

Dear Shareholder,

General Meeting - Notice and Proxy Form

Trigg Minerals Limited (ASX: TMG) (**Trigg** or the **Company**) will be holding its General Meeting at 09.00am (AWST) on Friday, 15 November 2024 at Suite 2, 64-68 Hay Street, Subiaco, Western Australia 6008 (the **Meeting**).

In accordance with the provisions of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the notice of the General Meeting (**Notice**) to shareholders unless a shareholder has made a valid election to receive such documents in hard copy. Instead, the Notice can be viewed and downloaded from the following website link: <https://trigg.com.au/>

How to submit your vote in advance of the Meeting

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.

Your proxy voting instruction must be received by no later than 09.00am (AWST) on Wednesday, 13 November 2024, being at least 48 hours before the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice 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 Notice please contact Automic Share Registry on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas).

Electronic Communications

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the important Meeting documents. In order to be able to receive electronic communications from the Company in the future, or request to instead receive documents in physical form, please review and update your shareholder details (as appropriate) online at <https://investor.automic.com.au/#/home>.

If it becomes necessary or appropriate to make alternative arrangements to those detailed in the Notice, shareholders will be updated via the Company's website at <https://trigg.com.au/> and the Company's ASX announcements platform at www.asx.com.au (ASX:TMG).

Yours sincerely,

Nicholas Katris
Company Secretary
TRIGG MINERALS LIMITED



TRIGG MINERALS LIMITED
ACN 168 269 752
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9.00am (WST)

DATE: 15 November 2024

PLACE: Suite 2, 64-68 Hay Street, Subiaco, Western Australia 6008

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 4:00pm (WST) on 13 November 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO NICHOLAS KATRIS

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 11,000,000 Performance Rights to Nicholas Katris (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – APPROVAL TO ISSUE SHARES TO ANCHOR RESOURCES PTY LIMITED IN CONSIDERATION FOR ACQUISITION

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 up to that number of Shares to Anchor Resources Pty Limited (or its nominee/s), which, when multiplied by the issue price, will be equal to \$450,000 worth of Shares on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL TO ISSUE SHARES TO BULLSEYE GOLD PTY LTD IN CONSIDERATION FOR ACQUISITION

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 106,250,000 Shares to Bullseye Gold Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS TO ORCHID CAPITAL MINING PTE. LTD.

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 102,000,000 Options to Orchid Capital Mining Pte. Ltd. (or its nominee/s) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO BULLSEYE ANALYTICS PTE LTD

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 7.4 and for all other purposes, Shareholders ratify the issue of 30,000,000 Options to Bullseye Analytics Pte Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO BULLSEYE ANALYTICS PTE LTD

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 up to 120,000,000 Options to Bullseye Analytics Pte Ltd on the terms and conditions set out in the Explanatory Statement."

Voting Prohibition Statements

Resolution 1 - Approval to issue Performance Rights to Nicholas Katris	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(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.</p>
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Voting Exclusion Statement:

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:

Resolution 1 - Approval to issue Performance Rights to Nicholas Katris	Nicholas Katris (or his 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.
Resolution 2 - Approval to issue Shares to Anchor Resources Pty Limited in consideration for acquisition	Anchor Resources Pty Limited 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).
Resolution 3 - Approval to issue Shares to Bullseye Gold Pty Ltd in consideration for acquisition	Bullseye Gold Pty Ltd 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).
Resolution 4 - Approval to issue Options to Orchid Capital Mining Pte. Ltd.	Orchid Capital Mining Pte. Ltd. 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).
Resolution 5 - Ratification of prior issue of Options to Bullseye Analytics Pte Ltd	Bullseye Analytics Pte Ltd or any other person who participated in the issue or an associate of that person or those persons.
Resolution 6 – Approval to issue Options to Bullseye Analytics Pte Ltd	Bullseye Analytics Pte Ltd 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).

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.

Dated: 14 October 2024

By order of the Board

Nicholas Katris
Company Secretary

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

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 +61 400 030 706.

EXPLANATORY STATEMENT

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.

1. RESOLUTION 1 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO NICHOLAS KATRIS

1.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 11,000,000 Performance Rights to Nicholas Katris (or his nominee(s)) on the terms and conditions set out below.

Further details in respect of the Performance Rights proposed to be issued are set out in the table below.

CLASS	QUANTUM	VESTING CONDITION	EXPIRY DATE
A	2,000,000	The volume weighted average price (VWAP) of the Company's Shares exceeding or equal to \$0.02 per Share for at least 10 consecutive trading days on which the Company's Shares have actually traded.	The date that is three years from the date of issue.
B	4,000,000	The VWAP of the Company's Shares exceeding or equal to \$0.03 per Share for at least 10 consecutive trading days on which the Company's Shares have actually traded.	The date that is three years from the date of issue.
C	5,000,000	The VWAP of the Company's Shares exceeding or equal to \$0.05 per Share for at least 10 consecutive trading days on which the Company's Shares have actually traded.	The date that is three years from the date of issue.

1.2 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 giving a financial benefit and Nicholas Katris is a related party of the Company by virtue of being a Director.

The Directors (other than Nicholas Katris 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 Performance Rights, reached as part of the remuneration package for Nicholas Katris, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

1.3 Listing Rule 10.11

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

- 10.11.1 a related party;

- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue 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.

1.4 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 will be required to renegotiate remuneration payable to Nicholas Katris (and/or their respective nominee) and the Company will consider other alternative commercial means to incentivise the participating director, including by the payment of cash, subject to the requirements of the Constitution, Corporations Act and Listing Rules.

1.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Nicholas Katris (or his nominee/s).
Categorisation under Listing Rule 10.11	The recipient 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. Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	11,000,000 Performance Rights will be issued.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company will not issue any Securities 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).
Price or other consideration the Company will receive for the Securities	The Performance Rights will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for Nicholas Katris to motivate and reward their performance as a Director and to provide cost effective remuneration to Nicholas Katris, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would

REQUIRED INFORMATION	DETAILS
	if alternative cash forms of remuneration were given to Nicholas Katris.
Remuneration package	The current total remuneration package for Nicholas Katris is \$45,000, comprising of directors' fees of \$45,000, and share-based payments of \$211,879. If the Performance Rights are issued, the total remuneration package of Nicholas Katris will increase by \$211,879 to \$256,879, being the value of the Securities (based on the Black Scholes methodology).
Summary of material terms of agreement to issue	The Performance Rights are not being issued pursuant to any agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

2. RESOLUTION 2 – APPROVAL TO ISSUE SHARES TO ANCHOR RESOURCES PTY LIMITED IN CONSIDERATION FOR ACQUISITION

2.1 General

As announced on 30 September 2024, the Company has entered into a binding purchase agreement (**Anchor Agreement**) with Anchor Resources Pty Limited (ACN 122 751 419) (**Anchor**) to acquire 100% ownership of EL 6388 (**Anchor Tenement**) from Anchor (**Anchor Acquisition**).

The material terms of the Anchor Acquisition are set out below.

Seller	<p>Anchor is a wholly owned subsidiary of Phoenix Bridge International Holdings Group Investment Co., Limited, a company incorporated in Hong Kong.</p> <p>Anchor is not a related party of the Company and does not have any interest in the Company.</p>
Consideration	<p>The agreed consideration was:</p> <ul style="list-style-type: none"> \$450,000 worth of Shares at the Company's previous 15-day VWAP prior to the option to acquire the Anchor Tenement being exercised (Consideration Shares); and a 1% net smelter return royalty in respect of any minerals from the area within the boundary of the Anchor Tenement, as those exist on the date of the Anchor Agreement, pursuant to a royalty deed to be signed by the parties at completion. <p>Upon issue of the Consideration Shares (assuming a deemed issue price of \$0.011), Anchor would hold 40,909,090 Shares in the Company.</p> <p>The Consideration Shares will only be issued if the Conditions are satisfied and will be subject to voluntary escrow for a period of 6 months from the date of issue.</p>
Conditions Precedent	<p>Completion of the Anchor Acquisition is subject to the satisfaction or waiver of certain conditions precedent, including:</p> <ul style="list-style-type: none"> Shareholder Approval: Shareholders must approve the issue of Consideration Shares to Anchor. Regulatory Approvals: All necessary regulatory approvals and waivers must be obtained to allow the parties to complete the matters contemplated by the Anchor Agreement. Transfer approval: A transfer approval instrument having been issued by the Department of Primary Industries and Regional Development – NSW Resources for the transfer of the Anchor Tenement.

- **Deeds of Assignment:** The parties will execute all required deeds of assignment and assumption related to existing third-party agreements tied to the Anchor Tenement, (together, the **Conditions**).

The end date for satisfaction or waiver of the Conditions is 31 January 2025 (or such later date as the parties may agree in writing).

Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of that number of Shares to Anchor which, when multiplied by the deemed issue price (being determined by the Company's 15-day VWAP prior to completion of the Anchor Acquisition per Share, will be equal to \$450,000.

Shareholders should note that, assuming the Consideration Shares are issued, their holdings are likely to be diluted by approximately 7.15% (as compared to their holdings and number of Shares on issue as at the date of this Notice) as a result of the issue.

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 falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

2.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. 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 this Resolution is not passed, the Company will not be able to proceed with the issue and the Company will breach the Anchor Agreement.

2.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Anchor Resources Pty Limited.
Number of Securities and class to be issued	The maximum number of Shares to be issued is that number of Shares which when multiplied by the issue price (outlined below) equals \$450,000.
Terms of Securities	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.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Consideration Shares upon completion of the Anchor Acquisition. In any event, the Company will not issue any Securities 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).
Price or other consideration the Company will receive for the Securities	The issue price will be equal to the Company's 15-day VWAP prior to completion of the Anchor Acquisition.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Anchor Agreement.

REQUIRED INFORMATION	DETAILS
Summary of material terms of agreement to issue	The Shares are being issued under the Anchor Agreement, a summary of the material terms of which is set out in Section 2.1.
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.

2.4 Dilution

Set out below is a worked example of the number of Shares that may be issued under Resolution 2 based on assumed issue prices of \$0.034, \$0.051 and \$0.017 per Share, being the closing price of Shares on 3 October 2024 (**Closing Price**) and 50% increase and 50% decrease to the Closing Price.

ASSUMED ISSUE PRICE	MAXIMUM NUMBER OF SHARES WHICH MAY BE ISSUED ¹	CURRENT SHARES ON ISSUE AS AT THE DATE OF THIS NOTICE ²	DILUTION EFFECT ON EXISTING SHAREHOLDERS
0.017	25,000,000	530,680,694	4.71%
0.034	12,857,143	530,680,694	2.42%
0.051	9,000,000	530,680,694	1.69%

Notes:

1. Rounded to the nearest whole number.
2. There are currently 530,680,694 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no convertible securities converted or additional Shares issued, other than the maximum number of Shares which may be issued pursuant to Resolution 2 (based on the assumed issue prices set out in the table).
3. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

As the issue price under Resolution 2 is linked to the market price of the Company's Shares, the issue could be highly dilutive to existing Shareholders if the market price of the Shares falls substantially between the date of the Notice and the date of issue.

3. RESOLUTION 3 – APPROVAL TO ISSUE SECURITIES TO BULLSEYE GOLD PTY LTD IN CONSIDERATION FOR ACQUISITION

3.1 General

As announced on 20 September 2024, the Company has signed a binding purchase agreement (**Bullseye Agreement**) with Bullseye Gold Pty Ltd (ACN 640 740 576) (**Bullseye**) to acquire a 100% interest in EL 9668 and ELA 6801 (together, the **Bullseye Tenements**) from Bullseye (**Bullseye Acquisition**).

The material terms of the Bullseye Acquisition are set out below.

Seller	<p>Bullseye is a wholly owned subsidiary of Weyburn Group Pty Ltd. Bullseye has a principal focus on exploration for gold, through its core projects in New South Wales.</p> <p>Bullseye is not a related party of the Company and does not have any interest in the Company.</p>
Consideration	<p>Subject to the terms and conditions of the Bullseye Agreement, the Company agrees to issue Bullseye 106,250,000 Shares at a deemed issue price of \$0.008 each (Consideration Shares) in consideration for the Bullseye Acquisition.</p> <p>53,125,000 of the Consideration Shares (Escrowed Shares) will be subject to a six-month voluntary escrow from the date of completion of the Bullseye Agreement.</p>

Conditions Precedent	<p>Completion of the acquisition is subject to the satisfaction or waiver of certain conditions precedent, including:</p> <ul style="list-style-type: none"> • Shareholder Approval: Shareholders must approve the issue of Consideration Shares. • Regulatory Approvals: All necessary regulatory approvals and waivers must be obtained to allow the parties to complete the matters contemplated by the Bullseye Agreement. • Third party approvals: the parties obtaining all third party approvals and consents, including the consent of the Minister responsible for the Mining Act (if required), necessary to lawfully complete the matters set out in the Bullseye Agreement; and • Deeds of Assignment: The parties will execute all required deeds of assignment and assumption related to existing third-party agreements tied to the Bullseye Tenement. <p>The end date for satisfaction or waiver of the Conditions is 13 December 2024.</p>
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Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 106,250,000 Shares in consideration for the Bullseye Acquisition.

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The proposed issues fall within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue. 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 Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares and the Company will breach the Bullseye Agreement.

3.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Bullseye Gold Pty Ltd (or its nominee/s).
Number of Securities and class to be issued	106,250,000 Consideration Shares
Terms of Securities	The Consideration Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Consideration Shares upon completion of the Bullseye Acquisition. In any event, the Company will not issue any Consideration Shares 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).
Price or other consideration the Company will receive for the Securities	The Consideration Shares will be issued at a nil issue price, in consideration for the Bullseye Acquisition.

REQUIRED INFORMATION	DETAILS
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Bullseye Agreement.
Summary of material terms of agreement to issue	The Consideration Shares are being issued under the Bullseye Agreement a summary of the material terms of which is set out in Section 3.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS TO ORCHID CAPITAL MINING PTE. LTD.

4.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 102,000,000 TMGOD listed options exercisable on or before 30 June 2026 (**Finders' Options**) as a finder's fee for instruction of the Bullseye Tenements to Orchid Capital Mining Pte. Ltd.

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. 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 this Resolution is not passed, the Company will not be able to proceed with the issue and will be required to renegotiate fees payable to \$306,000 in connection with the instruction of the Bullseye Tenements.

4.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Orchid Capital Mining Pte. Ltd. (or its nominee/s).
Number of Securities and class to be issued	102,000,000 Finders' Options.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Finders' Options within 10 Business Days of the Meeting. In any event, the Company will not issue any Securities 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).
Price or other consideration the Company will receive for the Securities	The Finders' Options will be issued at a nil issue price, in consideration for services provided by Orchid Capital Mining Pte. Ltd.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the finder's fee agreed to be paid for the introduction of the Bullseye Tenements to the Company.
Summary of material terms of agreement to issue	The Finder's Options are not being issue pursuant to an agreement.

REQUIRED INFORMATION	DETAILS
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO BULLSEYE ANALYTICS PTE LTD

5.1 General

On 25 September 2024, the Company issued 30,000,000 Options to Bullseye Analytics Pte Ltd (an entity incorporated in Singapore) (**Bullseye Analytics**) (or its nominee/s) pursuant to a Digital Marketing Agreement dated on or around 2 September 2024 (**Digital Marketing Agreement**).

The material terms of the Digital Marketing Agreement are set out below.

Term	The term of the Digital Marketing Agreement is two (2) years.
Consideration	Subject to Shareholder approval, the Company agrees to issue Bullseye Analytics a total of 150,000,000 Options exercisable at \$0.03 and expiring 30 June 2026 (Marketing Options) for the provision of digital marketing services.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

5.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

5.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

5.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Bullseye Analytics Pte Ltd (or its nominee/s)

REQUIRED INFORMATION	DETAILS
Number and class of Securities issued	30,000,000 Marketing Options.
Terms of Securities	The Marketing Options were issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities were issued.	25 September 2024.
Price or other consideration the Company received for the Securities	Nil. The Company will receive \$900,000 upon exercise of the Marketing Options.
Purpose of the issue, including the intended use of any funds raised by the issue	The Marketing Options were issued at a nil issue price, in consideration for services provided pursuant to the Digital Marketing Agreement.
Summary of material terms of agreement to issue	The Marketing Options were issued under the Digital Marketing Agreement, a summary of the material terms of which is set out in Section 5.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

6. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO BULLSEYE ANALYTICS PTE LTD

6.1 General

As set out in Section 5.1 above, the Company has entered into a Digital Marketing Agreement with Bullseye Analytics pursuant to which it has agreed to issue 150,000,000 Marketing Options.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the remaining 120,000,000 Marketing Options in consideration for services provided by Bullseye Analytics pursuant to the Digital Marketing Agreement.

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

6.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. 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 this Resolution is not passed, the Company will not be able to proceed with the issue and will breach the Digital Marketing Agreement.

6.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Bullseye Analytics Pte Ltd. (or its nominee/s)
Number of Securities and class to be issued	120,000,000 Marketing Options.
Terms of Securities	The Marketing Options were issued on the terms and conditions set out in Schedule 2.

REQUIRED INFORMATION	DETAILS
Date(s) on or by which the Securities will be issued	The Company expects to issue the Marketing Options within 10 Business Days of the Meeting. In any event, the Company will not issue any Marketing 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).
Price or other consideration the Company will receive for the Securities	<p>The Marketing Options will be issued at a nil issue price, in consideration for services provided pursuant to the Digital Marketing Agreement.</p> <p>The Company will receive \$3,600,000 upon exercise of the Marketing Options into Shares.</p>
Purpose of the issue, including the intended use of any funds raised by the issue	The Marketing Options will be issued at a nil issue price, in consideration for services provided pursuant to the Digital Marketing Agreement.
Summary of material terms of agreement to issue	The Marketing Options will be issued under the Digital Marketing Agreement, a summary of the material terms of which is set out in Section 5.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

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 Trigg Minerals Limited (ACN 168 269 752).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Performance Right means a right to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

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.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

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

(a) **Vesting Conditions**

The Performance Rights will vest upon satisfaction of the following milestones:

- (i) **Class A Performance Rights:** shall vest upon the volume weighted average price (**VWAP**) of the Company's Shares exceeding or equal to \$0.02 per Share for at least 10 consecutive trading days on which the Company's Shares have actually traded;
- (ii) **Class B Performance Rights:** shall vest upon the VWAP of the Company's Shares exceeding or equal to \$0.03 per Share for at least 10 consecutive trading days on which the Company's Shares have actually traded; and
- (iii) **Class C Performance Rights:** shall vest upon the VWAP of the Company's Shares exceeding or equal to \$0.05 per Share for at least 10 consecutive trading days on which the Company's Shares have actually traded.

(together, the **Milestones** and each, a **Milestone**).

(b) **Notification to holder**

The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

(c) **Conversion**

Subject to paragraph (o), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.

(d) **Expiry Date**

Each Performance Right shall otherwise expire on or before the date that is three years from the date of issue (**Expiry Date**). If the relevant Milestone attached to the Performance Right has been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.

(e) **Consideration**

The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.

(f) **Share ranking**

All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other existing Shares.

(g) **Application to ASX**

The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

(h) **Timing of issue of Shares on conversion**

Within 5 business days after the date that the Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
- (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 conversion of the Performance Rights.

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

(i) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(j) **Participation in new issues**

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.

(k) **Reorganisation of capital**

If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

(l) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) no changes will be made to the Performance Rights.

(m) **Dividend and voting rights**

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(n) **Change in control**

Subject to paragraph (o), if a Change of Control Event occurs, or the Board determines that such an event is likely to occur, unvested Performance Right will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Performance Right on a Change of Control Event is limited to vesting or varying the Vesting Conditions in respect to the Performance Right and does not include a discretion to lapse or forfeit unvested Performance Right for less than fair value.

(o) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of a Performance Right under paragraphs (c) or (n) would result in any person being in contravention of section 606(1) of the Corporations Act 2001 (Cth) (General Prohibition) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and
- (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (o)(i) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

(p) **No rights to return of capital**

An Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(q) **Rights on winding up**

An Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(r) **ASX Listing Rule compliance**

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

(s) **No other rights**

An Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 2 – TERMS AND CONDITIONS OF FINDERS' OPTIONS AND MARKETING OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.03 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 June 2026 (**Expiry Date**). 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.

Your proxy voting instruction must be received by **09.00am (AWST) on Wednesday, 13 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://automicgroup.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.



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