

10 September 2024

ADDENDUM TO NOTICE OF MEETING

Waratah Minerals Limited (ACN 152 071 095) ("**Company**") refers to its notice of general meeting and proxy form released to the ASX on 27 August 2024 ("**Notice**") in respect of the Company's general meeting of members to be held at 10.00am (AEST) on 27 September 2024 at Level 38, Tower Three, International Towers Sydney, 300 Barangaroo Avenue, Sydney, New South Wales 2000.

This addendum is supplemental to the Notice and should be read in conjunction with the Notice.

Capitalised terms used in this addendum have the same meaning given in the Notice.

This Company wishes to advise Shareholders of the following updates to the Notice:

1. The first paragraph of Section 2.1 of the Explanatory Statement should refer to the Company's announcement on 6 August 2024, rather than 24 April 2024. The Company advises that the Tranche 1 Placement Shares were issued on 13 August 2024 and that, subject to Shareholder approval for Resolution 4, the Tranche 2 Placement Shares will be issued shortly following the date of the Meeting.
2. The Company refers to the Milestones attaching to the Performance Rights described in Section 4.1 of the Explanatory Statement and Schedule 1. The Company advises that the Milestones represent premiums to the issue price of Shares under the August 2024 Placement (being \$0.25 per Share) as set out in the table below.

Performance Rights	Milestone
Tranche A Performance Rights	5-day VWAP of \$0.375 per Share (representing a <u>50% premium</u> to issue price of Shares under the August 2024 Placement).
Tranche B Performance Rights	5-day VWAP of \$0.4375 per Share (representing a <u>75% premium</u> to issue price of Shares under the August 2024 Placement).
Tranche C Performance Rights	5-day VWAP of \$0.50 per Share (representing a <u>100% premium</u> to issue price of Shares under the August 2024 Placement).

3. Section 4.6 of the Explanatory Statement is updated by reference the following information:
 - a. Section 4.6(l): Note 6 to the tables should refer to 9,000,000 Performance Rights, rather than 6,000,000 Performance Rights.
 - b. Section 4.6(m): If the Performance Rights are converted into Shares, a total of 13,950,000 Shares will be issued. This will increase the number of Shares on issue from 187,331,165 (being the number of Shares on issue as at the date of the Notice) to 201,281,165 Shares (assuming that no other Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 7.45%, comprising 4.80% by Mr Peter Duerden, 1.32% by Dr Darryl Clark and 1.32% by Mr Andrew Stewart.

- c. Section 4.6(n): The highest price of the Company's Shares in the 12 months before the date of the Notice (being 27 August 2024) was 44 cents (\$0.44) per Share, which was achieved during intraday trading on 23 August 2024. As at the date of this addendum, the last closing price of the Company's Shares on the ASX was 38 cents (\$0.38) per Share on 9 September 2024.

The Company confirms that all Resolutions remain the same in the Notice and that, other than as updated by the information in this addendum, the Notice remains unchanged.

Authorised for release by the Board of Directors of Waratah Minerals Limited.