



Brightstar Resources Limited
ACN 100 727 491

Notice of Extraordinary General Meeting

Time and date: 17 September 2024 at 10:00am (AWST)

In-person: Level 2, 36 Rowland St, Subiaco WA 6008

The Notice of Extraordinary General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company on +61 8 9277 6008 or info@brightstarresources.com.au.

Shareholders are urged to vote by lodging the Proxy Form

Brightstar Resources Limited
ACN 100 727 491
(Company)

Notice of Extraordinary General Meeting

Notice is hereby given that an extraordinary general meeting of Shareholders of Brightstar Resources Limited will be held at Level 2, 36 Rowland St, Subiaco WA 6008, at 10:00am on 17 September 2024 (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 15 September 2024 at 10am (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Resolution 1 – Ratification of issue of Tranche 1 Placement Shares

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

‘That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,166,666,667 Tranche 1 Placement Shares as follows:

- (a) *700,000,000 Tranche 1 Placement Shares under Listing Rule 7.1; and*
- (b) *466,666,667 Tranche 1 Placement Shares under Listing Rule 7.1A,*

on the terms and conditions in the Explanatory Memorandum.’

Resolution 2 – Approval to issue Tranche 2 Placement Shares

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

‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 433,333,334 Tranche 2 Placement Shares on the terms and conditions in the Explanatory Memorandum.’

Resolution 3 – Approval to issue Gateway Consideration Shares

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 466,666,667 Gateway Consideration Shares on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval to issue Topdrill Shares

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 66,666,667 Topdrill Shares on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval to issue Genesis Shares

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 177,168,135 Genesis Shares on the terms and conditions in the Explanatory Memorandum.'

2 Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 1(a):** by or on behalf of a person who participated in the issue of the Tranche 1 Placement Shares, or any of their respective associates, or their nominees.
- (b) **Resolution 1(b):** by or on behalf of a person who participated in the issue of the Tranche 1 Placement Shares, or any of their respective associates, or their nominees.
- (c) **Resolution 2:** by or on behalf of any person who is expected to participate in the issue of the Tranche 2 Placement Shares, or who will obtain a material benefit as a result of the proposed issue of the Tranche 2 Placement Shares (except as a benefit solely by reason of being a Shareholder in the Company), or any of their respective associates.
- (d) **Resolution 3:** by or on behalf of Gateway Mining Limited (or its nominee(s)), and any other person who will obtain a material benefit as a result of the issue of the Gateway Consideration Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (e) **Resolution 4:** by or on behalf of Topdrill Pty Ltd (or its nominee(s)), and any other person who will obtain a material benefit as a result of the issue of the Topdrill Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

- (f) **Resolution 5:** by or on behalf of Genesis Minerals Limited (or its nominee(s)), and any other person who will obtain a material benefit as a result of the issue of the Genesis Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

BY ORDER OF THE BOARD



Ben Smith
Joint Company Secretary
Brightstar Resources Limited
Dated: 14 August 2024

Brightstar Resources Limited
ACN 100 727 491
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 2, 36 Rowland St, Subiaco WA 6008 on 17 September 2024 at 10:00am (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted. The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Ratification of issue of Tranche 1 Placement Shares
Section 4	Resolution 2 – Approval to issue Tranche 2 Placement Shares
Section 5	Resolution 3 – Approval to issue Gateway Consideration Shares
Section 6	Resolution 4 – Approval to issue Topdrill Shares
Section 7	Resolution 5 – Approval to issue Genesis Shares
Schedule 1	Definitions

A Proxy Form is made available with the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

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

2.2 Voting by proxy

A Proxy Form is made available with the Notice. This is to be used by Shareholders if they wish to appoint a representative (**proxy**) to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The Proxy Form made available with this Notice provides further details on appointing proxies and lodging Proxy Forms.

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

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

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

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;

- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

Your proxy voting instruction must be received by 10:00am (AWST) on 15 September 2024, being not later than 48 hours before the commencement of the Meeting.

2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.4 Submitting questions

Shareholders will have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Resolution 1 – Ratification of issue of Tranche 1 Placement Shares

3.1 General

On 2 August 2024, the Company announced that it had received firm commitments for a placement to raise approximately \$24 million (before costs) (**Placement**). The Placement comprised the issue of up to 1,600,000,001 Shares at \$0.015 per Share in the following two tranches:

- (a) 1,166,666,667 Shares issued on 8 August 2024 utilising the Company's available placement capacity under Listing Rules 7.1 and 7.1A as follows (**Tranche 1 Placement Shares**):
 - (i) 700,000,000 Tranche 1 Placement Shares under Listing Rule 7.1; and
 - (ii) 466,666,667 Tranche 1 Placement Shares under Listing Rule 7.1A; and
- (b) the issue of up to 433,333,334 Shares subject to the receipt of prior Shareholder approval, the subject of Resolution 2 (**Tranche 2 Placement Shares**).

Canaccord Genuity (Australia) Limited and Argonaut Securities Pty Limited acted as joint lead managers to the Placement (**Joint Lead Managers**).

Resolution 1(a) and (b) seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement Shares under Listing Rules 7.1 and 7.1A respectively.

3.2 Listing Rules 7.1, 7.1A and 7.4

Broadly speaking, Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue Equity Securities over a 12-month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12-month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase its 15% placement capacity under Listing Rule 7.1 by an extra 10% to 25%. The Company obtained this approval at its 2023 annual general meeting held on 27 November 2023.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacities under Listing Rules 7.1 and 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12-month period following the issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A.

The effect of Shareholders passing Resolution 1(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 1(a) is passed, 700,000,000 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1(b) is passed, 466,666,667 Tranche 1 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1(a) is not passed, 700,000,000 Tranche 1 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 700,000,000 Equity Securities for the 12-month period following the issue of those Tranche 1 Placement Shares.

If Resolution 1(b) is not passed, 466,666,667 Tranche 1 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 466,666,667 Equity Securities for the 12-month period following the issue of those Tranche 1 Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

The Company confirms that Listing Rules 7.1 and 7.1A were not breached at the time the Tranche 1 Placement Shares were agreed to be issued.

3.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 1 Placement Shares:

- (a) The Tranche 1 Placement Shares were issued to professional and sophisticated investors, none of whom are a related party of the Company. The participants in the Placement were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Joint Lead Managers. The final allocations were determined having regard to an allocation policy agreed between the Company and the Joint Lead Managers.

In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company advises that St Barbara Limited, a substantial Shareholder, was issued 66,666,667 Tranche 1 Placement Shares, which comprises more than 1% of the Company's current issued capital.

- (b) The Tranche 1 Placement Shares were issued without Shareholder approval as follows:
 - (i) 700,000,000 Tranche 1 Placement Shares under Listing Rule 7.1; and
 - (ii) 466,666,667 Tranche 1 Placement Shares under Listing Rule 7.1A.
- (c) The Tranche 1 Placement Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 1 Placement Shares were issued on 8 August 2024.

- (e) The Tranche 1 Placement Shares were issued at \$0.015 each.
- (f) The proceeds from the Placement will be used to fund a fast-tracked drill out of the Sandstone Project and for general exploration and development activities on the Company's portfolio.
- (g) There are no other material terms to the agreement for the subscription of the Tranche 1 Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

3.4 **Additional information**

Each of Resolution 1(a) and (b) is a separate ordinary Resolution.

The Board recommends that Shareholders vote in favour of Resolution 1(a) and (b).

4. **Resolution 2 – Approval to issue Tranche 2 Placement Shares**

4.1 **General**

The background to the proposed issue of the Tranche 2 Placement Shares is set out in Section 3.1 above.

As announced on 1 August 2024, the Company has executed a non-binding indicative offer with AustKor Mineral Co., Ltd (**AustKor**), a South Korean strategic investor with strong connections to precious metals refining and gold distribution market in South Korea, for a multi-tranche investment of \$40m, including a \$4m equity investment via the Placement (**AustKor Investment**) and a \$36m offtake facility.¹ Subject to binding documentation, the completion of the consolidated Definitive Feasibility Study and the Company declaring final investment decision, the offtake facility funds are to be directly applied to the refurbishment of the Brightstar processing plant in Laverton to fast-track Brightstar's standalone development objectives. The offtake facility debt has an interest rate of 12.5%, underpinned by the delivery of physical gold doré metal by Brightstar to AustKor and affiliated precious metals refinery in South Korea. Refer to the Company's ASX announcement of 1 August 2024 for further information.

The AustKor Investment is comprised within the Tranche 2 Placement Shares.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 433,333,334 Tranche 2 Placement Shares.

4.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is in Section 3.2 above.

The effect of Shareholders passing Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

¹ Whilst Brightstar considers that this NBIO represents an important step towards securing attractive financing to implement its mine development plans, investors are cautioned that the NBIO is non-binding and there is no guarantee that the parties will agree binding documentation.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and will not receive the additional \$6,500,000 committed by investors for the issue of the Tranche 2 Placement Shares.

4.3 **Specific 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 the proposed issue of the Tranche 2 Placement Shares:

- (a) The Tranche 2 Placement Shares will be issued to AustKor (or its nominees) along with a range of other professional and sophisticated investors, none of whom are a related party of the Company. The participants in the Placement were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Joint Lead Managers. The final allocations were determined having regard to an allocation policy agreed between the Company and the Joint Lead Managers.

In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company advises that Jack Yetiv, a substantial Shareholder, will be issued 133,333,333 Tranche 2 Placement Shares, which comprises more than 1% of the Company's current issued capital.

- (b) A maximum of 433,333,334 Tranche 2 Placement Shares will be issued.
- (c) The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The Tranche 2 Placement Shares will be issued at an issue price of \$0.015 each, being the same price at which the Tranche 1 Placement Shares were issued.
- (f) The proceeds from the Placement will be used in the manner set out in Section 3.3(f) above.
- (g) There are no other material terms to the agreement for the subscription of the Tranche 2 Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

4.4 **Additional information**

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

5. Resolution 3 – Approval to issue Gateway Consideration Shares

5.1 General

On 1 August 2024, the Company announced that, via its wholly owned subsidiary 'Montague Gold Project Pty Ltd' (**MGP**), it had signed a tenement sale agreement with Gateway Mining Limited (ASX: GML) (**Gateway**) and its wholly owned subsidiary Gateway Projects WA Pty Ltd (collectively, the **Sellers**), under which MGP proposes to acquire the Sellers' interests held in certain mining tenure in respect of Gateway's Montague East Gold Project, with MGP obtaining 100% of the gold mineral rights and Gateway retaining all other mineral rights (**Montague Acquisition**).

As part consideration for the Montague Acquisition, the Company has agreed to issue \$7 million of Shares at \$0.015 each, being the same price at which Shares were issued pursuant to the Placement.

Resolution 3 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of up to 466,666,667 Shares to Gateway (or its nominees) (**Gateway Consideration Shares**) in accordance with the tenement sale agreement.

A summary of the material terms of the Montague Acquisition is set out below in Section 5.2.

5.2 Summary of the material terms of the Montague Acquisition

The material terms of the Montague Acquisition are detailed below:

(a) **(Consideration):**

- (i) \$5 million cash payable on completion of the Montague Acquisition;
- (ii) the issue of the Gateway Consideration Shares, the subject of this Resolution 3; and
- (iii) \$2 million in Shares, conditional upon the earlier to occur of either:
 - (A) the Company announcing the commencement of commercial production of gold at Montague East Project; and
 - (B) the delineation of a 1,000,000oz JORC compliant gold Mineral Resource at the Montague East Project above a lower cut-off grade of 0.6g/t Au for open pit mining or 2.00g/t Au for underground mining,

(Deferred Consideration Shares).

The issue of the Deferred Consideration Shares is subject to Shareholder approval (within 90 days of the vesting date) and if Shareholder approval is not obtained, then the Deferred Consideration Shares will be cash settled.

(b) **(Conditions):** Completion of the Montague Acquisition is conditional upon (amongst other things):

- (i) the assumption and assignment of the Sellers' obligations under a number of existing joint venture, earn-in agreements and private royalties associated with

the tenements, and subject to any consents being obtained and the waiver of any pre-emptive rights under those agreements; and

- (ii) the Company obtaining Shareholder approval for the issue of the Gateway Consideration Shares, the subject of this Resolution 3.
- (c) **(Termination)**: The tenement sale agreement may be terminated:
 - (i) by mutual agreement of the parties;
 - (ii) by MGP or Gateway by notice in writing if, by the end date, the conditions are not satisfied or waived; or
 - (iii) in the event of default, the event of default has not been remedied within 10 business days of receipt of notice in writing.

The tenement sale agreement contains various other warranties, indemnities and other rights and obligations that are considered standard for a transaction of this nature.

5.3 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is in Section 3.2 above.

The effect of Shareholders passing Resolution 3 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Gateway Consideration Shares.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Gateway Consideration Shares and, in turn, may not be able to proceed with the Montague Acquisition unless the parties are able to reach an alternative commercial agreement as to the obligation of the Company to issue \$2 million in Shares.

5.4 **Specific 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 the proposed issue of the Gateway Consideration Shares:

- (a) The Gateway Consideration Shares will be issued to Gateway (or its nominee), who is not a related party or a Material Investor of the Company.
- (b) A maximum of 466,666,667 Gateway Consideration Shares will be issued.
- (c) The Gateway Consideration Shares will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The Gateway Consideration Shares will be issued no later than 3 months after the date of the Meeting.

- (e) The Gateway Consideration Shares will be issued for nil cash consideration, as they are being issued as partial consideration in connection with the Montague Acquisition. Accordingly, no funds will be raised from the issue of the Gateway Consideration Shares. The Gateway Consideration Shares will have a deemed issue price of \$0.015 each.
- (f) A summary of the material terms of the Montague Acquisition is set out in Section 5.2 above.
- (g) A voting exclusion statement is included in the Notice.

5.5 Additional information

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

6. Resolution 4 – Approval to issue Topdrill Shares

6.1 General

On 1 August 2024, the Company announced that it had agreed with Topdrill Pty Ltd (**Topdrill**), for Topdrill to convert \$1 million of drilling expenses into Shares in the Company, to be issued at a deemed issue price of \$0.015 per Share.

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of up to 66,666,667 Shares to Topdrill (or its nominees) (**Topdrill Shares**) in accordance with this agreement.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 3.2 above.

The effect of Shareholders passing Resolution 4 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Topdrill Shares.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Topdrill Shares and will instead be required to pay the \$1 million of drilling expenses in cash.

6.3 Specific 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 the proposed issue of the Topdrill Shares:

- (a) The Topdrill Shares will be issued to Topdrill (or its nominee), who is not a related party or a Material Investor of the Company.
- (b) A maximum of 66,666,667 Topdrill Shares will be issued.

- (c) The Topdrill Shares will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The Topdrill Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The Topdrill Shares will be issued for nil cash consideration, as they are being issued as consideration in lieu of cash for drilling services rendered to the Company. Accordingly, no funds will be raised from the issue of the Topdrill Shares. The Topdrill Shares will have a deemed issue price of \$0.015 each.
- (f) A summary of the material terms of the agreement for the issue of the Topdrill Shares is set out in Section 6.1 above. There are no other material terms.
- (g) A voting exclusion statement is included in the Notice.

6.4 **Additional information**

Resolution 4 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 4.

7. **Resolution 5 – Approval to issue Genesis Shares**

7.1 **General**

On 1 August 2024, the Company announced that it had agreed with Genesis Minerals Limited (ASX: GMD) (**Genesis**) to convert approximately \$2.7 million of processing fees into Shares in the Company, to be issued at a deemed issue price of \$0.015 per Share.

Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of up to 177,168,135 Shares to Genesis (or its nominees) (**Genesis Shares**) in accordance with this agreement.

7.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is in Section 3.2 above.

The effect of Shareholders passing Resolution 5 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Genesis Shares.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Genesis Shares and will instead be required to pay the \$2.7 million of processing fees in cash.

7.3 **Specific 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 the proposed issue of the Genesis Shares:

- (a) The Genesis Shares will be issued to Genesis (or its nominee), who is not a related party or a Material Investor of the Company.

- (b) A maximum of 177,168,135 Genesis Shares will be issued.
- (c) The Genesis Shares will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The Genesis Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The Genesis Shares will be issued for nil cash consideration, as they are being issued as consideration in lieu of cash for processing services rendered to the Company. Accordingly, no funds will be raised from the issue of the Genesis Shares. The Genesis Shares will have a deemed issue price of \$0.015 each.
- (f) A summary of the material terms of the agreement for the issue of the Genesis Shares is set out in Section 7.1 above. There are no other material terms.
- (g) A voting exclusion statement is included in the Notice.

7.4 Additional information

Resolution 5 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

Schedule 1 Definitions

In this Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AustKor	means AustKor Mineral Co., Ltd.
AustKor Investment	has the meaning given in Section 4.1.
AWST	means Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Brightstar Resources Limited (ACN 100 727 491).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Deferred Consideration Shares	has the meaning given in Section 5.2.
Director	means a director of the Company.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Gateway	means Gateway Mining Limited (ACN 008 402 391).
Gateway Consideration Shares	has the meaning given in Section 5.1.
Genesis	means Genesis Minerals Limited (ACN 124 772 041).
Genesis Shares	has the meaning given in Section 7.1.
Joint Lead Managers	means Canaccord Genuity (Australia) Limited (ACN 075 071 466) and Argonaut Securities Pty Limited (ACN 108 330 650).
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company,

or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
MGP	means Montague Gold Project Pty Ltd (ACN 679 535 516).
Montague Acquisition	has the meaning given in Section 5.1.
Notice	means this notice of extraordinary general meeting.
Placement	has the meaning given in Section 3.1.
Proxy Form	means the proxy form made available with this Notice.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Sellers	means Gateway and Gateway Projects WA Pty Ltd (ACN 161 934 649) collectively.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Topdrill	means Topdrill Pty Ltd (ACN 118 519 609).
Topdrill Shares	has the meaning given in Section 6.1.
Tranche 1 Placement Shares	has the meaning given in Section 3.1(a).
Tranche 2 Placement Shares	has the meaning given in Section 3.1(b).



Brightstar Resources Limited
ABN 44 100 727 491

BTR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (AWST) on Sunday, 15 September 2024.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

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

By Mail:

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

By Fax:

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



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

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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Brightstar Resources Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Brightstar Resources Limited to be held at Level 2, 36 Rowland Street, Subiaco WA 6008 on Tuesday, 17 September 2024 at 10:00 am (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1a	Ratification of issue of Tranche 1 Placement Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1b	Ratification of issue of Tranche 1 Placement Shares – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of issue of Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of issue of Gateway Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of Topdrill Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of issue of Genesis Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

<input type="text"/>	<input type="text"/>	<input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

<input type="text"/>	<input type="text"/>
Mobile Number	Email Address

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

