

## 2024 ANNUAL GENERAL MEETING

Dear Shareholder

Notice is hereby given that the 2024 Annual General Meeting (**Meeting**) of **Tambourah Metals Ltd** (ASX:TMB) (Tambourah) will be held as a physical meeting at:

**Level 1, Suite 9 110 Hay Street,**

**Subiaco, WA 6008**

**on Wednesday 6 November 2024 at 10:00am (WST)**

In accordance with section 253RA(2) of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice to shareholders unless a shareholder has requested a hard copy. A copy of the Notice of Meeting (NOM) is available on the Company's website at

[www.tambourahmetals.com.au](http://www.tambourahmetals.com.au)

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Automic Pty Limited, using any of the following methods:

**Easiest method**

**By mobile** Scan the QR code on your proxy form with the camera on your mobile device and follow the prompts.

**Other methods**

**Online** <https://investor.automic.com.au/#/loginsah>

**By mail** Share Registry – Automic Pty Limited, GPO Box 5193, Sydney NSW 2001, Australia

Your proxy voting instruction must be received by 10:00am (AWST) on 4 November 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The NOM is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the NOM please contact the Company Secretary on +61 8 9481 8669.

**Yours sincerely**

Rita Brooks  
**Chairperson**

## **Your right to elect to receive documents electronically or physically**

The *Corporations Amendment (Meetings and Documents) Act 2022* (**Amendment Act**) includes a new requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act.

Recent legislative changes to the Corporations Act 2001 (Cth) mean there are new options for how Tambourah shareholders receive communications. Tambourah will no longer send physical meeting documents unless a shareholder requests a copy to be mailed.

## **Providing your email address to receive shareholder communications electronically**

Tambourah encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address, you will:

- Support the company by reducing the cost of mailing/postage
- Receive your investor communications faster and in a more secure way
- Help the environment through the need for less paper

## **How do I update my communications preferences?**

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry:

**Telephone (within Australia):** 1300 288 664

**Telephone (outside Australia):** +61 2 9698 5414

**Email:** [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)

**Website:** <https://investor.automic.com.au/>

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**TAMBOURAH METALS LTD**  
**ACN 646 651 612**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 10:00am (WST)

**DATE:** Wednesday, 6 November 2024

**PLACE:** Level 1, Suite 9 110 Hay Street, Subiaco, WA 6008

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

***This Notice of Meeting 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 5:00 pm on Monday, 4 November 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.

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#### 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.**

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#### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – WILLIAM MARMION

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 14.2 of the Constitution, and for all other purposes, William Marmion, a Director retires, and being eligible, is re-elected as a Director."*

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#### 4. RESOLUTION 3 – ELECTION OF DIRECTOR – WILLIAM CLAYTON

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 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, William Clayton, a Director who was appointed as an additional Director on 22 August 2024, retires, and being eligible, is elected as a Director."*

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#### 5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE – PLACEMENT SHARES AND PLACEMENT OPTIONS (LR 7.1)

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 1,228,572 Placement Shares and 9,428,572 Placement Options on the terms and conditions in the Explanatory Memorandum."*

#### Voting Exclusion:

The entity will disregard any votes cast in favour of this resolution by or on behalf of any person who participated in the issue or an associate of that person/persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (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.

## 6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – PLACEMENT SHARES (LR 7.1A)

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 8,200,000 Placement Shares on the terms and conditions in the Explanatory Memorandum."*

### Voting Exclusion:

The entity will disregard any votes cast in favour of this resolution by or on behalf of any person who participated in the issue or an associate of that person/persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (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.

## 7. RESOLUTIONS 6(A), 6(B), 6(C) – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT

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

*"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to:*

- 6(a) 571,429 shares and 571,429 unlisted options to Ms R Brooks (or a nominee);

6(b) 285,714 shares and 285,714 unlisted options to Mr W Marmion (or a nominee);

6(c) 428,571 shares and 428,571 unlisted options to Mr W Clayton (or a nominee)

on the terms and conditions set out in the Explanatory Memorandum”.

**Voting Exclusion:**

Resolution 6(a): The entity will disregard any votes cast in favour of this resolution by or on behalf of Ms R Brooks and any other person who will obtain a material benefit as a result of the issue, or any of their respective associates (except a benefit solely by reason of being a holder of ordinary securities in the Company).

Resolution 6(b): The entity will disregard any votes cast in favour of this resolution by or on behalf of Mr W Marmion and any other person who will obtain a material benefit as a result of the issue, or any of their respective associates (except a benefit solely by reason of being a holder of ordinary securities in the Company).

Resolution 6(c): The entity will disregard any votes cast in favour of this resolution by or on behalf of Mr W Clayton and any other person who will obtain a material benefit as a result of the issue, or any of their respective associates (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (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.

**8. RESOLUTION 7 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS**

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

*‘That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 4,000,000 Lead Manager Options to the Lead Manager (or their respective nominees), on the terms and conditions set out in the Explanatory Memorandum.’*

**Voting Exclusion:**

The entity will disregard any votes cast in favour of this resolution by or on behalf of the Lead Manager (and/or their respective nominees), and any other person who will obtain a material benefit as a result of the issue of these Lead Manager Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

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

- (d) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (e) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (iii) 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
  - (iv) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 9. RESOLUTION 8 – ISSUE OF SHARES AND OPTIONS TO DIRECTORS IN LIEU OF DIRECTORS' FEES

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

*"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to:*

- (a) 171,428 Shares and 171,428 Placement Options to Ms R Brooks (or a nominee), in lieu of Directors' fees owing;
- (b) 171,428 Shares and 171,428 Placement Options to Mr W Richards (or a nominee), in lieu of Directors' fees owing;
- (c) 171,428 Shares and 171,428 Placement Options to Mr W Marmion (or a nominee), in lieu of Directors' fees owing;

on the terms and conditions set out in the Explanatory Statement."

### Voting Exclusion:

Resolution 8(a): The entity will disregard any votes cast in favour of this resolution by or on behalf of Ms R Brooks and any other person who will obtain a material benefit as a result of the issue, or any of their respective associates (except a benefit solely by reason of being a holder of ordinary securities in the Company).

Resolution 8(b): The entity will disregard any votes cast in favour of this resolution by or on behalf of Mr W Richards and any other person who will obtain a material benefit as a result of the issue, or any of their respective associates (except a benefit solely by reason of being a holder of ordinary securities in the Company).

Resolution 8(c): The entity will disregard any votes cast in favour of this resolution by or on behalf of Mr W Marmion and any other person who will obtain a material benefit as a result of the issue, or any of their respective associates (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

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

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

(v) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(vi) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

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

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## 10. RESOLUTION 9 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass, with or without amendment, 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 Memorandum.”*

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## 11. RESOLUTION 10 – REPLACEMENT OF CONSTITUTION

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

*“That, for the purposes of section 136(2) of the Corporations Act, approval is given for the Company to repeal its existing Constitution and adopt the new constitution tabled at the meeting and signed by the Chair of the Meeting for the purposes of identification, with effect from the close of the Meeting.”*

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**Dated: 2 October 2024**

**By order of the Board**



**Graeme Smith**  
**Company Secretary**



## Voting Prohibition Statements

### Resolution 1 – Adoption of Remuneration Report

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) 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:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (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.

## Voting by proxy

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

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 member 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

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 of Meeting please do not hesitate to contact the Company Secretary, Graeme Smith on +61 8 9481 8669 or [admin@tambourahmetals.com.au](mailto:admin@tambourahmetals.com.au).***

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## EXPLANATORY MEMORANDUM

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This Explanatory Memorandum 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://www.tambourahmetals.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 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.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Annual General Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

#### 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 2023 AGM, 98% of votes were cast in favour of the remuneration report.

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**3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – WILLIAM MARMION****3.1 General**

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

William Marmion, who has served as a Non-Executive Director since 23 October 2023, retires by rotation and seeks re-election.

**3.2 Qualifications and other material directorships**

Mr Marmion holds a Bachelor of Engineering (UWA) and a Master of Business Administration (UWA)

He has a wealth of experience, including 24 years delivering infrastructure projects as an engineer within State Government Agencies, 6 years developing the business cases and Cabinet approvals of major State Government projects and 6 years as a Minister driving projects through Cabinet and Parliamentary approvals processes.

Mr Marmion was a State Minister for 6 years in the WA Government between 2010 and 2016, holding the portfolios of State Development, Mines and Petroleum, Transport, and Environment. He was ultimately responsible for the delivery of projects within these areas and for enforcement of the relevant Acts of Parliament.

In 2020, Mr Marmion was Deputy Leader of the Opposition.

He also held Shadow Ministerial Positions (2017-2020) including Shadow Minister for Mines and Petroleum, Local Government, Defence Issues and Science.

Prior to entering parliament Mr Marmion was a partner in a small consulting business producing financial business cases for large infrastructure projects and land development.

**Independence**

Mr Marmion has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board considers Mr Marmion will be an independent Director.

**3.3 Other material information**

Mr Marmion has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

If Resolution 2 is passed, Mr Marmion will be re-elected to the Board as a Non-Executive Director.

If Resolution 2 is not passed, Mr Marmion will not be re-elected to the Board as a Non-Executive Director and will leave the Board at the conclusion of the meeting.

**3.4 Board recommendation**

The Board has reviewed Mr Marmion's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Marmion and recommends that Shareholders vote in favour of Resolution 2.

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**4. RESOLUTION 3 – ELECTION OF DIRECTOR – WILLIAM CLAYTON****4.1 General**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

William Clayton, having been appointed by other Directors on 22 August 2024 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

**4.2 Qualifications and other material directorships**

Mr Clayton is a geologist with over 30 years experience comprising mineral exploration, pre-development studies, resource evaluation and project acquisition/divestment. Mr Clayton holds Masters degrees in geology and business and is a member of the Australian Institute of Geoscientists and an associate member of the AusIMM.

**Independence**

Mr Clayton is an employee of the Company.

If elected the Board does not consider Mr Clayton will be an independent Director.

**4.3 Other material information**

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Clayton.

William Clayton has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

If Resolution 3 is passed, Mr Clayton will be elected to the Board as a Non-Executive Director.

If Resolution 3 is not passed, Mr Clayton will not be elected to the Board as a Non-Executive Director and will leave the Board at the conclusion of the meeting.

**4.4 Board recommendation**

The Board has reviewed Wayne Richards' performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of William Clayton and recommends that Shareholders vote in favour of Resolution 3.

## **5. RESOLUTION 4 & 5: RATIFICATION OF PRIOR ISSUE – PLACEMENT SHARES AND PLACEMENT OPTIONS B (LR 7.1 AND 7.1A)**

### **5.1 Background to Placement**

As announced on 27 August 2024, the Company undertook a private placement to sophisticated and professional investors to raise funds for working capital purposes (**Placement**) through the issue of a total of 9,428,572 Shares and 9,428,572 attaching unquoted options, exercisable at \$0.045 each and expiring on 2 September 2026 (**Placement Options**). Approval for the Directors to participate in the Placement is sought in Resolution 6. Also announced on 27 August 2024 was a non-renounceable entitlements offer to eligible shareholders at an issue price of \$0.035 per share (**Entitlements Offer**). The Company issued 1,228,572 Shares and 9,428,572 Placement Options without prior Shareholder approval under Listing Rule 7.1 (ratification of which is sought under Resolution 4). The Company issued 8,200,000 Shares without prior Shareholder approval under the Company's Listing Rule 7.1A placement capacity (ratification of which is sought under Resolution 5).

Resolutions 4 and 5 seek Shareholder approval pursuant to Listing Rule 7.4 for the ratification of the issue of the Shares and Placement Options.

Resolutions 4 and 5 are ordinary resolutions.

### **5.2 ASX Listing Rules 7.1 and 7.1A**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Under Listing Rule 7.1A, a company can seek approval from its shareholders, by way of a special resolution passed at its annual general meeting, to increase this 15% placement capacity limit by an extra 10% to 25%.

The Company obtained approval to increase its placement capacity limit to 25% at the annual general meeting held on 29 November 2023.

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

By ratifying this issue of the Shares and Placement Options the subject of Resolutions 4 and 5, the Company will retain the flexibility to issue equity securities in the future up to the 25% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. The Company confirms that the issue and allotment of the Shares and Placement Options, the subject of Resolutions 4 and 5 did not breach ASX Listing Rule 7.1.

If Resolutions 4 and 5 are not passed, the issue of the Shares and Placement Options is still valid however it will reduce, to that extent, the Company's capacity to issue equity securities without shareholder approval under Listing Rule 7.1 for 12 months following the issue.

### **5.3 ASX Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the share issue, the subject of Resolutions 4 and 5 in accordance with ASX Listing Rule 7.5:

- (a) the Shares and Placement Options were issued as follows:
  - i. 1,228,572 Shares and 9,428,572 Placement Options were issued under the Company's placement capacity pursuant to ASX Listing Rule 7.1 (ratification of which is sought under Resolution 4); and
  - ii. 8,200,000 Shares were issued under the Company's placement capacity pursuant to ASX Listing Rule 7.1A (ratification of which is sought under Resolution 5),

to professional and sophisticated investors who are not related parties of the Company and were identified through a bookbuild process by the Lead Managers, Peak Asset Management Pty Ltd.

- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients of the Shares and Placement Options issued pursuant to Resolutions 4 and 5 were:
  - 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 Shares are fully paid ordinary Shares in the capital of the Company, ranking equally in all respects with the Company's existing Shares on issue. The Placement Options were issued on the same terms and conditions as set out in Schedule 1;
- (d) the Shares and Placement Options were issued and allotted on 2 September 2024;
- (e) the Shares the subject of Resolution 4 & 5 were issued at \$0.035 each. The Placement Options the subject of Resolutions 4 and 5 were free-attaching options, and therefore nil consideration was paid for these Placement Options, issued on the basis of 1 free attaching Placement Option for every Share subscribed for;
- (f) a total of \$330,000 in capital was raised from the issue of the Shares and Placement Options issued. The funds were raised to use for short-term working capital purposes to be used for exploration activities such as drilling, assaying and sampling at the Company's projects, and for general working capital; and
- (g) a voting exclusion statement is included in the Notice.

#### **5.4 Directors' Recommendation**

The Directors of the Company believe that Resolutions 4 and 5 are in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolutions 4 and 5.

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## **6. RESOLUTION 6 - APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT**

### **6.1 Background**

Under the Placement described in Section 5.1 above, Directors made firm commitments of a total of \$45,000 to participate in the Placement, subject to approval of Resolution 6 (**Director Placement**).

Shareholder approval is sought under Resolutions 6(a) to (c) as follows:

- 6(a) 571,429 shares and 571,429 unlisted options to Ms R Brooks (or a nominee);
- 6(b) 285,714 shares and 285,714 unlisted options to Mr W Marmion (or a nominee);
- 6(c) 428,571 shares and 428,571 unlisted options to Mr W Clayton (or a nominee)

**(Director Placement Securities)**

Should Resolutions 6(a) to (c) be passed, the Company will receive an additional \$45,000 from the issue of the Director Placement Securities.

Resolution 6 is made up of three separate, ordinary resolutions.

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

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Director Placement Securities to related parties (or their nominees) constitutes the giving of a financial benefit. All Directors are related parties of the Company and their nominees would be classified as associates.

In respect of Resolution 6(a), the Directors (other than Ms R Brooks) who has a material personal interest in Resolution 6(a)) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 6(a) because the Director Placement Securities will be issued on the same terms as the Placement to non-related party participants and as such, the giving of the financial benefit is on arm's length terms.

In respect of Resolution 6(b), the Directors (other than Mr W Marmion) who has a material personal interest in Resolution 6(b)) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 6(b) because the Director Placement Securities will be issued on the same terms as the Placement to non-related party participants and as such, the giving of the financial benefit is on arm's length terms.

In respect of Resolution 6(c), the Directors (other than Mr W Clayton) who has a material personal interest in Resolution 6(c)) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 6(c) because the Director Placement Securities will be issued on the same terms as the Placement to non-related party participants and as such, the giving of the financial benefit is on arm's length terms.

## **6.3 Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) a related party;
- (b) 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;
- (c) 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;
- (d) an associate of a person referred to in Section 6.1; or
- (e) a person whose relationship with the company or a person referred to in Sections 6.1 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains shareholder approval.

#### 6.4 Listing Rule Notice Requirements

Listing Rule 10.13 contains certain requirements as to the contents of a Notice sent to Shareholders for the purposes of Listing Rule 10.11 and the following information is included in this Explanatory Memorandum for that purpose:

- (a) the Director Placement Securities will be granted to Directors who are related parties of the Company, or their nominees, as follows;
  - i. 571,429 shares and 571,429 unlisted options to Ms R Brooks (or a nominee);*
  - ii. 285,714 shares and 285,714 unlisted options to Mr W Marmion (or a nominee);*
  - iii. 428,571 shares and 428,571 unlisted options to Mr W Clayton (or a nominee)*
- (b) the issue of the Director Placement Securities to the Directors (or their nominees) falls within Listing Rule 10.11.1, as they are all a related party to the Company, and do not fall within any of the exceptions in Listing Rule 10.12. The Company therefore requires the approval of the Company's Shareholders under Listing Rule 10.11;
- (c) the maximum number of Director Placement Securities to be granted pursuant to Resolutions 6(a) to 6(c) is 1,285,714 Shares and 1,285,714 unlisted options exercisable at \$0.045 each and expiring 2 years from their date of issue (**Placement Options**);
- (d) the issue price of the shares comprising the Director Placement Securities is \$0.035 per share and the Company will receive up to a total of \$45,000 in consideration for the shares comprising the Director Placement Securities. No funds will be received from the issue of the Placement Options as these are free-attaching options, issued on a 1 for 1` basis;
- (e) the Director Placement Securities will be issued as soon as practicable after shareholder approval is obtained at the Annual General Meeting to be held on 6 November 2024 and in any event, no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (f) the Shares issued under Resolution 6 will rank equally with all other fully paid ordinary shares on issue. The terms and conditions of the Placement Options are outlined in Schedule 1;
- (g) the purpose of the issue of the Director Placement Securities to the Directors is to allow the Directors to participate in the Director Placement and have the funds raised (being \$45,000) put towards exploration activities such as drilling, assaying and sampling at the Company's projects, and for general working capital;
- (h) the Director Participation Securities are not intended to remunerate or incentivise the Directors;
- (i) the relevant interests of the Directors in securities of the Company as at the date of this Notice are set out below in table 1:



Director	Shares	Options	Service Rights
Rita Brooks	25,781,331	2,177,658	
William Marmion			2,000,000
William Clayton			300,000

Table 1: Relevant Interests of Directors as at date of this Notice

- (j) If Resolutions 6(a), 6(b) 6(c) and Resolutions 8(a), 8(b) and 8(c) are approved by Shareholders, the relevant interests of the Directors in securities of the Company on completion of the Placement will be as set out in Table 2 below:

Director	Shares	Options	Service Rights
Rita Brooks	26,352,760	2,749,087	
William Marmion	285,714	285,714	2,000,000
William Clayton	428,571	428,571	300,000

Table 2: Relevant interests in Directors on completion of the Placement and approval of Resolutions 6(a), (b) and (c) and Resolutions 8(a), (b) and (c).

- (k) The Director Placement Securities are not being issued under an agreement; and
- (l) a voting exclusion statement is included in this Notice.

## 6.5 Technical information required by Listing Rule 14.1A

If Resolutions 6(a) to 6(c) are passed, the Company will issue the Director Placement Securities to the Directors within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities (because approval is being obtained under Listing Rule 10.14), the issue of the Director Placement Securities will not use up any of the Company's 15% annual placement capacity.

If any of Resolutions 6(a) to 6(c) are not passed, the Company will not be able to proceed with the issue of the Director Placement Securities and the Company will not raise up to \$45,000 via the Director Placement.

Resolutions 6(a) to 6(c) are each a separate, ordinary resolution and are not dependent on one another.

## 7. RESOLUTION 7 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

### 7.1 Background

The background to the Placement is set out in Section 5 above.

As partial consideration for the provision of lead managerial and bookrunner services in connection with the Placement, the Company has agreed to issue the Peak Asset Management Pty Ltd (or their respective nominees) (**Lead Manager**) 4,000,000 unquoted Options exercisable at \$0.045 and expiring 2 years from the date of issue:

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue the Lead Manager Options to the Lead Manager (or their respective nominees).

## **7.2 Summary of Lead Manager mandate**

The Company entered into a mandate with the Lead Managers for the provision of lead managerial and bookrunner services, including the coordination and management of the Placement (**Lead Manager Mandate**).

Under the Lead Manager Mandate, the Company has agreed to pay the following fees to the Lead Manager:

- (a) a management fee of 2% of the gross amount raised under the Placement;
- (b) a capital raising fee of 4% of the gross amount raised under the Placement; and
- (c) the Lead Manager Options.

The Lead Manager Mandate contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

## **7.3 Listing Rule 7.1**

A summary of Listing Rule 7.1 is in Section 5.2 above.

The issue of the Lead Manager Options does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Lead Manager Options.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of Lead Manager Options and will have to consider alternative means to pay the Lead Managers for their services.

## **7.4 Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Lead Manager Options:

- (d) The Lead Manager Options will be issued to Peak Asset Management (or their respective nominees) in the manner set out in Section 7.1 above.
- (e) A maximum of 4,000,000 Lead Manager Options will be issued.
- (f) The Lead Manager Options are exercisable at \$0.045 each, expiring 2 years from their date of issue and are otherwise subject to the terms and conditions in Schedule 1. Shares issued upon exercise of the Lead Manager Options will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's then existing Shares on issue.
- (g) The Lead Manager Options will be issued no later than 3 months after the date of the Meeting.
- (h) The Lead Manager Options will be issued for nil cash consideration, as partial consideration for the Lead Manager providing lead managerial and bookrunner services in connection with the Placement. Accordingly, no funds will be raised from the issue of the Lead Manager Options.
- (i) A summary of the material terms of the Lead Manager Mandate is in Section 7.2 above.
- (j) The Lead Manager Options are not being issued under, or to fund, a reverse takeover.
- (k) A voting exclusion statement is included in the Notice.

## 7.5 Additional information

Resolution 7 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 7.

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## 8. RESOLUTION 8 – APPROVAL TO ISSUE SHARES AND PLACEMENT OPTIONS IN LIEU OF DIRECTORS’ FEES

### 8.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to issue shares and free attaching options to Ms Brooks, Mr Richards and Mr Marmion (together, the **Related Parties**) on the same terms as the Placement described in section 5.1 above, in lieu of Directors’ fees owing to the Related Parties. Shareholder approval is sought as follows:

- (a) in respect of Resolution 8(a), 171,428 Shares and 171,428 Placement Options to Ms Brooks, in lieu of \$6,000 owing in Directors’ fees for the period 1 April 2024 to 30 September 2024;
- (b) in respect of Resolution 8(b), 171,428 Shares and 171,428 Placement Options to Mr Richards, in lieu of \$6,000 owing in Directors’ fees for the period 1 April 2024 to 30 September 2024, being the subject of Resolution 8(b);
- (c) in respect of Resolution 8(c), 171,428 Shares and 171,428 Placement Options to Mr Marmion, in lieu of \$6,000 owing in Directors’ fees for the period 1 April 2024 to 30 September 2024, being the subject of Resolution 8(c);  
(together, the **Directors’ Fee Securities**).

On 1 April 2024, the Board agreed to reduce Directors’ fees payable for non-executive directors (including the Related Parties) from \$60,000 (inclusive) per annum to \$48,000 (inclusive) per annum. The Directors’ Fee Securities are being issued in lieu of Directors’ fees owing to the Related Parties for the period commencing 1 April 2024 to 30 September 2024 only.

Resolution 8 is made up of three separate, ordinary resolutions.

### 8.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (d) obtain the approval of the public company’s members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (e) 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.

One of the exceptions to the requirement to obtain Shareholder approval in accordance with Chapter 2E of the Corporations Act applies where the financial benefit constitutes part of the related party’s “reasonable remuneration”. In addition, an exception to the requirement to obtain Shareholder approval under Chapter 2E of the Corporations Act exists where the financial benefit is being provided on an arms’ length basis.

The issue of the Directors' Fee Securities to related parties (or their nominees) constitutes the giving of a financial benefit. Directors Ms Brooks, Mr Richards and Mr Marmion are all related parties of the Company and their nominees would be classified as associates.

In respect of Resolution 8(a), the Directors (other than Ms R Brooks) who has a material personal interest in Resolution 8(a)) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required for Resolution 8(a) because:

- (a) the Directors' Fee Securities will be issued on the same terms as the Placement to non-related party participants and as such, the giving of the financial benefit is on arm's length terms; and
- (b) to issue of the Directors' Fee Securities constitutes reasonable remuneration payable to the Related Parties.

In respect of Resolution 8(b), the Directors (other than Mr W Richards) who has a material personal interest in Resolution 8(b)) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required for Resolution 8(b) because:

- (a) the Directors' Fee Securities will be issued on the same terms as the Placement to non-related party participants and as such, the giving of the financial benefit is on arm's length terms; and
- (b) to issue of the Directors' Fee Securities constitutes reasonable remuneration payable to the Related Parties.

In respect of Resolution 8(c), the Directors (other than Mr W Marmion) who has a material personal interest in Resolution 8(c)) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required for Resolution 8(c) because:

- (a) the Directors' Fee Securities will be issued on the same terms as the Placement to non-related party participants and as such, the giving of the financial benefit is on arm's length terms; and
- (b) to issue of the Directors' Fee Securities constitutes reasonable remuneration payable to the Related Parties.

### **8.3 Listing Rule 10.11**

A summary of Listing Rule 10.11 is provided in section 6.3 above.

### **8.4 Listing Rule Notice Requirements**

Listing Rule 10.13 contains certain requirements as to the contents of a Notice sent to Shareholders for the purposes of Listing Rule 10.11 and the following information is included in this Explanatory Memorandum for that purpose:

- (a) the Directors' Fee Securities will be granted to the Related Parties or their nominees, as follows;
  - i. *Resolution 8(a): 171,428 shares and 171,428 Placement Options to Ms R Brooks (or a nominee);*
  - ii. *Resolution 8(b): 171,428 shares and 171,428 Placement Options to Mr W Richards (or a nominee);*
  - iii. *Resolution 8(c): 171,428 shares and 171,428 Placement Options to Mr W Marmion (or a nominee).*
- (b) the issue of the Director Placement Securities to the Related Parties (or their nominees) falls within Listing Rule 10.11.1, as they are all a related party to the Company, and do not fall within

any of the exceptions in Listing Rule 10.12. The Company therefore requires the approval of the Company's Shareholders under Listing Rule 10.11;

- (c) the maximum number of Directors' Fee Securities to be granted pursuant to Resolutions 8(a) to 8(c) is 514,284 Shares and 514,284 Placement Options. As detailed in Section 6, the Placement Options are exercisable at \$0.045 each and expiring 2 years from their date of issue;
- (d) no funds will be raised from the issue of the Directors' Fee Securities as the Directors' Fee Securities are being issued in lieu of outstanding Directors' fees owing to the Related Parties, totalling \$18,000 (inclusive) for the period between 1 April 2024 to 30 September 2024, comprising:
  - i. \$6,000 (inclusive) in directors' fees owing to Ms R Brooks;
  - ii. \$6,000 (inclusive) in directors' fees owing to Mr W Richards; and
  - iii. \$6,000 (inclusive) in directors' fees owing to Mr W Marmion.
- (e) while no funds will be raised from the issue of the Directors' Fee Securities, the issue of the Directors' Fee Securities will result in the Company converting debt owing to the Related Parties to equity as set out above;
- (f) The shares are being issued at a deemed issue price of \$0.035 per share and the Placement Options are free-attaching options, issued on a 1 for 1 basis;
- (g) the Director Placement Securities will be issued as soon as practicable after shareholder approval is obtained at the Annual General Meeting to be held on 6 November 2024 and in any event, no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (h) the Shares issued under Resolution 8 will rank equally with all other fully paid ordinary shares on issue. The terms and conditions of the Placement Options are outlined in Schedule 1;
- (i) the purpose of the issue of the Directors' Fee Securities is to preserve the cash reserves of the Company and convert debt accrued and owing to the Related Parties (being, the outstanding directors' fees for the period between 1 April 2024 to 30 September 2024) to equity;
- (j) the relevant interests of the Directors in securities of the Company as at the date of this Notice are set out in table 1 of Section 6.4 above.
- (m) The current remuneration package for each of the directors is as follows:

Director	Salary, fees	Share Based Payments	Total
Rita Brooks	\$222,000	-	<b>\$222,000</b>
William Richards	\$73,082	\$61,479	<b>\$134,561</b>
William Marmion	\$30,917	\$61,479	<b>\$92,396</b>

- (k) If Resolutions 6(a), (b) and (c) and 8(a), 8(b) and 8(c) are approved by Shareholders, the relevant interests of the Directors in securities of the Company will be as set out in table 2 of Section 6.4 above.
- (l) The Directors' Fee Securities are being issued in lieu of directors' fees under agreements between the Company and each of the Related Parties pursuant to which the Company and each Related Party has agreed, subject to shareholder approval, to convert the outstanding

directors' fees set out above into the Directors' Fee Securities at the deemed prices set out above; and

(m) a voting exclusion statement is included in this Notice.

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

If Resolutions 8(a) to 8(c) are passed, the Company will issue the Directors' Fee Securities to the Directors 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 Directors' Fee Securities (because approval is being obtained under Listing Rule 10.14), the issue of the Directors' Fee Securities will not use up any of the Company's 15% annual placement capacity.

If any of Resolutions 8(a) to 8(c) are not passed, the Company will not be able to proceed with the issue of the Directors' Fee Securities and the Company will be required to consider other mechanisms to properly remunerate the respective Related Parties, including the payment of the relevant directors' fees in cash, which may not be as cost effective for the Company.

Resolutions 8(a) to 8(c) are each a separate, ordinary resolution and are not dependent on one another.

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## **9. RESOLUTION 9 – APPROVAL OF 7.1A MANDATE**

### **9.1 General**

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 securities it had on issue at the start of that period.

However, 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**).

An '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. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$3.9 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 20 September 2024).

Resolution 9 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.

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

If Resolution 9 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 Resolution 9 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.

### **9.2 Technical information required by Listing Rule 7.1A**

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 9:

#### **(a) Period for which the 7.1A Mandate is valid**

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

**(b) Minimum price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued 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:

- (i) 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
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 9.2(b)(i), the date on which the Equity Securities are issued.

**(c) Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for:

- (i) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);
- (ii) continued and accelerated exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration);
- (iii) the development of the Company's current business; and
- (iv) general working capital.

**(d) Risk of Economic and Voting Dilution**

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.

If Resolution 9 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.

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 20 September 2024.

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.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.0175	\$0.035	\$0.07
		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
Current Variable A	10% voting dilution	9,236,892	9,236,892	9,236,892
92,368,925	Funds raised	\$161,646	\$323,291	\$646,582

<b>50% increase in current Variable A</b>	<b>10% voting dilution</b>	13,855,338	13,855,338	13,855,338
<b>138,553,388</b>	<b>Funds raised</b>	\$242,468	\$484,937	\$969,874
<b>100% increase in current Variable A</b>	<b>10% voting dilution</b>	18,473,785	18,473,785	18,473,785
<b>184,737,850</b>	<b>Funds raised</b>	\$323,291	\$646,582	\$1,293,165

\*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 issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

**The table above uses the following assumptions:**

1. There are currently 92,368,925 existing Shares on issue as at the date of this Notice of Meeting.
2. The issue price set out above is the closing market price of the Shares on the ASX on 20 September 2024 (being \$0.035).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company issued 8,200,000 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.
5. 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.
6. 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.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. 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%.
9. 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.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) 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.

**(e) Allocation policy under the 7.1A Mandate**

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.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;



- (ii) 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;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 29 November 2023 (**Previous Approval**).

During the 12 month period preceding the date of the Meeting, being on and from 29 November 2023, the Company issued any 8,200,000 Equity Securities pursuant to the Previous Approval (**Previous Issue**), which represent approximately 9.9% of the total diluted number of Equity Securities on issue in the Company on 29 November 2023, which was 82,940,353. It is noted ratification of the issue of the Previous Issue is being sought pursuant to Resolution 5.

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

<b>Date of Issue and Appendix 2A</b>	<b>Date of Issue:</b> 2 September 2024 <b>Date of Appendix 2A:</b> 2 September 2024
<b>Recipients</b>	Both new and existing professional and sophisticated investors as part of a placement announced on 23 August 2024. The placement participants were identified through a bookbuild process, which involved Peak Asset Management seeking expressions of interest to participate in the placement from non-related parties of the Company.  None of the participants in the placement were material investors that are required to be disclosed under Guidance Note 21.
<b>Number and Class of Equity Securities Issued</b>	8,200,000 Shares. <sup>2</sup>
<b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b>	\$0.035 per Share (at a discount 14.6% to Market Price). <sup>1</sup>
<b>Total Cash Consideration and Use of Funds</b>	<b>Amount raised:</b> \$287,000 (for further details on the Placement, see section 5). <b>Amount spent:</b> \$Nil <b>Use of funds:</b> exploration, general working capital and costs associated with the capital raise. <b>Amount remaining:</b> \$287,000 <b>Proposed use of remaining funds<sup>3</sup>:</b> as above

**Notes:**

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: TMB (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

### 9.3 Voting Exclusion Statement

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 with respect to Resolution 9.

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## 10. RESOLUTION 10 – REPLACEMENT OF CONSTITUTION

### 10.1 General

Section 136 of the Corporations Act provides that a company may adopt a constitution as well as modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

Resolution 10 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution which ensures it reflects the current provisions of the Corporations Act and ASX Listing Rules (**Proposed Constitution**).

This will incorporate amendments to the Corporations Act and Listing Rules since the current Constitution was adopted on 19 March 2021.

The Directors are of the view that it is preferable in the circumstances to replace the existing Constitution with the proposed Constitution rather than to amend specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at <https://tambourahmetals.com/about/corporate-governance/> and upon request to the Company Secretary. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 408 447 493). Shareholders are invited to contact the Company if they have any queries or concerns.

### 10.2 Summary of material proposed changes

#### Employee Incentive Securities Plan (clause 2.4)

Under the new Division 1A of Part 7.12 of the Corporations Act, which came into effect on 1 October 2022, offers under an employee incentive plan that do not require a monetary payment (e.g., zero exercise price options or performance rights) can be issued without an issue cap. However, offers requiring a monetary payment (whether upon grant or upon exercise/vesting of the awards and issue of the underlying shares) must be accompanied by an 'ESS offer document' and must comply with an issue cap. The cap is set at 5% under the Corporations Act unless raised by a company's constitution. A company may include a higher issue cap in its constitution to allow for more than 5% of securities to be issued under the plan.

The Proposed Constitution has set the issue cap at 5%.

**Restricted Securities (clause 2.12)**

The Proposed Constitution complies with the changes to Listing Rule 15.12 which took effect from 1 December 2019. As a result of these changes, ASX will require certain more significant holders of restricted securities and their controllers (such as related parties, promoters, substantial holders, service providers and their associates) to execute a formal escrow agreement in the form Appendix 9A, as is currently the case. However, for less significant holdings (such as non-related parties and non-promoters), ASX will permit the Company to issue restriction notices to holders of restricted securities in the form of the new Appendix 9C advising them of the restriction rather than requiring signed restriction agreements.

**Minimum Security holding (clause 3)**

The Proposed Constitution now extends the minimum holding provisions to all securities as provided for under the Listing Rules. The clause previously only referred to shares.

**Joint Holders (clause 9.8)**

The ASX is considering replacement options for its Clearing House Electronic Subregister System (**CHESS**). Due to complexities with the solution design, there is no current go-live date. To ensure compliance with any replacement CHESS system, clause 9.8 of the Proposed Constitution provides that the number of registered joint holders of securities shall be as permitted under the Listing Rules and the ASX Settlement Operating Rules.

**Capital Reductions (clause 10.2)**

The Proposed Constitution now permits sales of unmarketable parcels to a sale nominee as part of a capital reduction.

**Use of technology (clause 14)**

The Proposed Constitution includes a new provision to permit the use of technology at general meetings (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.

**Partial (proportional) takeover provisions (new clause 37)**

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

**Information required by section 648G of the Corporations Act*****Effect of proposed proportional takeover provisions***

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.

***Reasons for proportional takeover provisions***

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether

a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

*Knowledge of any acquisition proposals*

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

*Potential advantages and disadvantages of proportional takeover provisions*

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

### **10.3 Directors Recommendation**

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 10.

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## GLOSSARY

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**\$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 8.1.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**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 Tambourah Metals Ltd (ACN 646 651 612).

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

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

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

**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.

**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.

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

**Option** means an option to acquire a Share.

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

**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.

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

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

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

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

**VWAP** means volume weighted average price.

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

## **SCHEDULE 1 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS**

### **Terms and conditions of Options**

The terms and conditions of the Placement Options (referred to in this Section as “**Options**”) are as follows:

- (a) **(Entitlement)** Each Option gives the holder the right to subscribe for one Share.
- (b) **(Expiry Date):** The Options will expire at 5:00pm (AWST) on the date that is two (2) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date .
- (c) **(Exercise Price)** The amount payable upon exercise of each Option is \$0.045 per Option (**Exercise Price**).
- (d) **(Exercise)** A holder may exercise their Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
  - (ii) an electronic funds transfer for the Exercise Price for the number of Options being exercised.
- (e) **(Exercise Notice)** An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 100,000 must be exercised on each occasion.
- (f) **(Timing of issue of Shares on exercise)** Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will:
  - (i) allot and 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, and subject to paragraph (g), give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; 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.
- (g) **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a notice under paragraph 1.1(f)(ii), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock 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.
- (h) **(Transferability)** The Options are transferable with the prior written consent of the Company (which may be withheld at the Company's sole discretion).

- (i) **(Ranking of Shares)** All Shares allotted upon the exercise of Options will upon allotment be fully paid and rank equally in all respects with other Shares.
- (j) **(Quotation)** The Company will not apply for quotation of the Options on ASX.
- (k) **(Adjustments for reorganisation)** If there is any reorganisation of the issued share capital of the Company, the rights of the holders of Options will be varied in accordance with the Listing Rules.
- (l) **(Dividend rights)** An Option does not entitle the holder to any dividends.
- (m) **(Voting rights)** An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.
- (n) **(Entitlements and bonus issues)** Holders of Options will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
- (o) **(Adjustment for bonus issues of Shares)** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
  - (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder of Options would have received if the holder had exercised the Option before the record date for the bonus issue; and
  - (ii) no change will be made to the Exercise Price.
- (p) **(Return of capital rights)** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (q) **(Rights on winding up)** The Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
- (r) **(Takeovers prohibition)**
  - (i) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
  - (ii) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
- (s) **(No other rights)** An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.



Your proxy voting instruction must be received by **10.00am (AWST) on Monday, 04 November 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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