nominee(s)) in lieu of \$22,500 in director's fees owing to Mr Lawson (the subject of Resolution 7),

(together, the **Director Fee Shares**).

The purpose of the proposed issues to the Related Parties is to satisfy the obligation of the Company to pay Director fees to the Related Parties for the period January 2023 to May 2024.

Resolutions 6 and 7 seek Shareholder approval for the issue of the Director Fee Shares.

7.2. 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 Director Fee Shares to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being Director.

As the Director Fee Shares are proposed to be issued to all but one of the Directors of the Company (being Matthew Nixon), the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Director Fee Shares. Accordingly, Shareholder approval for the issue of the Director Fee Shares to Messrs Hely and Lawson is sought in accordance with Chapter 2E of the Corporations Act.

7.3. 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 Director Fee Shares to the Related Parties 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 6 and 7 require Shareholder approval for the issue of the Director Fee Shares for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

7.4. Technical information required by Listing Rule 14.1A

If each of Resolutions 6 and 7 are passed, the Company will be able to proceed with the issue of the Director Fee Shares within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Fee Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Director Fee Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 6 and 7 are not passed, the Company will not be able to proceed with the issue of the Fee Shares for that Resolution and the Company will be required to consider other mechanisms to properly remunerate the respective Related Parties, including the payment of the relevant director's fees in cash, which may not be as cost effective for the Company.

Resolutions 6 and 7 seek approval for individual issues and are not dependent on one another.

7.5. Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 6 and 7:

- (a) the Director Fee Shares will be issued to the Related Parties (or their respective nominees), who fall within the category set out in Listing Rule 10.11.1, as each Related Party is a related party of the Company by virtue of being a Director;
- (b) a maximum of 27,500,000 Director Fee Shares (being the nature of the financial benefit to be given) will be issued to the Related Parties (or their respective nominee(s)) as follows:

Resolution	Related Party	Director Fee Shares
6	Mr Hely	20,000,000
7	Mr Lawson	7,500,000

- (c) the number of Director Shares to be issued to the Directors has been determined based on the outstanding accrued director's fees and the deemed issue price of \$0.003 which is the same price for the issue of the Shares under Resolutions 1, 2, 3, 4 and 5;
- (d) Director Fee Shares will be issued at a deemed issue price of \$0.003 in lieu of outstanding directors' fees totalling \$82,500 accrued and owing to the Related Parties for the period between January 2023 and May 2024, comprising:
 - (i) \$60,000 in director's fees owing to Mr Hely; and
 - (ii) \$22,500 in director's fees owing to Mr Lawson;
- (e) the Company will not receive any consideration in respect of the issue of the Director Fee Shares. However, the issue of the Director Fee Shares will result in the Company converting debt owing to the Related Parties to equity as set out above;

- (f) the purpose of the issue of the Director Fee Shares is to preserve the cash reserves of the Company and convert debt accrued and owing to the Related Parties (being, the outstanding directors' fees for the period between January 2023 and May 2024 to equity. This is considered a cost effective way for 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 Director Fee Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (h) the Director Fee Shares are being issued in lieu of director fees. The Company and each Related Party has agreed, subject to shareholder approval, to convert the outstanding director fees set out above into Shares at the deemed conversion price of \$0.003 per Share. Written agreements were not entered into. The key terms agreed between the parties are as set out in paragraph 7.5(d) above;
- (i) the Company does not consider that there are any significant opportunity costs to the Company or benefits forgone by the Company in issuing the Director Fee Shares to Messrs Hely and Lawson upon the terms proposed;
- (j) the total remuneration package for Messrs Hely and Lawson for the previous financial year and the proposed total remuneration package for the current financial year is set out in the following table:

Director	FY ending 30 June 2025	FY ending 30 June 2024
Dean Hely	60,000	60,000
Simon Lawson	60,000	45,000

- (k) the relevant interests of Messrs Hely and Lawson in securities of the Company are set out below:

As at the date of this Notice

Related Party	Shares	Options
Dean Hely	16,250,001	5,000,000 ¹
Simon Lawson	7,400,000	-

Following the issue of the Director Fee Shares:

Related Party	Shares	Options
Dean Hely	36,250,001	5,000,000 ²
Simon Lawson	14,900,000	-

^{1, 2:} Options exercisable at \$0.045 expiring 7 November 2024.

- (l) if an aggregate of 27,500,000 Director Fee Shares are issued and the options held by Mr Hely are exercised, this will increase the number of Shares on issue from

1,323,377,035 (being the total number of Shares on issue as at the date of this Notice) to 1,355,877,035 (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 2.4%, comprising 1.84% by Mr Hely, and 0.55 % by Mr Lawson;

- (m) the trading history of the Shares on ASX in the 12 months before the date of this Notice is as follows:

	Share price	Date
Highest	0.020	6 August 2024
Lowest	0.003	28 June 2024
Last	0.017	12 August 2024

- (n) 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 6 and 7; and
- (o) A voting exclusion statement is included in this Notice for Resolutions 6 and 7.

7.6. Board recommendation

Each Director (other than Matt Nixon) has a material personal interest in the outcome of Resolutions 6 and 7 on the basis that the Directors (other than Matt Nixon) (or their nominees) are to be issued Securities on the same terms and conditions should Resolutions 6 and 7 be passed. For this reason, the Directors (other than Matt Nixon) do not believe that it is appropriate to make a recommendation on Resolutions 6 and 7 of this Notice.

Matt Nixon does not make any recommendation with respect to the issue of the Director Fee Shares under Resolutions 6 and 7 as such recommendation regarding the remuneration of the Directors of the Company may be a conflict of interest (as set out in ASIC guidance in ASIC Regulatory Guide 76).

8. RESOLUTION 8 – CONSOLIDATION OF SECURITIES

8.1. General

Resolution 8 proposes that the issued capital of the Company be altered by consolidating the existing securities on a 10 for 1 basis (**Consolidation**). The indicative record date for determining the Consolidation will be 7 November 2024.

8.2. Section 254H of the Corporations Act

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting convert all or any of its shares into a larger or smaller number.

8.3. Constitution

Article 10.1 of the Constitution relevantly provides that the Company, may by resolution passed at a general meeting subdivide its Shares into Shares of a smaller amount.

8.4. Further details

The Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders.

The purpose of the consolidation is to reorganise the Company's issued capital to a more appropriate and effective capital structure to facilitate continued growth and investor interest. The reorganisation of the Company's share capital will in turn provide a higher nominal price per Share.

If the consolidation is approved, then in accordance with Listing Rules 7.21 and 7.22.1, all options and performance rights on issue will be consolidated in the same ratio as the shares and the exercise price of the options will be amended in the inverse proportion to that ratio.

The Consolidation will reduce the number of existing Securities on issue. For example, on the basis of a 10 for 1 consolidation ratio, then as a result of the Consolidation, a Shareholder currently holding 100 Shares would hold 10 Shares. At the current share price of \$0.017, the post consolidation nominal share price would be \$0.17. An Option Holder currently holding 100 Options exercisable at \$0.045 would hold 10 Options exercisable at \$0.45 each as a result of the Consolidation.

The Consolidation will not have any impact on the Company's balance sheet and tax position.

8.5. Effect on capital structure

The effect of the Consolidation on the Company's capital structure is set out in the tables below:

8.5.1. Shares

The Company's issued share capital as a result of the Consolidation on a 10 for 1 basis will be as follows (subject to rounding):

	Pre-Consolidation	Post-Consolidation	Post Consolidation nominal price¹
Existing Shares on issue	1,323,377,035	132,337,704	\$0.17
Shares on issue post completion of Transactions and issues under this Notice and CEO shares (excluding Entitlement Offer)	3,913,377,035	391,337,704	\$0.17
Shares on issue post completion of Transactions and issues	4,581,310,733	458,131,074	\$0.17

under this Notice
and CEO shares
(including 100%
take up of
Entitlement
Offer)

¹ Based on the Share price as at the date of this Notice.

8.5.2. Options

As required by the Listing Rules, the Company will consolidate the Options on the same 10 for 1 basis as the Shares with the exercise price being amended in inverse proportion to that ratio. The Options will be consolidated as follows (subject to rounding):

	Pre-Consolidation	Post-Consolidation	Post Consolidation exercise price
Existing Options on issue	36,500,000	3,650,000	\$0.45
Options on issue post completion of Transactions and issues under this Notice	126,500,000 (Existing Options on issue: 36,500,000) (Adviser Options Tranche 1: 30,000,000) (Adviser Options Tranche 2: 30,000,000) (Adviser Options Tranche 3: 30,000,000)	12,650,000 (Existing Options on issue: 3,650,000) (Adviser Options Tranche 1: 3,000,000) (Adviser Options Tranche 2: 3,000,000) (Adviser Options Tranche 3: 3,000,000)	(Existing Options on issue: \$0.45) (Adviser Options Tranche 1: \$0.0375) (Adviser Options Tranche 2: \$0.0575) (Adviser Options Tranche 3: \$0.084)

8.5.3. Performance Rights

The Company's Performance Rights will be consolidated on the same 10 for 1 basis as the Shares and be consolidated as follows (subject to rounding):

	Pre-Consolidation	Post-Consolidation	Post Consolidation VWAP vesting milestone price
Existing Performance Rights on issue	0	0	N/A

Performance Rights on issue post completion of Transactions and issues under this Notice	220,000,000	22,000,000	Vendor PR
	(Vendor PR Tranche 1: 73,333,333)	(Vendor PR Tranche 1: 7,333,334)	Tranche 1: \$0.0375
	(Vendor PR Tranche 2: 73,333,333)	(Vendor PR Tranche 2: 7,333,334)	Vendor PR Tranche 2: \$0.0575
	(Vendor PR Tranche 3: 73,333,334)	(Vendor PR Tranche 3: 7,333,334)	Vendor PR Tranche 3: \$0.084

8.6. Fractional entitlements

Any fractional entitlements as a result of the holdings not being evenly divisible by 10 will be rounded up to the nearest whole number.

8.7. Holding statements

Following the Consolidation, all holding statements for existing Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares (on a post-Consolidation basis). After the Consolidation becomes effective, the Company will arrange for new holding statements to be issued to Shareholders.

8.8. Taxation

It is not considered that any taxation implications will exist for security holders arising from the Consolidation. However security holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

8.9. Indicative Consolidation Timetable

If Resolution 8 and the Transaction Resolutions are approved by Shareholders, the Consolidation will be carried out following the issue of all securities contemplated by this Notice and the Entitlement Offer and will take effect in accordance with the timetable set out in paragraph 7 of Appendix 7A of the Listing Rules. The anticipated timetable for the Consolidation is set out below:

Event	Date
Notice of Meeting sent to Shareholders	14 August 2024
Shareholders Meeting	13 September 2024
Effective date of Consolidation as specified in the resolution approving the Consolidation	1 November 2024

Last day for trading in pre-Consolidation securities	4 November 2024
Trading in post-Consolidation securities commences on a deferred settlement basis	5 November 2024
Record Date Last day for the Company to register transfers on a pre-Consolidation basis	6 November 2024
First day for the Company to update its register and to send holding statements to security holders	7 November 2024

8.10. Ordinary resolution

As Resolution 8 is an ordinary resolution, it must be approved by more than 50% of the total number of votes cast by Shareholders entitled to vote on the resolution.

8.11. Director's recommendation

The Board recommends that Shareholders vote in favour of Resolution 8 for the reasons outlined in this Explanatory Statement.

ENQUIRIES

Shareholders are encouraged to contact the Company Secretary on +61 8 6149 1573 or by email at admin@labyrinthresources.com if they have any queries in respect of the matters set out in these documents.

GLOSSARY OF TERMS

In this Explanatory Statement and the Notice, the following terms have the following meaning unless the context otherwise requires:

Adviser Fee Options	has the meaning given in Section 6.1 of this Explanatory Statement.
Adviser Fee Shares	has the meaning given in Section 6.1 of this Explanatory Statement.
Associate	has the meaning given to that term in the Listing Rules.
ASX	means ASX Limited (ACN 008 624 691), or, as the context requires, the financial market operated by it known as the Australian Securities Exchange.
Board	means the board of Directors of the Company.
Business Day	has the meaning given to that term in the Listing Rules.
Chair or Chairperson	means the chair of the Meeting.
Company or Labyrinth Resources	means Labyrinth Resources Limited (ACN 008 740 672).
Consolidation	has the meaning given by section 8.1 of this Notice.
Constitution	means the Constitution of the Company.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company, and where the context requires, includes an alternate director.
Director Fee Shares	has the meaning given in Section 7.1 of this Explanatory Statement.
Distilled	means Distilled Analytics Pty Ltd (ACN 665 877 609)
Entitlement Offer	means the proposed non-renounceable entitlement offer announced by the Company on 17 July 2024.
Equity Raising	means the Placement and Entitlement Offer
Equity Securities	includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.
Explanatory Statement	means this explanatory statement which accompanies and forms part of the Notice.
General Meeting, or Meeting	means the general meeting of Shareholders convened by this Notice, or any resumption thereof.
Glossary	means this glossary of terms.
Key Management Personnel or KMP	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board.
Listing Rules	means the listing rules of ASX, as amended from time to time.
Notice or Notice of Meeting	means the Notice of Annual General Meeting accompanying this Explanatory Statement.
Orminex	means Orminex West Pty Ltd (ACN 615 077 757) a wholly owned subsidiary of the Company.
Performance Rights	means a right which entitles the holder to be issued Shares upon the satisfaction of certain conditions.
Placement	means
Proxy Form	means the proxy form accompanying the Notice.
Related Body Corporate	has the same meaning as given to that term in the Corporations Act.
Related Party	has the meaning given to that term in the Listing Rules.
Resolution	a resolution referred to in the Notice.
Sand Queen	means Sand Queen Gold Mines Pty Ltd (ACN 141 839 287)
Schedule	means a schedule to the Explanatory Statement.
Section	means a section of the Explanatory Statement.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).

Share	a fully paid ordinary share in the Company.
Shareholder	means the holder of a Share.
Sternship or Lead Manager	means Sternship Advisers Pty Ltd (ACN 619 280 910)
Sternship Mandate	means the letter of engagement between the Company and Sternship dated 3 July 2024 relating to Sternship's engagement as financial adviser and equity arranger on the Transactions.
Tenement Asset Sale Agreement	means the agreement entered into by Distilled dated 18 March 2024 to acquire the Vivien Tenements from Ramelius Resources Limited (ACN 001 717 540).
Tranche 1 Placement	means the placement of 133,333,333 shares (on a pre-Consolidation basis) to Institutional and Sophisticated Investors as announced by the Company on 17 July 2024.
Tranche 2 Placement	means the proposed placement of 533,333,333 shares (on a pre-Consolidation basis) to Institutional and Sophisticated Investors as announced by the Company on 17 July 2024.
Vendor Consideration Securities	means the Vendor Shares and Vendor Performance Rights.
Vendor Shares	has the meaning given in Section 1.3 of this Explanatory Statement
Vendor Performance Rights	has the meaning given in Section 1.3 of this Explanatory Statement
Vivien Tenements	means M36/111, M36/292, M36/34, M36/61, M36/64, P36/1890, E09/2809, E09/2810 and E59/2874.

Schedule 1 – Vendor Performance Rights terms and conditions

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

(a) Vesting Conditions

The Vendor Performance Rights shall vest as follows:

- (i) **Tranche 1 Performance Rights:** 73,333,333 (1/3) performance rights vesting on or before 36 months from the date of issue upon the approval by the Minister of a programme of work for a drilling programme on any of the Vivien Tenements and the Share price exceeding a 20-day VWAP of \$0.00375 per Share; and
- (ii) **Tranche 2 Performance Rights:** 73,333,333 (1/3) performance rights vesting on or before 48 months from the date of issue upon the completion of the first drilling program on any of the Vivien Tenements and the Share price exceeding a 20-day VWAP of \$0.00575 per Share;
- (iii) **Tranche 3 Performance Rights:** 77,333,334 (1/3) performance rights will vest upon the announcement by the Company to the ASX of a maiden JORC compliant gold resource at a minimum cut-off grade of 0.2g/t on any of the Vivien Tenements and the Share price exceeding a 20-day VWAP of \$0.00840 per Share,

(each, a **Vesting Condition**).

(b) Notification to holder

The Company shall notify the holder in writing when the relevant Vesting Condition 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) Lapse of a Vendor Performance Right

A Vendor Performance Right will automatically lapse upon the earlier to occur of:

- (i) in the case of a Tranche 1 Performance Right, the date that 36 months from the date of issue of the Performance Right;
- (ii) in the case of a Tranche 2 Performance Right, the date that 48 months from the date of issue of the Performance Right; and
- (iii) in the case of a Tranche 3 Performance Right, the date that 60 months from the date of issue of the Performance Right.

(e) Consideration

The Vendor 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 Vendor Performance Rights will upon issue rank pari passu in all respects with other existing Shares.

(g) Application to ASX

The Vendor Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Vendor 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 Vendor 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 Vendor Performance Rights converted;
- (ii) if required, within 5 Business Days from the date of issue of the Shares pursuant to the conversion of the Vendor Performance Rights, 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, within 15 Business Days from the date of issue of the Shares pursuant to the conversion of the Vendor Performance Rights, 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 Vendor 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 Vendor Performance Rights are not transferable.

(j) Participation in new issues

A Vendor Performance Right does not entitle a holder (in their capacity as a holder of a Vendor Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Vendor 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 Buyer'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 Vendor 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 Vendor Performance Right before the record date for the bonus issue.

(m) Dividend and voting rights

The Vendor 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 Buyer and:
 - (A) having received acceptances for not less than 50.1% of the 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 Buyer 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 Buyer 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 Vendor Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Vendor 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 Vendor 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 Vendor Performance Right would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Buyer if they consider that the conversion of a Vendor Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Buyer to assume the conversion of a Vendor Performance Right will not result in any person being in contravention of the General Prohibition; and

- (ii) the Buyer 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 Buyer considers that the conversion of a Vendor Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Buyer to assume the conversion of a Vendor Performance Right will not result in any person being in contravention of the General Prohibition.

(p) No rights to return of capital

A Vendor 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 Vendor Performance Right does not entitle the holder to participate in the surplus profits or assets of the Buyer upon winding up.

(r) ASX Listing Rule compliance

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

(s) No other rights

A Vendor 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 2 – Adviser Option Fee terms and conditions

(a) Entitlement

Each Option entitles the Applicant to subscribe for one Share in the Company upon payment of the Exercise Price for each Option.

(b) Subscription price on grant

The Applicant is required to pay \$0.000001 per Option upon the issue of the Options.

(c) Exercise Price

- (j) 30,000,000 unlisted options with exercise price of \$0.00375;
- (ii) 30,000,000 unlisted options with exercise price of \$0.00575; and
- (iii) 30,000,000 unlisted options with exercise price of \$0.00840.

(d) Expiry date

Each Option may be exercised at any time before 5.00pm (AWST) on the date that is 5 years after their issue (Expiry Date). Any Option not exercised prior to the Expiry Date will automatically expire.

(e) Certificate or holding statement

As soon as reasonably practicable after the date the Options have been issued, the Company must give the Applicant a certificate or holding statement stating:

- the number of Options issued to the Applicant;
- the exercise price of the Options; and
- the date of issue of the Options.

(f) Quotation of Options

The Company will not apply to ASX for quotation of the Options.

(g) Quotation of Shares

The Company will apply to ASX for quotation of Shares issued on exercise of the Options as soon as practicable after such Shares are issued.

(h) Reorganisation

If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Applicant (including the number of Options to which the Applicant is entitled to and the exercise price) will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation. Any calculations or adjustments which are required to be made will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and Applicant.

(i) Notice of reorganisation

The Company must, within a reasonable period, give to the Applicant notice of any change to the exercise price of any Options held by the Applicant or the number of Shares which the Applicant is entitled to subscribe for on exercise of an Option.

(j) Notices

The provisions of the constitution of the Company regarding notices to be given to holders of Shares shall apply mutatis mutandis to notices to be given to the Applicant.

(k) Exercise of Options

To exercise Options, the Applicant must give the Company or its share registry, at the same time:

- a written exercise notice (in the form approved by the Board of from time to time) specifying the number of Options being exercised and Shares to be issued;
- payment of the exercise price for the relevant Options the subject of the exercise notice, by way of bank cheque or by other means of payment approved by the Board; and
- any certificate for the Options.

Options will be deemed to have been exercised on the date the exercise notice and exercise price are received by the Company.

If an Applicant exercises less than the total number of Options registered in its name:

- the Applicant must surrender their Option certificate (if any); and
- the Company must cancel the Option certificate (if any) and issue the Applicant a new Option certificate or holding statement stating the remaining number of Options held by the Applicant.

(l) Issue of Shares on exercise of Options:

Within 5 Business Days after receiving an application for exercise of Options and payment by the Subscriber of the exercise price, the Company must issue the Subscriber the number of Shares validly specified in the application.

Subject to the constitution of the Company, all Shares issued on the exercise of Options will rank in all respects (including rights relating to dividends) equally with the existing Shares of the Company at the date of issue.

(m) Options Transferable:

The Options are transferable subject to the provisions of the Corporations Act and ASX Listing Rules.

(n) Governing law:

These terms and the rights and obligations of the Subscriber in respect of the Options are governed by the laws of Western Australia. The Subscribers irrevocably and unconditionally submit to the non-exclusive jurisdiction of the courts of Western Australia.

Schedule 3 – Summary of key terms of other agreements

1. Sternship Mandate

The key terms of the Sternship Mandate are as follows:

In consideration for Sternship acting as financial adviser and equity arranger to the Company, the Company will pay Sternship:

- (a) an M&A Fee of \$200k (plus GST) payable on Completion of the Transaction, payable in LRL scrip, valued at the capital raising price and the GST component associated with the M&A payable in cash;
- (b) a capital raising fee of 5.0% (plus GST) of the gross proceeds from the capital raise payable on Completion of the Transaction, payable in LRL scrip at the capital raising price and the GST component associated payable by LRL in cash; and
- (c) following the Completion of the Transaction, Sternship (and / or their nominee(s)) will be entitled to subscribe for and the Company must issue 90,000,000 unlisted options to subscribe for fully paid ordinary shares in the Company for a subscription price of \$0.000001 per option, split across the following three tranches:
 - (i) 30,000,000 unlisted options with exercise price of \$0.00375 with an expiry date that is 5 years from the date of issue;
 - (ii) 30,000,000 unlisted options with exercise price of \$0.00575 with an expiry date that is 5 years from the date of issue; and
 - (iv) 30,000,000 unlisted options with exercise price of \$0.00840 with an expiry date that is 5 years from the date of issue.

Sternship has the option to subscribe to, and / or allocate 100% of the shortfall from the Entitlement Offer conducted as part of the Transaction.

Sternship has a first right of refusal to act as Joint Lead Manager on any equity capital raisings by the Company within 12 months following successful completion of the equity raising (i.e completion of the Entitlement Offer). Any engagement will be governed by a separate agreement under which the fees will be on no worse terms as the other JLM. The right of refusal must be accepted by Sternship within 5 business days of it being offered to Sternship by the Company in writing, failing which it will cease to apply.

The other terms of the Sternship Engagement Letter are customary for an agreement of this nature.

2. Placement Agreement terms and conditions

The material terms and conditions of the Placement Letter Agreement entered into between the Lead Manager on behalf of the Company and subscribers on 16 July 2024 are as follows:

Offer Price per share	\$0.003
Tranche 1	133,333,333 Shares to raise \$400,000.

Tranche 2	533,333,333 Shares to raise \$1,600,000
Offer type	Exempt Offer under s708 Corporations Act
Allocation	Personal
Conditions	Offer subject to shareholder approval
Ranking	All Shares will be listed on ASX and rank pari passu with the Company's existing fully paid shares
Acceptance	Irrevocable
Governing law	Western Australia

The Placement Letter Agreement contains other terms and conditions customary for an agreement of this nature.

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 Wednesday, 11 September 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:

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IN PERSON:

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Sydney NSW 2000

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BY FACSIMILE:

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