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**OSMOND RESOURCES LIMITED**  
**ACN 649 477 734**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 11am AEDT  
**DATE:** 29 October 2024  
**PLACE:** Level 8  
2 Bligh Street  
SYDNEY NSW 2000

***The business of the Meeting affects your shareholding and your vote is important.***

***This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11:00am (AEDT) on 27 October 2024.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the Auditor's Report.

#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

#### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – RHODERICK GRIVAS

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

*"That, for the purpose of clause 7.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Rhoderick Grivas, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

#### 4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

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

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."*

#### 5. RESOLUTION 4 – APPROVAL TO ISSUE SHARES IN CONSIDERATION FOR THE ACQUISITION OF THE IBERIAN ONE PROJECT

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 13,947,842 Shares on the terms and conditions set out in the Explanatory Statement."*

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

#### 6. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS IN CONSIDERATION FOR THE ACQUISITION OF THE IBERIAN ONE PROJECT

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 4,649,281 Options on the terms and conditions set out in the Explanatory Statement."*

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

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**7. RESOLUTION 6 – APPROVAL TO ISSUE SHARES IN CONSIDERATION FOR THE ACQUISITION OF THE ORION EU CRITICAL MINERALS PROJECT**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 102,284,173 Shares on the terms and conditions set out in the Explanatory Statement.”*

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

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**8. RESOLUTION 7 – ISSUE OF OPTIONS TO RELATED PARTY – ANTHONY HALL**

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 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 8,000,000 Options to Anthony Hall (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

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

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**9. RESOLUTION 8 – ISSUE OF OPTIONS TO RELATED PARTY – ANDREW SHEARER**

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 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 500,000 Options to Andrew Shearer (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

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

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**10. RESOLUTION 9 – ISSUE OF OPTIONS TO RELATED PARTY – RHODERICK GRIVAS**

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 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Options to Rhoderick Grivas (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

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

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**11. RESOLUTION 10 – ISSUE OF OPTIONS TO RELATED PARTY – DANIEL EDDINGTON**

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 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Options to Daniel Eddington (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

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

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**12. RESOLUTION 11 – APPROVAL TO ISSUE OPTIONS TO TOLGA KUMOVA IN CONSIDERATION FOR SERVICES**

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 10,000,000 Options to Tolga Kumova (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

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

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**13. RESOLUTION 12 – APPROVAL TO ISSUE OPTIONS TO ADRIEN WING IN CONSIDERATION FOR SERVICES**

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,000,000 Options to Adrien Wing (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

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

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**14. RESOLUTION 13 – APPROVAL TO ISSUE OPTIONS TO GONZALO MAYORAL ROBERTO FERNANDEZ IN CONSIDERATION FOR SERVICES**

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,000,000 Options to Gonzalo Mayoral Roberto Fernandez (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

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

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**15. RESOLUTION 14 – APPROVAL TO ISSUE SECURITIES TO RELATED PARTY IN CONSIDERATION FOR AN ACQUISITION WHERE THE BOARD IS ABLE TO FORM QUORUM TO DETERMINE THAT THE ISSUE FALLS WITHIN THE ARMS'S LENGTH EXCEPTION**

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 8,767,985 Shares and 350,719 Options to Anthony Hall (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

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

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**16. RESOLUTION 15 – APPROVAL TO ISSUE SECURITIES TO UNRELATED PARTIES UNDER AN INCENTIVE PLAN**

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

*"That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to maximum of 10,000,000 Securities under the employee incentive scheme titled, Employee Incentive Securities Plan, on the terms and conditions set out in the Explanatory Statement."*

## Voting Prohibition Statements

<b>Resolution 1 – Adoption of Remuneration Report</b>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> <li>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</li> <li>(b) a Closely Related Party of such a member.</li> </ul> <p>However, a person (the <b>voter</b>) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> <li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li> <li>(b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> <li>(i) does not specify the way the proxy is to vote on this Resolution; and</li> <li>(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</li> </ul> </li> </ul>
<b>Resolution 7 – 10 - Issue of Options to Related Party - Anthony Hall, Andrew Shearer, Rhoderick Grivas and Daniel Eddington</b>	<p>In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolutions would permit a financial benefit to be given, or an associate of such a related party (<b>Resolution 7 Excluded Party, Resolution 8 Excluded Party, Resolution 9 Excluded Party and Resolution 10 Excluded Party</b>). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolutions and it is not cast on behalf of a Resolution 7 Excluded Party, Resolution 8 Excluded Party, Resolution 9 Excluded Party or Resolution 10 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolutions if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on these Resolutions.</li> </ul> <p>Provided the Chair is not a Resolution 7 Excluded Party, Resolution 8 Excluded Party, Resolution 9 Excluded Party or Resolution 10 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</li> </ul>
<b>Resolution 15 - Approval to issue Securities to unrelated parties under an incentive plan</b>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel</li> </ul>

## Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

<b>Resolution 4 – Approval to issue Shares in consideration for the Acquisition of the Iberian One Project</b>	<p>A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Iberian One Vendors) or an associate of that person (or those persons).</p>
<b>Resolution 5– Approval to issue Options in consideration for the</b>	<p>A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a</p>

<b>Acquisition of the Iberian One Project</b>	holder of ordinary securities in the Company (namely the Iberian One Vendors) or an associate of that person (or those persons).
<b>Resolution 6 – Approval to issue Shares in consideration for the acquisition of the Orion EU Critical Minerals Project</b>	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Orion Vendors) or an associate of that person (or those persons).
<b>Resolutions 7 to 10 – Issue of Options to Related Party – Anthony Hall, Andrew Shearer, Rhoderick Grivas and Daniel Eddington</b>	Anthony Hall, Andrew Shearer, Rhoderick Grivas, Daniel Eddington (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 11 – Approval to issue Options to Tolga Kumova in consideration services</b>	Tolga Kumova (or his nominee) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 12 – Approval to issue Options to Adrien Wing in consideration for services</b>	Adrien Wing (or his nominee) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 13 – Approval to issue Options to Gonzalo Mayoral Roberto Fernandez in consideration for services</b>	Gonzalo Mayoral Roberto Fernandez (or his nominee) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 14 – Approval to issue Securities to Related Party in consideration for an acquisition where the board is able to form quorum to determine that the issue falls within the arms' length exception</b>	Anthony Hally (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 15 - Approval to issue Securities to unrelated parties under an incentive plan</b>	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.

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

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

### **Voting by proxy**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

#### **Voting in person**

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

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 3 9614 0600.***

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://osmondresources.com.au/>.

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

#### 2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.



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### **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – RHODERICK GRIVAS**

#### **3.1 General**

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Rhoderick Grivas, who has held office without re-election since 10 November 2022 and being eligible retires by rotation and seeks re-election.

#### **3.2 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, Mr Rhoderick Grivas will be re-elected to the Board as non-executive Director.

If this Resolution is not passed, Mr Rhoderick Grivas will not continue in their role non-executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

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### **4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE**

#### **4.1 General**

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). The Company is an Eligible Entity.

#### **4.2 Technical information required by Listing Rule 14.1A**

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

#### **4.3 Technical information required by Listing Rule 7.3A**

REQUIRED INFORMATION	DETAILS
<b>Period for which the 7.1A Mandate is valid</b>	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"><li>(a) the date that is 12 months after the date of this Meeting;</li><li>(b) the time and date of the Company's next annual general meeting; and</li><li>(c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in</li></ul>

REQUIRED INFORMATION	DETAILS																																							
	the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).																																							
Minimum price	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <p>(a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or</p> <p>(b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.</p>																																							
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration), the development of the Company's current business and general working capital.																																							
Risk of economic and voting dilution	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 5 September 2024.</p> <p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.</p> <table><tr><th colspan="2"></th><th colspan="4">Dilution</th></tr><tr><th colspan="2" rowspan="4">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th><th rowspan="4">Shares issued – 10% voting dilution</th><th colspan="3">Issue Price</th></tr><tr><th>\$0.035</th><th>\$0.07</th><th>\$0.11</th></tr><tr><th>50% decrease</th><th>Issue Price</th><th>50% increase</th></tr><tr><th colspan="3">Funds Raised</th></tr><tr><td>Current</td><td>188,362,707 Shares</td><td>18,836,270 Shares</td><td>\$659,269</td><td>\$1,318,538</td><td>\$1,977,808</td></tr><tr><td>50% increase</td><td>282,544,061 Shares</td><td>28,254,406 Shares</td><td>\$988,904</td><td>\$1,977,808</td><td>\$2,966,712</td></tr><tr><td>100% increase</td><td>376,725,414 Shares</td><td>37,672,541 Shares</td><td>\$1,318,538</td><td>\$2,637,077</td><td>\$3,955,616</td></tr></table> <p>*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip</p>			Dilution				Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price			\$0.035	\$0.07	\$0.11	50% decrease	Issue Price	50% increase	Funds Raised			Current	188,362,707 Shares	18,836,270 Shares	\$659,269	\$1,318,538	\$1,977,808	50% increase	282,544,061 Shares	28,254,406 Shares	\$988,904	\$1,977,808	\$2,966,712	100% increase	376,725,414 Shares	37,672,541 Shares	\$1,318,538	\$2,637,077	\$3,955,616
		Dilution																																						
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price																																					
			\$0.035	\$0.07	\$0.11																																			
			50% decrease	Issue Price	50% increase																																			
			Funds Raised																																					
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100% increase	376,725,414 Shares	37,672,541 Shares	\$1,318,538	\$2,637,077	\$3,955,616																																			

REQUIRED INFORMATION	DETAILS
	<p>issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.</p> <p><b>The table above uses the following assumptions:</b></p> <ol style="list-style-type: none"> <li>There are currently 188,362,307 Shares on issue comprising: <ol style="list-style-type: none"> <li>63,362,707 existing Shares as at the date of this Notice; and</li> <li>125,000,000 Shares which will be issued if Resolutions 4 to 6 and 14 are passed at this Meeting.</li> </ol> </li> <li>The issue price set out above is the closing market price of the Shares on the ASX on 5 September 2024 (being \$0.07).</li> <li>The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.</li> <li>The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.</li> <li>The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.</li> <li>The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.</li> <li>This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</li> <li>The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.</li> <li>The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.</li> </ol> <p>Shareholders should note that there is a risk that:</p> <ol style="list-style-type: none"> <li>the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</li> <li>the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.</li> </ol>
<p><b>Allocation policy under 7.1A Mandate</b></p>	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <ol style="list-style-type: none"> <li>the purpose of the issue;</li> </ol>

REQUIRED INFORMATION	DETAILS
	<p>(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;</p> <p>(c) the effect of the issue of the Equity Securities on the control of the Company;</p> <p>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</p> <p>(e) prevailing market conditions; and</p> <p>(f) advice from corporate, financial and broking advisers (if applicable).</p>
<b>Previous approval under Listing Rule 7.1A.2</b>	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 29 November 2023 (<b>Previous Approval</b>).</p> <p>During the 12 month period preceding the date of the Meeting, being on and from 29 October 2023, the Company has not issued any Equity Securities pursuant to the Previous Approval.</p>
<b>Voting exclusion statement</b>	<p>As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.</p>

## 5. BACKGROUND TO THE RESOLUTIONS 4-6

### 5.1 Acquisition of the Iberian One Project

On 6 September 2024, the Company announced that it had entered into a binding agreement with Iberian Alumina Pty Ltd (ACN 679 328 520) (**Iberian Alumina**) and the Shareholders of Iberian Alumina (**IA Shareholders**), pursuant to which the IA Shareholders have agreed to sell, and the Company has agreed to acquire 100% of the fully paid ordinary shares in the capital of Iberian Alumina.

Iberian Alumina, via its 100% wholly owned Spanish subsidiary, Iberian Alunite SL (**Iberian Alunite**), is the legal and beneficial holder of 100% of the rights, title and interest in two granted mining permits (**Iberian One Permits**) comprising the Iberian One Project (**Iberian One Project**) (**Iberian One Acquisition**).

In consideration for the acquisition of the Iberian One Project, the Company agreed to issue the following securities to the IA Shareholders (or their nominee(s)):

- (a) 15,000,000 Shares at a deemed issue price of \$0.07 each (**Iberian One Consideration Shares**) (with the issue of 13,947,842 Iberian One Consideration Shares being the subject of Resolution 4 and 1,052,158 Iberian One Consideration Shares being the subject of Resolution 14); and
- (b) 5,000,000 Options, exercisable at \$0.30 on or before 30 November 2027 (**Iberian One Consideration Options**) (with the issue of 4,649,281 Iberian One Consideration Options being the subject of Resolution 5 and 350,719 Iberian One Consideration Options being the subject of Resolution 14),

(together the **Iberian One Consideration Securities**);

- (c) pay to the IA Shareholders a cash payment of \$200,000; and
- (d) upon completion of the Iberian One Acquisition, procure that Iberian Alunite pay to the IA Shareholders (in aggregate) a royalty equal to 1.0% of the gross return generated from minerals extracted from the Iberian One Permits (**Royalty**).

Refer to the Company's ASX announcement on 6 September 2024 for further information with respect to the Iberian One Acquisition.

## 5.2 Acquisition of the Orion EU Critical Minerals Project

On 6 September 2024, the Company announced that it had entered into a binding agreement with Iberian Critical Minerals Pty Ltd (ACN 697 165 649) (**ICM**) and the Shareholders of ICM (**ICM Shareholders**), pursuant to which ICM and the ICM Shareholders have granted the Company an exclusive option to acquire up to 80% of the fully paid ordinary shares in the capital of ICM (**Orion Acquisition**).

ICM is a company incorporated in Australia. ICM currently holds a 100% interest in the capital of Spanish entity, Omnis Minería SL (**Omnis**), which in turn holds a 51% interest in the capital of Green Mineral Resources SL (**GMR**). GMR holds 100% of the rights, title and interest in the Orion EU Critical Minerals Project (**Orion Project**). Omnis may increase its interest in the capital of GMR from 51% to 90% upon completion of a Scoping Study. Once Omnis holds a 90% interest in the capital of GMR, the holders of the remaining 10% of GMR have the choice to be diluted through the issue of further equity for funding required to progress the Orion Project or to convert their 10% interest into a royalty.

The Orion Acquisition is structured as a three-stage earn-in option arrangement, whereby the Company, upon exercising the option and completing various milestones during each stage of the acquisition, may increase its interest in the capital of ICM, in consideration for issuing Shares to the ICM Shareholders (or their nominee(s)).

Upon the completion of all stages of the earn-in option arrangement, the Company will have issued a total of 110,000,000 Shares at a deemed issue price of \$0.07 to the ICM Shareholders (or their nominee(s)) (**Orion Consideration Shares**) in consideration for the acquisition of an 80% interest in the capital of ICM.

For the purposes of this Notice, and pursuant to Resolution 6 and Resolution 14, the Company is seeking shareholder approval for the issue of the Orion Consideration Shares. For the avoidance of doubt, the Company is seeking shareholder approval for all of the Orion Consideration Shares, but the issue of the Orion Consideration Shares to the ICM Shareholders will be undertaken in accordance with the following three stages.

- (a) Stage 1 of the Orion Acquisition (**Stage 1**) involves the Company acquiring a 30% interest in the capital of ICM (**Stage 1 Interest**). In consideration for the Stage 1 Interest, the Company has agreed to issue the ICM Shareholders (or their nominee(s)) 25,000,000 Orion Consideration Shares (**Stage 1 Consideration Shares**). The Company will be granted the option to acquire the Stage 1 Interest on the date of execution of the Orion Acquisition agreement (**Stage 1 Milestone**).
- (b) Stage 2 of the Orion Acquisition (**Stage 2**) involves the Company acquiring an additional 30% interest, resulting in a total 60% interest in the capital of ICM following the completion of Stage 2 (**Stage 2 Interest**). In consideration for the Stage 2 Interest, the Company has agreed to issue the ICM Shareholders (or their nominee(s)) 42,500,000 Orion Consideration Shares (**Stage 2 Consideration Shares**). The Company will be granted the option to acquire the Stage 2 Interest on the completion of Stage 1 until the date that is 30 days from the Company announcing to ASX a JORC Code compliant Indicated Resource on the Orion Project (**Stage 2 Milestone**) and in any event no later than 4 September 2027.
- (c) Stage 3 of the Orion Acquisition (**Stage 3**) involves the Company acquiring a further 20% interest, resulting in a total 80% interest in the capital of ICM following the completion of Stage 3 (**Stage 3 Interest**). In consideration for the Stage 3 Interest, the Company has agreed to issue the ICM Shareholders (or their nominee(s)) 42,500,000 Orion Consideration Shares (**Stage 3 Consideration Shares**). The Company will be granted the option to acquire the Stage 3 Interest on the completion of Stage 2 until the date that is 30 days from the Company announcing to ASX the completion of a JORC Code compliant scoping study (**Stage 3 Milestone**) and in any event no later than 4 September 2029.

Refer to the Company's ASX announcement on 6 September 2024 for further information with respect to the Orion Acquisition.

## 5.3 ASX waiver

Listing Rule 7.3.4 requires a notice of meeting with a resolution to approve the issue of equity securities to state that the securities will be issued within three months of the date of

the shareholder's meeting. The Company has been granted a waiver from Listing Rule 7.3.4 for the issue of the Stage 2 Consideration Shares and Stage 3 Consideration Shares to enable the Company to issue these Shares outside the period that is three months from the date of the Meeting.

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**6. RESOLUTION 4 AND 5 – APPROVAL TO ISSUE SHARES AND OPTIONS IN CONSIDERATION FOR THE ACQUISITION OF THE IBERIAN ONE PROJECT**

**6.1 General**

As set out in Section 5.1 above, the Company has entered into an agreement with Iberian Alumina and the IA Shareholders (together, the **Iberian One Vendors**) to acquire the Iberian One Project and has agreed to issue the IA Shareholders (or their nominee(s)), the **Iberian One Consideration Securities**.

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

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

Resolutions 4 and 5 seek Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Iberian One Consideration Securities.

**6.2 Technical information required by Listing Rule 14.1A**

If Resolutions 4 and 5 are passed, the Company will be able to proceed with the issue of the Iberian One Consideration Securities. In addition, the issue of the Iberian One 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 Resolutions 4 and 5 are not passed, the Company will not be able to proceed with the issue of the Iberian One Consideration Securities and may be in breach of its obligations under the binding agreement entered into with the Iberian One Vendors.

Resolutions 4 and 5 are independent of all other Resolutions in this Notice.

**6.3 Technical information required by Listing Rule 7.1**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolutions 4 and 5:

- (a) the Iberian One Consideration Securities will be issued to the IA Shareholders (or their nominee(s)).
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients, other than Gonzalo Roberto Moral Fernandez (who is part of the KMP) will be:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Iberian One Consideration Shares to be issued is 13,947,842 and the maximum number of Iberian One Consideration Options is 4,649,281.
- (d) the Iberian One Consideration Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Iberian One Consideration Options will be issued on the terms and conditions set out in Schedule 1;

- (f) the Iberian One Consideration Securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Iberian One Consideration Securities will occur on the same date;
- (g) the deemed issue price will be \$0.07 per Iberian One Consideration Share and nil per Iberian One Consideration Option. The Company will not receive any other consideration for the issue of the Iberian One Consideration Securities (other than in respect of funds received on exercise of the Iberian One Consideration Options);
- (h) the purpose of the issue of the Iberian One Consideration Securities is to satisfy the Company's obligations under the binding agreement entered into for the Iberian One Acquisition, a summary of which is set out in Section 5.1; and
- (i) the Iberian One Consideration Securities are not being issued under, or to fund, a reverse takeover.

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## **7. RESOLUTION 6 – APPROVAL TO ISSUE SHARES IN CONSIDERATION FOR THE ACQUISITION OF THE ORION EU CRITICAL MINERALS PROJECT**

### **7.1 General**

As set out in Section 5.2 above, the Company has entered into an agreement with ICM and the ICM Shareholders (together, the **Orion Vendors**) and has agreed to issue the ICM Shareholders (or their nominee(s)) the Orion Consideration Shares in accordance with Stages 1-3 of the Orion Acquisition, as outlined in Section 5.2(a) – (c) above.

As summarised in Section 5.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

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

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Orion Consideration Shares.

### **7.2 Technical information required by Listing Rule 14.1A**

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Orion Consideration Shares. In addition, the issue of the Orion Consideration Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Orion Consideration Shares and may be in breach of its obligations under the binding agreement entered into with the Orion Vendors.

Resolution 6 is independent of all other Resolutions in this Notice.

### **7.3 Waiver of Listing Rule 7.3.4**

Listing Rule 7.3.4 requires a notice of meeting with a resolution to approve the issue of equity securities to state that the securities will be issued within three months of the date of the shareholder's meeting. The Company has been granted a waiver from the ASX to the extent necessary to permit the Company to not state in this Notice that the Stage 2 Consideration Shares and the Stage 3 Consideration Shares will be issued within three months of the date of the Meeting, subject to the following conditions:

- (a) the Stage 2 Consideration Shares must be issued upon satisfaction of the Stage 2 Milestone and in any event no later than 4 September 2027 and the Stage 3 Consideration Shares must be issued upon satisfaction of the Stage 3 Milestone and in any event no later than 4 September 2029;
- (b) the Stage 2 Milestone and Stage 3 Milestone must not being varied;

- (c) the maximum number of Stage 2 Consideration Shares and Stage 3 Consideration Shares to be issued (in aggregate) is capped at 85,000,000 Shares;
- (d) adequate details regarding the dilutionary effect of the Stage 2 Consideration Shares and Stage 3 Consideration Shares on the Company's capital structure is included in the Notice;
- (e) the terms of issue of the Stage 2 Consideration Shares and Stage 3 Consideration Shares must not be varied;
- (f) for any annual reporting period during which any of the Stage 2 Consideration Shares and the Stage 3 Consideration Shares have been issued or any of them remain to be issued, the Company's annual report sets out in detail the number of Stage 2 Consideration Shares and the Stage 3 Consideration Shares issued in that annual reporting period, the number of Stage 2 Consideration Shares and the Stage 3 Consideration Shares that remain to be issued and the basis on which the Stage 2 Consideration Shares and the Stage 3 Consideration Shares may be issued;
- (g) the Notice contains the terms and conditions of the agreement pursuant to which Stage 2 Consideration Shares and the Stage 3 Consideration Shares are to be issued, as well as the terms of the waiver.

#### **7.4 Dilutionary effect**

If the Shares proposed to be issued under this Resolution are issued on satisfaction of the Stage 2 Milestone and Stage 3 Milestone, a total of 85,000,000 Shares would be issued. This will increase the number of Shares on issue from 103,362,307 to 188,362,307 (assuming that the Stage 1 Orion Consideration Shares and the Iberian One Consideration Shares proposed to be issued under this Notice are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 45.3%, comprising 22.65% by the Stage 2 Consideration Shares and 22.65% by the Stage 3 Consideration Shares.

#### **7.5 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 6:

- (a) the Orion Consideration Shares will be issued to the ICM Shareholders (or their nominee(s)).
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients, other than Adrien Wing (who is the Company Secretary), will be:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Orion Consideration Shares to be issued is 102,284,173. The Orion Consideration Shares issued will be fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Stage 1 Consideration Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Stage 1 Orion Consideration Shares will occur on the same date.
- (e) in accordance with the waiver of Listing Rule 7.3.4 granted to the Company by ASX, the Stage 2 Consideration Shares will be issued no later than 4 September 2027 and the Stage 3 Consideration Shares will be issued no later than 4 September 2029.



- (f) the deemed issue price will be \$0.07 per Orion Consideration Share. The Company will not receive any other consideration for the issue of the Orion Consideration Shares;
- (g) the purpose of the issue of the Orion Consideration Shares is to satisfy the Company's obligations under the binding agreement for the Orion Acquisition, a summary of which is set out in Section 5.2; and
- (h) the Orion Consideration Shares are not being issued under, or to fund, a reverse takeover.

## **8. RESOLUTIONS 7 TO 10 – ISSUE OF OPTIONS TO RELATED PARTY – ANTHONY HALL, ANDREW SHEARER, RHODERICK GRIVAS AND DANIEL EDDINGTON**

### **8.1 General**

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 10,500,000 Options (**Related Party Options**) to Anthony Hall, Andrew Shearer, Rhoderick Grivas and Daniel Eddington (or their nominee(s)) (**Related Parties**) on the terms and conditions set out below.

Further details in respect of the Related Party Options proposed to be issued are set out in the table below:

QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION	EXERCISE PRICE	EXPIRY DATE
8,000,000	Anthony Hall	7	4,000,000 of the Related Party Options to be issued to Mr Hall will vest and become exercisable upon the Company's share price trading at \$0.50 or above for a period of 20 consecutive trading days.	\$0.15	31 December 2028
500,000	Andrew Shearer	8	Nil	\$0.15	31 December 2028
1,000,000	Rhoderick Grivas	9	Nil	\$0.15	31 December 2028
1,000,000	Daniel Eddington	10	Nil	\$0.15	31 December 2028

### **8.2 Director Recommendation**

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Related Party Options should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

### **8.3 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 Related Party Options constitutes giving a financial benefit and each of the proposed recipients are related parties of the Company by virtue of being current

Directors, other than Andrew Shearer who resigned from his role as a Director on 9 September, being less than 6 months prior to the date that Mr Shearer will receive his Related Party Options.

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

#### 8.4 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 Related Party Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

#### 8.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue of the Related Party Options within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Related Party Options (because approval is being obtained under Listing Rule 10.11), the issue of the Related Party Options will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue of the Related Party Options and the Company may have to negotiate an alternative method of remuneration.

#### 8.6 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
<b>Name of the persons to whom Related Party Options will be issued</b>	The proposed recipients of the Related Party Options are set out in Section 8.1 above.
<b>Categorisation under Listing Rule 10.11</b>	<p>Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director, other than Andrew Shearer who resigned from his role as a Director on 9 September, being less than 6 months prior to the date that Mr Shearer will receive his Related Party Options.</p> <p>Any nominee(s) of the proposed recipients who receive Related Party Options may constitute 'associates' for the purposes of Listing Rule 10.11.4.</p>

REQUIRED INFORMATION	DETAILS
<b>Number of Related Party Options and class to be issued</b>	The maximum number of Related Party Options to be issued (being the nature of the financial benefit proposed to be given) is 10,500,000 which will be allocated are set out in the table included at Section 8.1 above.
<b>Terms of Related Party Options</b>	The Related Party Options will be issued on the terms and conditions set out in Schedule 1
<b>Date(s) on or by which the Related Party Options will be issued</b>	The Company expects to issue the Related Party Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Related Party Options later than one 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).
<b>Price or other consideration the Company will receive for the Related Party Options</b>	The Related Party Options will be issued at a nil issue price.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way from the Company to remunerate the proposed recipients, 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 proposed recipients.
<b>Consideration of type of Security to be issued</b>	<p>The Company has agreed to issue the Related Party Options for the following reasons:</p> <ul style="list-style-type: none"> <li>(a) the issue of the Related Party Options has no immediate dilutionary impact on Shareholders;</li> <li>(b) the deferred taxation benefit which is available to the proposed recipients in respect of an issue of Related Party Options is also beneficial to the Company as it means the proposed recipients are not required to immediately sell the Related Party Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company;</li> <li>(c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit 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; and</li> <li>(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Options on the terms proposed.</li> </ul>

REQUIRED INFORMATION	DETAILS																														
Consideration of quantum of Related Party Options to be issued	<p>The number of Related Party Options to be issued has been determined based upon a consideration of:</p> <p>(a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;</p> <p>(b) the remuneration of the proposed recipients; and</p> <p>(c) incentives to attract and ensure continuity of service of the proposed recipients (other than Andrew Shearer) who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.</p> <p>The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Options upon the terms proposed.</p>																														
Remuneration	<p>The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:</p> <table><tr><th>Related Party</th><th>Current Financial Year ending 30 June 2025<sup>2</sup></th><th>Previous Financial Year ended 30 June 2024<sup>1</sup></th></tr><tr><td>Anthony Hall</td><td>146,000</td><td>n/a</td></tr><tr><td>Andrew Shearer</td><td>73,869</td><td>206,500</td></tr><tr><td>Rhoderick Grivas</td><td>72,000</td><td>112,000</td></tr><tr><td>Daniel Eddington</td><td>60,000</td><td>100,000</td></tr></table> <p><b>Notes:</b></p> <p>1. Comprising Directors' fees/salary of \$268,919, a superannuation payment of \$29,581 and share-based payments of \$120,000.</p> <p>2. Comprising Directors' fees/salary of \$315,578, a superannuation payment of \$36,291 and share-based payments of \$120,000.</p>	Related Party	Current Financial Year ending 30 June 2025 <sup>2</sup>	Previous Financial Year ended 30 June 2024 <sup>1</sup>	Anthony Hall	146,000	n/a	Andrew Shearer	73,869	206,500	Rhoderick Grivas	72,000	112,000	Daniel Eddington	60,000	100,000															
Related Party	Current Financial Year ending 30 June 2025 <sup>2</sup>	Previous Financial Year ended 30 June 2024 <sup>1</sup>																													
Anthony Hall	146,000	n/a																													
Andrew Shearer	73,869	206,500																													
Rhoderick Grivas	72,000	112,000																													
Daniel Eddington	60,000	100,000																													
Valuation	<p>The value of the Related Party Options and the pricing methodology is set out in Schedule 2.</p>																														
Interest in Securities	<p>The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:</p> <p><b>As at the date of this Notice</b></p> <table><tr><th>Related Party</th><th>Shares<sup>1</sup></th><th>Options</th><th>Performance Rights</th><th>Undiluted</th><th>Fully Diluted</th></tr><tr><td>Anthony Hall</td><td>400,000</td><td>1,250,000<sup>3</sup></td><td>Nil</td><td>N/A</td><td>N/A</td></tr><tr><td>Andrew Shearer</td><td>2,568,000</td><td>1,750,000<sup>3,4</sup></td><td>Nil</td><td>N/A</td><td>N/A</td></tr><tr><td>Rhoderick Grivas</td><td>2,609,517</td><td>1,750,000<sup>3,4</sup></td><td>Nil</td><td>N/A</td><td>N/A</td></tr><tr><td>Daniel Eddington</td><td>2,693,334</td><td>1,500,000<sup>3,4</sup></td><td>Nil</td><td>N/A</td><td>N/A</td></tr></table>	Related Party	Shares <sup>1</sup>	Options	Performance Rights	Undiluted	Fully Diluted	Anthony Hall	400,000	1,250,000 <sup>3</sup>	Nil	N/A	N/A	Andrew Shearer	2,568,000	1,750,000 <sup>3,4</sup>	Nil	N/A	N/A	Rhoderick Grivas	2,609,517	1,750,000 <sup>3,4</sup>	Nil	N/A	N/A	Daniel Eddington	2,693,334	1,500,000 <sup>3,4</sup>	Nil	N/A	N/A
Related Party	Shares <sup>1</sup>	Options	Performance Rights	Undiluted	Fully Diluted																										
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Andrew Shearer	2,568,000	1,750,000 <sup>3,4</sup>	Nil	N/A	N/A																										
Rhoderick Grivas	2,609,517	1,750,000 <sup>3,4</sup>	Nil	N/A	N/A																										
Daniel Eddington	2,693,334	1,500,000 <sup>3,4</sup>	Nil	N/A	N/A																										

REQUIRED INFORMATION	DETAILS																				
	<b>Post issue</b>																				
	<table><tr><th>Related Party</th><th>Shares<sup>1</sup></th><th>Options</th><th>Performance Rights</th></tr><tr><td>Anthony Hall</td><td>400,000</td><td>9,250,000<sup>3,4,5</sup></td><td>Nil</td></tr><tr><td>Andrew Shearer</td><td>2,568,000</td><td>2,250,000<sup>3,4,5</sup></td><td>Nil</td></tr><tr><td>Rhoderick Grivas</td><td>2,609,517</td><td>2,750,000<sup>3,4,5</sup></td><td>Nil</td></tr><tr><td>Daniel Eddington</td><td>2,693,334</td><td>2,500,000<sup>3,4,5</sup></td><td>Nil</td></tr></table>	Related Party	Shares <sup>1</sup>	Options	Performance Rights	Anthony Hall	400,000	9,250,000 <sup>3,4,5</sup>	Nil	Andrew Shearer	2,568,000	2,250,000 <sup>3,4,5</sup>	Nil	Rhoderick Grivas	2,609,517	2,750,000 <sup>3,4,5</sup>	Nil	Daniel Eddington	2,693,334	2,500,000 <sup>3,4,5</sup>	Nil
	Related Party	Shares <sup>1</sup>	Options	Performance Rights																	
	Anthony Hall	400,000	9,250,000 <sup>3,4,5</sup>	Nil																	
	Andrew Shearer	2,568,000	2,250,000 <sup>3,4,5</sup>	Nil																	
	Rhoderick Grivas	2,609,517	2,750,000 <sup>3,4,5</sup>	Nil																	
	Daniel Eddington	2,693,334	2,500,000 <sup>3,4,5</sup>	Nil																	
	<b>Notes:</b>																				
	1 Fully paid ordinary shares in the capital of the Company (ASX: OSM).																				
	2 Unquoted Options exercisable at \$0.35 each on or before 30 June 2025.																				
3 Unquoted Options exercisable at \$0.25 each on or before 22 April 2025.																					
4 Unquoted Options exercisable at \$0.30 each on or before 15 December 2026.																					
5 Unquoted Options exercisable at \$0.15 each on or before 31 December 2028.																					
<b>Dilution</b>	If the Related Party Options issued under these Resolutions are exercised, a total of 10,500,000 Shares would be issued. This will increase the number of Shares on issue from 73,362,707 (being the total number of Shares on issue as at the date of this Notice) to 83,862,707 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 12.52%, comprising 9.53% by Anthony Hall, 0.60% by Andrew Shearer, 1.19% by Rhoderick Grivas and 1.19% by Daniel Eddington.																				
<b>Market price</b>	<p>The market price for Shares during the term of the Related Party Options would normally determine whether or not the Related Party Options are exercised. If, at any time any of the Related Party Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Related Party Options, there may be a perceived cost to the Company.</p> <p>As at the date of this Notice the Shares are trading on ASX at a price greater than the exercise price of the Related Party Options. The Board resolved to issue the Related Party Options, subject to Shareholder approval, on the terms and conditions set out in this Notice at a time when the Shares were trading on ASX at a \$0.07, being a price lower than the exercise price of the Related Party Options, but Shareholder approval has not been able to be obtained until this Meeting.</p>																				
<b>Trading history</b>	<p>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:</p> <table><tr><th></th><th>PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.23</td><td>6 September 2024</td></tr><tr><td>Lowest</td><td>\$0.062</td><td>1 May 2024</td></tr><tr><td>Last</td><td>\$0.15</td><td>11 September</td></tr></table>		PRICE	DATE	Highest	\$0.23	6 September 2024	Lowest	\$0.062	1 May 2024	Last	\$0.15	11 September								
	PRICE	DATE																			
Highest	\$0.23	6 September 2024																			
Lowest	\$0.062	1 May 2024																			
Last	\$0.15	11 September																			

REQUIRED INFORMATION	DETAILS
Other information	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 these Resolutions.
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.

## 9. RESOLUTION 11 TO 13 – APPROVAL TO ISSUE OPTIONS TO UNRELATED CONSULTANTS AND ADVISORS OF THE COMPANY

### 9.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of an aggregate of 12,000,000 Options (**Incentive Options**) to Tolga Kumova (Strategic Advisor), Adrien Wing (Company Secretary) and Gonzalo Mayoral Roberto Fernandez (In-Country Manager).

A summary of Listing Rule 7.1 is set out in Section 6.1 above.

- (a) Further details in respect of the Incentive Options proposed to be issued are set out in the table below:

QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION	EXERCISE PRICE	EXPIRY DATE
10,000,000	Tolga Kumova (or his nominee)	11	5,000,000 of the Incentive Options to be issued to Mr Kumova will vest and become exercisable upon the Company's share price trading at \$0.50 or above for a period of 20 consecutive trading days.	\$0.15	31 December 2028
1,000,000	Adrien Wing (or his nominee)	12	Nil	\$0.15	31 December 2028
1,000,000	Gonzalo Mayoral Roberto Fernandez (or his nominee)	13	Nil	\$0.15	31 December 2028

### (b) Consultancy Agreement – Mr Tolga Kumova

On 5 September 2024, the Company entered into an agreement with Kumova Consulting Pty Ltd pursuant to which Kumova Consulting Pty Ltd agreed to provide strategic advisory consulting services through Mr Tolga Kumova (**Consultancy Agreement**). The material terms of the Consultancy Agreement are as follows:

- (i) **Term:** 5 September 2024 until terminated by either party.
- (ii) **Services to be provided:** strategic advice, partner, financing and public markets advice;
- (iii) **Fees:** 10,000,000 Incentive Options (as set out in section 9.1(a) above and
- (iv) **Termination:** Either party may terminate the agreement at any time and for any reason by providing the other party with 90 days notice. Either

party may terminate the agreement at any time without notice if the other party commits a material breach under the agreement.

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

## 9.2 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue of Incentive Options. In addition, the issue 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 these Resolution are not passed, the Company will not be able to proceed with the issue of the Incentive Options and the Company may be in breach of the Consultancy Agreement and the Company may need to find an alternative method of remuneration for Mr Kumova, Mr Wing and Mr Fernandez.

## 9.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Incentive Options will be issued or the basis on which those persons were or will be identified/selected</b>	Details of the recipients are set out in Section 9.1  The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number of Incentive Options and class to be issued</b>	12,000,000 Incentive Options will be issued.
<b>Terms of Incentive Options</b>	The Incentive Options will be issued on the terms and conditions set out in Schedule 1.
<b>Date(s) on or by which the Incentive Options will be issued</b>	The Company expects to issue the Incentive Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Incentive Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Incentive Options</b>	The Incentive Options will be issued at a nil issue price.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to: <ul style="list-style-type: none"> <li>(a) satisfy the Company's obligations under the Consultancy Agreement entered into with Kumova Consulting Pty Ltd; and</li> <li>(b) provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Strategic Advisor, Company Secretary and In-Country Manager and to provide a cost effective way from the Company to remunerate the proposed recipients, 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</li> </ul>

REQUIRED INFORMATION	DETAILS
	remuneration were given to the proposed recipients.
<b>Summary of material terms of agreement with Mr Kumova</b>	The Incentive Options to be issued to Mr Kumova (or his nominee) are being issued under the Consultancy Agreement, a summary of the material terms of which is set out in Section 9.1 (b) above.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to these Resolutions.



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**10. RESOLUTION 14 – APPROVAL TO ISSUE SECURITIES TO A RELATED PARTY IN CONSIDERATION FOR ACQUISITION WHERE THE BOARD IS ABLE TO FORM QUORUM TO DETERMINE THAT THE ISSUE FALLS WITHIN THE ARMS'S LENGTH EXCEPTION**

**10.1 General**

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of an aggregate of 8,767,985 Shares and 350,719 Options to Anthony Hall (or his nominee) in consideration for the Iberian One Acquisition and Orion Acquisition.

A summary of the Iberian One Acquisition and Orion Acquisition is set out in Section 5.1 and 5.2.

As Anthony Hall is an IA Shareholder and ICM Shareholder (defined in Section 5.1 and 5.2), he is entitled to the following Securities under the Iberian One Acquisition and Orion Acquisition:

- (a) 1,052,158 Iberian One Consideration Shares;
- (b) 350,719 Iberian One Consideration Options; and
- (c) 7,1715,827 Orion Consideration Shares,

(together the **Hall Consideration Securities**).

As set out in Section 5.2, the Company has agreed to issue the Orion Consideration Shares in three separate stages under the Orion Acquisition. Anthony Hall (or his nominee) will receive 7,1715,827 Orion Consideration Shares in the following three stages under the Orion Acquisition:

- (a) 1,753,597 Stage 1 Orion Consideration Shares;
- (b) 2,751,799 Stage 2 Orion Consideration Shares; and
- (c) 2,751,799 Stage 3 Orion Consideration Shares.

**10.2 Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act requires that 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 constitutes the giving of a financial benefit and Anthony Hall is a related party of the Company by virtue of being a Director.

The Directors (other than Anthony Hall who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Hall Consideration Securities was negotiated on an arm's length basis.

**10.3 Listing Rule 10.11**

A summary of Listing Rule 10.11 is set out in Section 8.4 above.

The issue 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.

**10.4 Technical information required by Listing Rule 14.1A**

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company may be in breach of the agreements entered into for the Iberian One Acquisition and Orion Acquisition.

## 10.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued</b>	Anthony Hall
<b>Categorisation under Listing Rule 10.11</b>	<p>Anthony Hall falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director.</p> <p>Any nominee(s) of Anthony Hall who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.</p>
<b>Number of Securities and class to be issued</b>	<p>(a) 1,052,158 Iberian One Consideration Shares;</p> <p>(b) 350,719 Iberian One Consideration Options; and</p> <p>(c) 7,1715,827 Orion Consideration Shares.</p>
<b>Terms of Securities</b>	<p>The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p> <p><b>AND</b></p> <p>The Iberian One Consideration Options will be issued on the terms and conditions set out in Schedule 1.</p>
<b>Date(s) on or by which the Securities will be issued</b>	<p>The Stage 1 Orion Consideration Shares, Stage 2 Orion Consideration Shares and Stage 3 Orion Consideration Shares will be issued no later than one 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 not intended that issue of the Stage 1 Orion Consideration Shares, Stage 2 Orion Consideration Shares and Stage 3 Orion Consideration Shares will occur on the same date.</p> <p>The Company notes that it is in the process of applying for a waiver from ASX Listing Rule 10.13 to have the Stage 2 Consideration Shares and Stage 3 Consideration Shares to be issued to Mr Hall outside the period that is one month after the date of the Meeting, however there is no guarantee that ASX will grant the Company this waiver. If the Company is not granted the waiver, the Company will need to issue the Stage 2 Consideration Shares and Stage 3 Consideration Shares no later than one month after the date of the Meeting.</p>
<b>Price or other consideration the Company will receive for the Securities</b>	The Securities will be issued at a nil issue price, in consideration for the Iberian One Acquisition and Orion Acquisition.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the binding agreements entered into for the Iberian One Acquisition and Orion Acquisition.

REQUIRED INFORMATION	DETAILS
<b>Summary of material terms of agreement to issue</b>	The Securities are being issued under the binding agreement for the Iberian One Acquisition and Orion Acquisition, a summary of the material terms of which are set out in Section 5.1 and 5.2.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 11. RESOLUTION 15 – APPROVAL TO ISSUE SECURITIES TO UNRELATED PARTIES UNDER AN INCENTIVE PLAN

### 11.1 General

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 10,000,000 Securities under the employee incentive scheme titled “Employee Incentive Securities Plan” (**Plan**).

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

A summary of Listing Rule 7.1 is set out in Section 6.1 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity’s ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity’s notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

### 11.2 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 10.3 below) 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.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX’s opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company’s capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

### 11.1 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
<b>Terms of the Plan</b>	A summary of the material terms and conditions of the Plan is set out in Schedule 3.
<b>Number of Securities previously issued under the Plan</b>	The Company has not issued any Securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan.

REQUIRED INFORMATION	DETAILS
<b>Maximum number of Securities proposed to be issued under the Plan</b>	<p>The maximum number of Securities proposed to be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 10,000,000 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.</p> <p>The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.</p>
<b>Voting exclusion statement</b>	<p>A voting exclusion statement applies to this Resolution.</p>
<b>Voting prohibition statement</b>	<p>A voting prohibition statement applies to this Resolution.</p>

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## GLOSSARY

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**\$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 4.1.

**AEDT** means Eastern Daylight Time as observed in Melbourne, Victoria.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Osmond Resources Limited (ACN 649 477 734).

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

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

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

**Eligible Entity** means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

**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 the explanatory statement accompanying the Notice.

**GMR** means Green Mineral Resources SL .

**IA Shareholders** means the shareholders of Iberian Alumina Pty Ltd.

**Iberian Alumina** means Iberian Alumina Pty Ltd (ACN 679 328 520).

**ICM** means Iberian Critical Metals Pty Ltd (ACN 697 165 649).

**ICM Shareholders** means the shareholders of Iberian Critical Metals Pty Ltd.

**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.

**Meeting** means the meeting convened by the Notice.

**Notice** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Omnis Agreement** means the agreement dated 14 May 2021 whereby ICM was granted a 100% interest in the capital of the Omnis Minería SL.

**Option** means an option to acquire a Share with the terms and conditions set out in Schedule 1.

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

**Orion Acquisition** means the acquisition by the Company of the Orion Project in accordance with the terms in Section 1.2.

**Orion Consideration Shares** means 110,000,000 Shares to be issued to the ICM Shareholders (or their nominee(s)) at a deemed issue price of \$0.07 in consideration for the Orion Acquisition.

**Orion Permits** means the mining permits comprising the Orion Project.

**Orion Project** means the Orion EU Critical Minerals Project located in Jaén Province, Andalucía, Southern Spain.

**Orion Vendors** means ICM and the ICM Shareholders.

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

**Related Parties** means Anthony Hall, Andrew Shearer, Rhoderick Grivas and Daniel Eddington (or their nominees).

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2024.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Iberian One Acquisition** means the acquisition by the Company of the Iberian One Project as set out in Section 1.1.

**Iberian One Consideration Options** means the 5,000,000 Options, exercisable at \$0.30 on or before 30 November 2027, provided as part consideration for the Iberian One Acquisition.

**Iberian One Consideration Securities** means together, the Iberian One Consideration Shares and the Iberian One Consideration Options.

**Iberian One Consideration Shares** means the issue of 15,000,000 Shares to the IA Shareholders (or their nominee(s)) at a deemed issue price of \$0.07 in consideration for the Iberian One Acquisition.

**Iberian One Permits** means the mining permits which comprise the Iberian One Project.

**Iberian One Project** means the Iberian One Project, these being projects located in a historic kaolin, iron and graphite mining district located in the Segovia Province, Spain.

**Iberian One Vendors** means Iberian Alumina and IA Shareholders.

**Royalty** means the payment to the IA Shareholders (or their nominee(s)) (in aggregate) of a 1.0% gross return royalty generated from the Iberian One Permits.

**Section** means a section of the Explanatory Statement.

**Security** means a Share or Option.

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

**Shareholder** means a registered holder of a Share.

**Stage 1 Interest** means the acquisition of a 30% interest in the capital of ICM.

**Stage 2 Interest** means the acquisition of a 60% interest in the capital of ICM.

**Stage 3 Interest** means the acquisition of an 80% interest in the capital of ICM.

**Variable A** means "A" as set out in the formula in Listing Rule 7.1A.2.

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## SCHEDULE 1 – TERMS AND CONDITIONS OF IBERIAN ONE CONSIDERATION OPTION, RELATED PARTY OPTION AND INCENTIVE OPTIONS

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(a) **Entitlement**

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

(b) **Exercise Price**

- (i) **Iberian One Consideration Options:** subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.30;
- (ii) **Related Party Options:** subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.15; and
- (iii) **Incentive Options:** subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.15.

(c) **Expiry Date**

- (i) **Iberian One Consideration Options:** each Option will expire at 5:00 pm (AEDT) on 30 November 2027;
- (ii) **Related Party Options:** each Option will expire at 5:00 pm (AEDT) on 31 December 2028.
- (iii) **Incentive Options:** each Option will expire at 5:00 pm (AEDT) on 31 December 2028

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

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

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

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Quotation of Shares issued on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

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

(l) **Change in exercise price**

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

(m) **Transferability**

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



## SCHEDULE 2– VALUATION OF RELATED PARTY OPTIONS

The Options to be issued to the Related Parties pursuant to Resolutions 7 to 10 have been valued by internal management.

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

ASSUMPTIONS:	
Valuation date	5 September 2024
Market price of Shares	7c
Exercise price	15 cents
Expiry date (length of time from issue)	31 December 2028 (4 years from the date of issue)
Risk free interest rate	4.25%
Volatility (discount)	100%
<b>Indicative value per Related Party Option</b>	\$0.043
<b>Total Value of Options</b>	\$448,034
Anthony Hall (Resolution 7)	\$341,359
Andrew Shearer (Resolution 8)	\$21,335
Rhod Grivas (Resolution 9)	\$42,670
Daniel Eddington (Resolution 10)	\$42,670

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

## SCHEDULE 3 – TERMS AND CONDITIONS OF THE COMPANY'S EMPLOYEE INCENTIVE SECURITIES PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below.

<b>Eligible Participant</b>	<b>Eligible Participant</b> means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
<b>Purpose</b>	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> <li>(a) assist in the reward, retention and motivation of Eligible Participants;</li> <li>(b) link the reward of Eligible Participants to Shareholder value creation; and</li> <li>(c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Shares, Options and Performance Rights (<b>Securities</b>).</li> </ul>
<b>Maximum number of Convertible Securities</b>	<p>The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b)).</p> <p>The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exemption 13(a)), following Shareholder approval, is 10,000,000 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.</p>
<b>Plan administration</b>	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
<b>Eligibility, invitation and application</b>	<p>The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
<b>Grant of Securities</b>	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

<b>Rights attaching to Convertible Securities</b>	<p>A <b>Convertible Security</b> represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).</p> <p>Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> <li>(a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan;</li> <li>(b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;</li> <li>(c) is not entitled to receive any dividends declared by the Company; and</li> <li>(d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).</li> </ul>
<b>Restrictions on dealing with Convertible Securities</b>	<p>Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>
<b>Vesting of Convertible Securities</b>	<p>Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.</p>
<b>Forfeiture of Convertible Securities</b>	<p>Convertible Securities will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> <li>(a) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Participant to have been forfeited;</li> <li>(b) where there is a failure to satisfy the vesting conditions in accordance with the Plan;</li> <li>(c) on the date the Participant becomes insolvent; or</li> <li>(d) on the Expiry Date,</li> </ul> <p>subject to the discretion of the Board.</p>
<b>Listing of Convertible Securities</b>	<p>Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.</p>
<b>Exercise of Convertible Securities and cashless exercise</b>	<p>To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p>

	<p>An invitation to apply for Convertible Securities may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.</p> <p><b>Market Value</b> means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
<b>Timing of issue of Shares and quotation of Shares on exercise</b>	<p>Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.</p>
<b>Restriction periods and restrictions on transfer of Shares on exercise</b>	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <ul style="list-style-type: none"> <li>(a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act;</li> <li>(b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and</li> <li>(c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.</li> </ul>
<b>Rights attaching to Shares on exercise</b>	<p>All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.</p>
<b>Change of control</b>	<p>If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event. The Board may specify in the Invitation how the Convertible Securities will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary depending upon circumstances in which the Participant becomes a leaver and preserve some or all of the Board's discretion under this rule.</p>

<b>Participation in entitlements and bonus issues</b>	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
<b>Adjustment for bonus issue</b>	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
<b>Buy-Back</b>	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
<b>Employee Share Trust</b>	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
<b>Amendment of Plan</b>	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
<b>Plan duration</b>	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
<b>Income Tax Assessment Act</b>	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.



# Proxy Voting Form

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

Osmond Resources Limited | ABN 96 649 477 734

Your proxy voting instruction must be received by **11.00am (AEDT) on Sunday, 27 October 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

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#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

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