

Marquee Resources Limited  
(ACN 616 200 312)

## Notice of Annual General Meeting

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Notice is given that the annual general meeting of the Company (**Meeting**) will be held at:

<b>Time</b>	10.30 am (WST)
<b>Date</b>	Monday, 18 November 2024
<b>Place</b>	22 Townshend Road Subiaco WA 6008

<p><b>Important:</b> This Notice is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant or other professional adviser.</p>
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# Notice of Annual General Meeting

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Notice is given that the Meeting of Marquee Resources Limited (ACN 616 200 312) (**Company**) will be held at 10:30 am (WST) on Monday, 18 November 2024 at 22 Townshend Road, Subiaco WA 6008.

## Agenda

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### Annual Report

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To table and consider the Annual Report of the Company for the financial year ended 30 June 2024, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

### Resolutions

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#### 1 Resolution 1 – Remuneration Report

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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 set out in the Annual 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.

**Voting Prohibition:** In accordance with sections 250BD, 250R and 250V of the Corporations Act, 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, subject to any applicable exceptions described below.

#### 2 Resolution 2 – Re-election of Director – Mr George Henderson

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

*"That Mr George Henderson is re-elected as a Director as described in the Explanatory Statement."*

#### 3 Resolution 3 – Approval of the Additional 10% Placement Capacity

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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 Equity Securities under the Additional 10% Placement Capacity as described in the Explanatory Statement."*

#### 4 Resolution 4 – Approval to issue Mt Clement Options to Australasian Metals Limited

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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, Shareholders approve the issue of up to 6,000,000 Mt Clement Options to Australasian Metals Limited, as described in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Australasian Metals Limited, or any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

#### 5 Resolution 5 – Approval to issue Yindi Options to Solstice Minerals Limited

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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, Shareholders approve the issue of up to 10,000,000 Yindi Options to Solstice Minerals Limited, as described in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Solstice Minerals Limited, or any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

#### 6 Resolution 6 – Ratification of prior issue of Option Fee Shares to Mr Timothy Spencer

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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 issue of 3,000,000 Shares to Mr Timothy Spencer as described in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Timothy Spencer or any of his associates.

#### 7 Resolution 7 – Appointment of Auditor

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

*"That, for the purposes of section 327B(1)(b) of the Corporations Act, BDO Audit Pty Ltd, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company."*

## Voting prohibitions, exclusions and exceptions

Where a voting exclusion and / or voting prohibition applies to a Resolution, it is set out below the relevant Resolution. The voting exclusions and / or voting prohibitions (as applicable) for the following Resolutions are subject to the exceptions stated in the table below (as applicable).

Resolution	Exceptions
1	<p>A person (voter) described in the voting prohibition may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in the voting exclusion and either:</p> <ul style="list-style-type: none"><li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or</li><li>(b) the voter is the Chair and the appointment of the Chair as proxy:<ul style="list-style-type: none"><li>(i) does not specify the way the proxy is to vote on the Resolution; and</li><li>(ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</li></ul></li></ul>
4, 5 and 6	<p>The voting exclusion does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"><li>(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;</li><li>(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</li><li>(c) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:<ul style="list-style-type: none"><li>(i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and</li><li>(ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.</li></ul></li></ul>

## Voting entitlements

The Company has determined that, in accordance with section 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 10.30am (WST) on 16 November 2024. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## Voting instructions

- (a) Votes at the Meeting may be given personally or by proxy, attorney or representative.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The Proxy Form sent with this Notice should be used for the Meeting.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.

- (e) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
- (f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.
- (g) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the Company in accordance with this Notice or handed in at the Meeting when registering as a corporate representative.
- (h) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.
- (i) A member of the Key Management Personnel (which includes each Director) will not be able to vote as proxy on Resolution 1 unless the Shareholder directs it how to vote or, in the case of the Chair, unless the Shareholder expressly authorises the Chair to do so.
- (j) If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chair) as its proxy, the Shareholder should ensure that it directs the member of the Key Management Personnel how to vote on Resolution 1.
- (k) If a Shareholder intends to appoint the Chair as its proxy for Resolution 1, the Shareholder can direct the Chair how to vote by marking one of the boxes for Resolution 1 (e.g. if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If a Shareholder does not direct the Chair how to vote, then by submitting the Proxy Form, the Shareholder will be expressly authorising the Chair to exercise the proxy in respect of Resolution 1 even though it is connected to the remuneration of a member of the Key Management Personnel.
- (l) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company's share registry, Automic:
  - (i) by post to GPO Box 5193 Sydney NSW 2001;
  - (ii) in person at Level 5, 126 Phillip Street, Sydney NSW 2000;
  - (iii) by facsimile at +61 2 8583 3040;
  - (iv) by email at [meeting@automicgroup.com.au](mailto:meeting@automicgroup.com.au); or
  - (v) online at <https://investor.automic.com.au/#/loginsah> or by scanning the QR code on the Proxy Form,
 so that they are received no later than 48 hours before the commencement of the Meeting.
- (m) The Chair intends to exercise all available proxies in favour of all Resolutions, except that the Chair will vote against Resolution unless the Shareholder has expressly indicated a different voting intention.
- (n) If the Chair 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, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

## Document components

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This document includes this Notice and the accompanying Explanatory Statement and Proxy Form.

## Authorisation

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By order of the Board.

A handwritten signature in black ink, reading "Anna MacKintosh". The signature is written in a cursive, flowing style.

**Anna MacKintosh**  
Company Secretary

18 October 2024

# Explanatory Statement

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This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

The Explanatory Statement forms part of the Notice which should be read in its entirety. The Explanatory Statement contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Statement includes the following information to assist Shareholders in deciding how to vote on the Resolutions.

A Proxy Form is located at the end of the Explanatory Statement.

## 1 General

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In accordance with section 110D of the Corporations Act (as inserted by the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth)), this Notice and Explanatory Statement are being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, other than to any Shareholder who has elected to receive notices of meeting in hard copy only pursuant to section 110E, or who otherwise requests a hard copy of this Notice at least 48 hours before the Meeting.

The Notice can be viewed and downloaded at the following link:

- (a) the Company's website at [www.marqueeresources.com.au/announcements](http://www.marqueeresources.com.au/announcements);
- (b) the Company's ASX platform at [www.asx.com.au/asx/share-price-research/company/MQR](http://www.asx.com.au/asx/share-price-research/company/MQR); or
- (c) if the Shareholder has nominated an email address and has elected to receive electronic communications from the Company, the link sent by the Company to the Shareholder's nominated email address.

## 2 Annual Report

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In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at [www.marqueeresources.com.au/announcements](http://www.marqueeresources.com.au/announcements);
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
  - (i) the conduct of the audit;
  - (ii) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
  - (iii) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

### **3 Resolution 1 – Remuneration Report**

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#### **3.1 Overview**

Subsection 250R(2) of 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 Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

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.

#### **3.2 Voting consequences**

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, the Board will actively consider the outcome of the vote and comments made by Shareholders on the Remuneration Report when reviewing the Company's future remuneration policies and practices.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the Executive Chairman (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Executive Chairman, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

#### **3.3 Previous voting results**

The Company's Remuneration Report did not receive a Strike at the 2023 annual general meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution. The Board encourages Shareholders to vote on the adoption of the Remuneration Report.



## **4 Resolution 2 – Re-election of Director – Mr George Henderson**

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### **4.1 General**

ASX Listing Rule 14.5 and Article 7.2(b) of the Constitution requires that there must be an election of Directors at each annual general meeting of the Company.

Non-Executive Director, Mr George Henderson, was elected at the annual general meeting held on 23 November 2023 and has held office since. The Board has resolved that Mr Henderson stand for re-election again on the basis that no other director is required to stand for re-election.

If elected, the Board considers Mr Henderson to be an independent Director, notwithstanding that he currently has a relevant interest in 143,580 Shares and 2,000,000 unquoted options exercisable at \$0.16 on or before 30 June 2025. The Board (other than Mr Henderson) considers that the number of Shares and Options in question is not material and the interest will not interfere, or reasonably be seen to interfere, with Mr Henderson's 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.

Resolution 2 is an ordinary resolution.

### **4.2 Mr George Henderson**

Mr Henderson is an experienced corporate lawyer with over 10 years' experience in the legal sector advising both private and public clients on a broad range of complex corporate transactions. Mr Henderson primarily acts for clients in relation to mergers & acquisitions (including takeovers and share/asset acquisitions and disposals), capital raisings (including initial public offerings, backdoor listings and secondary capital raisings) as well as ASIC and ASX regulatory compliance matters. Mr Henderson works across a number of sectors, with particular experience in the resources and technology sectors, acting for both local and international clients.

Mr Henderson is the Managing Partner at AGH Law. AGH Law is an independent Western Australian corporate and commercial law firm, who specialise in corporate and commercial law matters, in particular, ASX listings, capital markets, mergers & acquisitions and general corporate and commercial law matters. Prior to establishing AGH Law, Mr Henderson was a partner at two preeminent Perth corporate law firms.

Mr Henderson graduated from the University of Western Australia with a Bachelor of Laws and a Bachelor of Commerce majoring in Corporate Finance and Financial Accounting. George is admitted to the Supreme Court of Western Australia and the High Court of Australia and is a member of the Law Society of Western Australia. George also has a Graduate Certificate in Applied Finance from Kaplan Higher Education.

Mr Henderson does not currently hold any other directorships with listed companies.

Mr Henderson has acknowledged to the Company that he will have sufficient time to fulfill his responsibilities as a Director.

### **4.3 Board recommendation**

The Board (other than Mr Henderson) recommends that Shareholders vote in favour of Resolution 2 for the following reasons:

- (a) Mr Henderson is a suitably experienced and qualified long-standing Board member, having worked in the legal industry advising resources companies in relation to capital markets and corporate transactions for a number of years; and
- (b) Mr Henderson will continue to be instrumental in the growth of the Company at an important stage in the Company's development.

## 5 Resolution 3 – Approval of the Additional 10% Placement Capacity

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### 5.1 General

Listing Rule 7.1A provides that an 'eligible entity' may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital at the time of issue calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 (**Additional 10% Placement Capacity**) without using that company's existing 15% annual placement capacity under Listing Rule 7.1 and without requiring further shareholder approval prior to the issue.

The Company is seeking approval under Resolution 3 to have the flexibility to issue additional Equity Securities under the Additional 10% Placement Capacity. As at the date of this Notice, no decision has been made by the Company to undertake any issue of Equity Securities under the Additional 10% Placement Capacity if Shareholders approve this Resolution.

Resolution 3 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the Additional 10% Placement Capacity during the Additional 10% Placement Period (refer to Section 0(a) below). The number of Equity Securities to be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 3 is passed, the Company will effectively be able to issue equity securities up to a combined annual placement capacity of 25% under Listing Rules 7.1 and 7.1A (subject to certain restrictions) without necessarily requiring prior Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the Additional 10% Placement Capacity to issue equity securities without Shareholder approval. This means the Company will only have access to the 15% annual placement capacity for issuing equity securities without necessarily requiring prior Shareholder approval under Listing Rule 7.1.

Resolution 3 is a **special resolution**.

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

### 5.2 Listing Rule 7.1A

#### (a) Eligible Entity

Under the Listing Rules, an 'eligible entity' is an entity which, as at the date of the relevant resolution, is not included in the S&P / ASX300 Index and has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) equal to or less than \$300 million. The Company has a market capitalisation of approximately \$7,078,534 and is currently an 'eligible entity'.

#### (b) Special resolution

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

#### (c) Type of Securities which may be issued

Any Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the company.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities; Shares (ASX:MQR).

(d) **Interaction with Listing Rule 7.1**

The Additional 10% Placement Capacity under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1. Therefore, approval of this Resolution will enable the Company to issue Equity Securities under Listing Rule 7.1A without using its placement capacity under Listing Rule 7.1.

(e) **Effect of Resolution 3**

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the Additional 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

**5.3 Information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the Additional 10% Placement Capacity:

(a) **Effective period**

Shareholder approval of the Additional 10% Placement Capacity is valid from the date of the Meeting and expires on the earlier of:

- (i) the date that is 12 months after the Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the date that Shareholders approve a transaction under Listing Rule 11.1.2 (significant change to nature or scale of activities) or 11.2 (change involving main undertaking),

**(Additional 10% Placement Period).**

(b) **Minimum issue price**

The issue price of Equity Securities issued under the Additional 10% Placement Capacity must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the issue price is agreed for Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued,

**(Minimum Issue Price).**

The Company will disclose this information when Equity Securities are issued under the Additional 10% Placement Capacity.

(c) **Purpose of issue**

The Company may only issue Equity Securities under the Additional 10% Placement Capacity for cash consideration, which it may do to fund any one or more of the following:

- (i) general working capital expenses;
- (ii) activities associated with its current assets, including continued exploration expenditure on the Company's Kibby Basin, Lone Star, Redlings, West Spargoville, Clayton Valley, Yindi, Mt Clements and Se Pedra Bianca Projects;
- (iii) repayment of debt; and

- (iv) acquisition and investment in new assets (including associated expenses).

The Company will disclose this information when Equity Securities are issued under the Additional 10% Placement Capacity.

(d) **Economic and voting dilution risks**

If Equity Securities are issued under the Additional 10% Placement Capacity, there is a risk of economic and voting dilution of Shareholders, including:

- (i) the market price for Equity Securities in the class of securities issued under the Additional 10% Placement Capacity may be significantly lower on the issue date than on the date of approval under Listing Rule 7.1A (i.e. the date of the Meeting); and
- (ii) the Equity Securities may be issued under the Additional 10% Placement Capacity at a discount to the market price for those Equity Securities on the issue date,

which may have an effect on the amount of funds raised from the issue of the Equity Securities.

The table below illustrates:

- (i) the dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice (**Variable A**);
- (ii) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue as at the date of this Notice. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (e.g. a pro rata entitlement offer or securities issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and
- (iii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 3 October 2024.

Number of Shares on issue (Variable 'A' in Listing Rule 7.1A2)	Issue price per Share			
		\$0.009 (50% decrease)	\$0.017 (current)	\$0.026 (50% increase)
416,384,382 (current)	Shares issued – 10% voting dilution	41,638,438 Shares	41,638,438 Shares	41,638,438 Shares
	Funds raised	\$374,746	\$707,853	\$1,082,599
624,576,573 (50% increase)	Shares issued – 10% voting dilution	62,457,657 Shares	62,457,657 Shares	62,457,657 Shares
	Funds raised	\$562,119	\$1,061,780	\$1,623,899
832,768,764 (100% increase)	Shares issued – 10% voting dilution	83,276,876 Shares	83,276,876 Shares	83,276,876 Shares
	Funds raised	\$749,492	\$1,415,707	\$2,165,199

**Notes:**

- 1 There are currently 416,384,382 Shares on issue.

- 2 The issue price used is the closing price of the Shares on the ASX on 3 October 2024.
- 3 The Company issues the maximum possible number of Equity Securities under the Additional 10% Placement Capacity.
- 4 The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- 5 The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares and the consideration provided for those Shares is cash. 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 new Options, it is assumed that those new Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- 6 The calculations 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.
- 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%.

(e) **Allocation policy**

The Company's allocation policy and the identity of the recipients of Equity Securities issued under the Additional 10% Placement Capacity will be determined on a case-by-case basis at the time of issue and in the Company's discretion.

No decision has been made in relation to an issue of Equity Securities under the Additional 10% Placement Capacity, including whether the Company will engage with new investors or existing Shareholders and, if so, the identities of any such persons and accordingly a voting exclusion statement is not included.

However, when determining the allocation policy and the identity of the recipients, the Company will have regard to the following considerations:

- (i) prevailing market conditions;
- (ii) the purpose for the issue of the Equity Securities;
- (iii) the financial situation and solvency of the Company;
- (iv) impacts of the placement on control;
- (v) other methods of raising capital; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Recipients may include existing Shareholders or new investors, but not persons who are related parties who would otherwise require Shareholder approval under Listing Rule 10.11.

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

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 23 November 2023.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has not issued Equity Securities under Listing Rule 7.1A.2.

## 6 Resolution 4 – Approval to issue Mt Clement Options to Australasian Metals Limited

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### 6.1 Background

On 17 July 2023, the Company announced that it had entered into a binding Tenement Sale and Purchase Agreement (**Mt Clement Acquisition Agreement**) with Pure Mining Pty Ltd (ACN 627 691 721) (**Pure Mining**) to acquire 100% of the legal and beneficial interest in exploration tenement E08/3248 (**Mt Clement Project**) in consideration for the Company issuing Pure Mining (or its nominee):

- (a) 6,500,000 Shares at a deemed issue price of \$0.03 per Share (**Mt Clement Shares**); and
- (b) 6,000,000 unquoted options exercisable at \$0.05 on or before the date that is 3 years from the date of issue (**Mt Clement Options**).

The Mt Clement Acquisition Agreement was completed and the Company obtained Shareholder approval at its annual general meeting held on 23 November 2023 to:

- (a) ratify the issue of the Mt Clement Shares to Pure Mining (or its nominees) on 4 October 2023 pursuant to Listing Rule 7.4; and
- (b) issue the Mt Clement Options to Pure Mining (or its nominees) pursuant to Listing Rule 7.1.

Following the annual general meeting held on 23 November 2023, the Company became aware that the incorrect exercise price of \$0.08 had been included in the notice of meeting instead of the correct exercise price of \$0.05. As Shareholder approval was obtained for the issue of the Mt Clement Options at the incorrect exercise price, the Mt Clement Options have not been issued by the Company to Pure Mining (or its nominees) at this time.

### 6.2 General

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Mt Clement Options to Australasian Metals Limited as nominee of Pure Mining .

Resolution 4 is an **ordinary resolution**.

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

### 6.3 Listing Rule 7.1

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.

The effect of Resolution 4 will be to allow the Company to issue the Mt Clement Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX).

If Resolution 4 is not passed, the Company will not be able to proceed to issue the Mt Clement Options.

### 6.4 Specific information required by Listing Rule 7.3

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

- (a) a maximum of 6,000,000 unquoted Options are to be issued;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);

- (c) the Options will be issued for nil cash consideration as part consideration for the acquisition of the Mt Clement Project;
- (d) the Options will be issued to Australasian Metals Limited;
- (e) the Options are exercisable at \$0.05 on or before that date that is 3 years from the date of issue and will be otherwise issued on the terms and conditions set out in Schedule 2;
- (f) no funds will be raised from the issue of Options as the Mt Clement Options will be issued as part consideration for the acquisition of the Mt Clement Project;
- (g) it is intended that the issue of the Options will occur on the same date as Shareholder approval is obtained pursuant to Resolution 4;
- (h) the Options will be issued pursuant to the Mt Clement Acquisition Agreement, the material terms of which are set out in Section 6.1; and
- (i) a voting exclusion statement is included in the Notice.

## 7 Resolutions 5 – Approval to issue Yindi Options to Solstice Minerals Limited

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### 7.1 Background

On 27 September 2023, the Company announced that it had entered into a binding Tenement Sale and Purchase Agreement (**Yindi Acquisition Agreement**) with Solstice Minerals Limited (ACN 150 154 162) to acquire 100% legal and beneficial interest in four exploration tenements, being E28/2583-I, E28/2650-I, E28/3161 and E28/3124 (together, the **Yindi Project**) in consideration for:

- (a) the Company issuing Solstice Minerals Limited (or its nominee):
  - (i) 10,000,000 Shares at a deemed issue price of \$0.03 per Share (**Yindi Shares**); and
  - (ii) 10,000,000 unquoted options exercisable at \$0.05 on or before the date that is 3 years from the date of issue (**Yindi Options**); and
- (b) The Company granting Solstice Minerals Limited a 1.00% net smelter royalty on all metals except lithium, caesium and tantalum in respect of tenements E28/3161 and E28/3124.

The Yindi Acquisition Agreement was completed and the Company obtained Shareholder approval at its annual general meeting held on 23 November 2023 to:

- (a) ratify the issue of the Yindi Shares to Solstice Minerals Limited (or its nominees) on 11 October 2023 pursuant to Listing Rule 7.4; and
- (b) issue the Yindi Options to Solstice Minerals Limited (or its nominees) pursuant to Listing Rule 7.1.

Following the annual general meeting held on 23 November 2023, the Company became aware that the incorrect exercise price of \$0.08 had been included in the notice of meeting, instead of the correct exercise price of \$0.05. As Shareholder approval was obtained for the issue of the Yindi Options at the incorrect exercise price, the Yindi Options have not been issued by the Company to Solstice Minerals Limited (or its nominees) at this time.

### 7.2 General

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Yindi Options to Solstice Minerals Limited.

Resolution 5 is an **ordinary resolution**.

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

### 7.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 6.3 above.

The effect of Resolution 5 will be to allow the Company to issue the Yindi Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX).

If Resolution 5 is not passed, the Company will not be able to proceed to issue the Yindi Options.

### 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 proposed issue of the Yindi Options:

- (a) a maximum of 10,000,000 unquoted Options are to be issued;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Options will be issued for nil cash consideration as part consideration for the acquisition of the Yindi Project;
- (d) the Options will be issued to Solstice Minerals Limited;
- (e) the Options are exercisable at \$0.05 on or before that date that is 3 years from the date of issue and will be otherwise issued on the terms and conditions set out in Schedule 2;
- (f) no funds will be raised from the issue of Options as the Yindi Options will be issued as part consideration for the acquisition of the Yindi Project;
- (g) it is intended that the issue of the Options will occur on the same date as Shareholder approval is obtained pursuant to Resolution 5;
- (h) the Options will be issued pursuant to the Yindi Acquisition Agreement, the material terms of which are set out in Section 7.1; and
- (i) a voting exclusion statement is included in the Notice.

## 8 Resolution 6 – Ratification of the issue of 3,000,000 Option Fee Shares to Mr Timothy Spencer

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### 8.1 General

On 28 May 2024, the Company announced that it had entered into separate but interlinked Option Agreements with Mr Timothy Spencer and Dr Francesco Manca (**Vendors**) to acquire an advanced high-grade gold and silver project in Sardinia, Italy, named the **Sa Pedra Bianca Project**.

The material terms of the Option Agreements are:

- (a) the Option Agreements were subject to the Company completing due diligence to its satisfaction by 14 July 2024 (**Condition Precedent**);
- (b) the total Option fee payable by the Company to the Vendors upon satisfaction or waiver of the Condition Precedent was:
  - (i) a cash consideration of \$78,000; and
  - (ii) 3,000,000 Shares (**Option Fee Shares**).



- (c) The Option Period is 12 months following payment of the Option fee with the option period extended if regulatory delays cause the first drill programme to not commence in the first nine months of the Option period.
- (d) Upon satisfaction of the Condition Precedent an Italian company ("Opco") will be incorporated. The Company will determine and oversee all Opco's activities, assisted by the vendors, and will fund all expenditure associated with those activities via an unsecured non-interest loan to Opco.
- (e) Opco will lodge an application for a research permit including over the Project area (currently held by an investigation permit that allows low impact exploration activities). The research permit will allow for all exploration activities, including drilling. The research permit application will be accompanied by a proposed exploration programme broken into phases, that will be designed by the Company.
- (f) To exercise the Options to acquire the Project, the Company must pay (in total to the vendors) \$225,000 cash and issue 17.5 million MQR listed shares and is obliged to pay three contingent milestone payments if milestone hurdles are met. The Company will also grant the vendors a 1% NSR royalty. The hurdles are:
  - (i) **Hurdle 1:** Payment of \$225,000 in cash and the issue of 17.5 million Shares upon a mineral resource estimate under the current JORC Code being delineated for the Project containing no less than 400,000 ounces of gold equivalent at no less than an average grade of 5 grams of gold equivalent per tonne.
  - (ii) **Hurdle 2:** Payment of \$500,000 in cash upon completion of a study of the economics of the Project or any part of the Project of at least scoping study standard that estimates a net present value for the Project (8% real post tax) of greater than US\$90 million. The Company may, to the extent permissible under the ASX Listing Rules and subject to obtaining shareholder approval, elect to satisfy up to 50% of the \$500,000 amount by the issue of shares at a deemed value/issue price of the higher of \$0.014 per Share and the price calculated by reference VWAP for Shares calculated by reference to the 15 Trading Days up to the date of completion of such study.
  - (iii) **Hurdle 3** Payment of \$500,000 in cash upon a Mining Concession being granted to Opco for any part of the Project. The Buyer may, to the extent permissible under the ASX Listing Rules and subject to obtaining shareholder approval, elect to satisfy up to 50% of the \$500,000 amount by the issue of shares at a deemed value/issue price of the higher of \$0.014 per Share and the price calculated by reference VWAP for Shares calculated by reference to the 15 Trading Days up to the date of grant of the Mining Concession.
  - (iv) **Hurdle 2** will be deemed to have been satisfied if a Decision to Mine is made by Opco or the Company, notwithstanding if that decision is made without an economic study being completed or is made after an economic study that produced a lower NPV outcome than specified above. If Hurdle 2 is achieved, then Hurdle 1 will be deemed to have been achieved on the same date (if Hurdle 1 has not previously been achieved).
  - (v) Satisfaction of Hurdles 1 and 2 must be met or deemed met before Hurdle 3 can be deemed to be satisfied.
  - (vi) **Royalty:** If the Option is exercised, the Company is obliged pay to the vendors an amount equal to 1% of the net smelter returns of all gold or other minerals derived from mining activities at the Project and sold or otherwise disposed of.
- (g) Should the Company decide to not exercise the Option, the Company will meet all outstanding liabilities and obligations, including any exploration rehabilitation, and will assign its interests and rights it holds in relation to the Project to the Vendors, including assigning any outstanding loan receivables to the vendors for \$1.

The Condition Precedent was satisfied and the Company issued the Option Fee Shares to Mr Spencer on 28 August 2024 within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

## 8.2 General

Resolution 6 seeks approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Option Fee Shares.

Resolution 6 is an **ordinary resolution**.

The Board recommends that Shareholders vote in favour of Resolution 6.

## 8.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 6 seeks Shareholder approval for the issue of the Option Fee Shares under and for the purposes of Listing Rule 7.4.

If Resolution 6 is passed, the Option Fee Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Option Fee Shares (being 28 August 2024).

If Resolution 6 is not passed, the Option Fee Shares will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Option Fee Shares (being 28 August 2024).

## 8.4 Specific information required by Listing Rule 7.5

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

- (a) a total of 3,000,000 Option Fee Shares were issued on 28 August 2024;
- (b) the Option Fee Shares were issued for nil cash consideration, as part consideration for the option fee for the acquisition of the Sa Pedra Bianca Project;
- (c) the Option Fee Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Option Fees Shares were issued to Mr Timothy Spencer;
- (e) no funds were raised from the issue of the Option Fee Shares as the Option Fee Shares were issued as part consideration for the option fee for the acquisition of the Sa Pedra Bianca Project;
- (f) the Option Fee Shares were issued pursuant to the terms of the Option Agreements, the material terms of which are set out in Section 8.1; and
- (g) a voting exclusion statement is included in the Notice.

## 9 Resolution 7 – Change of Auditor to BDO Audit Pty Ltd

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The Company announced on 12 April 2024 that the Company's previous auditor, BDO Audit (WA) Pty Ltd (**BDO WA**), had applied to ASIC for consent to its resignation as auditor of the Company. As a consequence of the registration, the Board appointed BDO Audit Pty Ltd (**BDO Audit**) as auditor of the Company pursuant to section 327C(1) of the Corporations Act. The change of auditor arises as a result of BDO WA restricting its audit practice whereby audits will be conducted by BDO Audit, an authorised audit company, rather than BDO WA. Pursuant to section 327C(2) of the Corporations Act this appointment expires at the annual general meeting and accordingly there will be a vacancy in the office of the auditor.

Section 37B(1) provides that a company shall at each annual general meeting, if there is a vacancy in the office of the auditor of the company, appoint a person, firm or company to fill the vacancy.

Syracuse Capital Pty Ltd, a member of the Company, has nominated BDO Audit as auditor of the Company pursuant to sub-section 328B(1) of the Corporations Act. BDO Audit are eligible and have consented to be appointed as auditor of the Company as requested by sub-section 328A(1) of the Corporations Act. Pursuant to sub-section 328B(3) of the Corporations Act the written notice nominating BDO Audit as auditor is attached to this Explanatory Statement in Schedule 3

Resolution 7 is an **ordinary resolution**.

The Board recommends the re-appointment of BDO Audit as the auditor of the Company.

## Schedule 1 – Definitions

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**\$ or A\$** means Australian Dollars.

**Additional 10% Placement Capacity** has the meaning given in Section 5.1.

**Additional 10% Placement Period** has the meaning given in Section 5.3(a).

**Annual Report** means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2024.

**Article** means an article of the Constitution.

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

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

**Auditor's Report** means the auditor's report on the Financial Report.

**Australasian Metals Limited** means Australasian Metals Limited ACN 625 744 907.

**Board** means the board of Directors.

**BDO Audit** means BDO Audit Pty Ltd (ACN 134 022 870).

**BDO WA** means BDO Audit (WA) Pty Ltd (ACN 112 284 787).

**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 person appointed to chair the Meeting of the Company convened by the Notice.

**Closely Related Party** means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

**Company** means Marquee Resources Limited (ACN 616 200 312).

**Constitution** means the constitution of the Company as at the date of the Meeting.

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

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Equity Security** has the same meaning as in the Listing Rules.

**Explanatory Statement** means the explanatory statement which forms part of the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Key Management Personnel** has the meaning given in the accounting standards issued by the Australian Accounting Standards Board. It includes 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, 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** has the meaning given in the introductory paragraph of the Notice.

**Minimum Issue Price** has the meaning given in Section 5.3(b).

**Notice** means this notice of annual general meeting.

**Official List** means the official list of ASX.

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

**Proxy Form** means the proxy form attached to or accompanying the Notice.

**Pure Mining** means Pure Mining Pty Ltd (ACN 627 691 721).

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means a resolution referred to in the Notice.

**Sa Pedra Bianca Project** means the gold and silver project located in northern Sardinian, Italy, and is held under an Investigation Authorising Permit (mining title) named **Sa Pedra Bianca**, which is issued by the Sardinian Department of Industry by Determination number 775 with protocol 38034 on 3 October 2022 and was extended for an additional year by Determination number 772 protocol 47005 on 3 November 2023.

**Schedule** means a schedule to the Notice.

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

**Securities** means any Equity Securities of the Company (including Shares and Options).

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

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

**Solstice Minerals Limited** means Solstice Minerals Limited (ACN 150 154 162).

**Strike** means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

**Trading Day** has the meaning given in the Listing Rules.

**VWAP** means volume weighted average market price.

**WST** means Western Standard Time being the time in Perth, Western Australia.

## Schedule 2 – Terms and Conditions of Mt Clement Options and Yindi Options

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The terms and conditions of the Mt Clement Options and Yindi Options (together, the **Consideration Options**) are:

(a) **Entitlement**

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

(b) **Issue Price**

The Consideration Options will be issued for a nil issue price.

(c) **Exercise Price**

The amount payable upon exercise of each Consideration Option will be \$0.05 (**Exercise Price**).

(d) **Expiry Date**

Each Consideration Option will expire at 5:00pm (WST) on or before the date that is 3 years from the date of issue (**Expiry Date**). A Consideration Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) **Exercise Period**

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

(f) **Notice of Exercise**

The Consideration 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 Consideration Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) **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 Consideration Option being exercised in cleared funds (**Exercise Date**).

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

Within 5 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 Consideration Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (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 Consideration Options.

If a notice delivered under this section 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) **Shares issued on exercise**

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

- (j) **Reconstruction of capital**

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

- (k) **Participation in new issues**

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

- (l) **Change in exercise price**

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

- (m) **Transferability**

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

- (n) **Quotation**

The Company will not seek to have the Consideration Options quoted by ASX.

## Schedule 3 – Nomination of Auditor

---

30 August 2024

The Directors  
Marquee Resources Ltd  
22 Townshend Road  
Subiaco WA 6008

Dear Sirs,

**Nomination of BDO Audit Pty Ltd as Auditors**

We, the undersigned being a member of Marquee resources Ltd hereby nominate BDO Audit Pty Ltd for appointment as auditors of the company at the forthcoming annual general meeting.

**EXECUTED** by Syracuse Capital Pty Ltd <The )  
Rocco Tassone S/F A/C> In accordance with )  
Section 127 of the Corporations Act: )



\_\_\_\_\_  
Signature of Director

\_\_\_\_\_  
Signature of Director/Secretary

ROCCO TASSONE

\_\_\_\_\_  
Name of Sole Director

\_\_\_\_\_  
Name of Director/Secretary





Marquee Resources Limited | ABN 94 616 200 312

# Proxy Voting Form

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

Your proxy voting instruction must be received by **10.30am (AWST) on Saturday, 16 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.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

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+61 2 9698 5414 (Overseas)

