



24 October 2024

Dear Shareholder

Annual General Meeting – Notice of Meeting and Proxies

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Allup Silica Limited (to be renamed 'McLaren Minerals Limited') (ACN 163 173 224) (**Company**) will be held as follows:

Time and date: 2.00 pm (AWST) on Friday 29 November 2024

In-person: A8, 435 Roberts Road, Subiaco, Western Australia 6008

Notice of Meeting

In accordance with the *Corporations Act 2001* (Cth) the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at <https://allupsilica.com>; and
- the ASX market announcements page under the Company's code "APS".

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 Notice of Meeting.

If you have not elected to receive documents in hard copy, you can still request a hard copy of the Notice of Meeting by contacting the Company Secretary at bdonovan@arguscorp.com.au or by phone at +61 0401 248 048.

Voting at the Meeting or by proxy

Shareholders are encouraged to vote by lodging a proxy form.

The Directors instruct all Shareholders who would like to have their vote counted to vote by lodging a Proxy Form prior to 2.00 pm (AWST) on Wednesday 27 November 2024 (**Proxy Cut-Off Time**) (recommended). Shareholders are strongly urged to vote by lodging a Proxy Form prior to the Meeting and to appoint the Chair as their proxy.

- **Online:** <https://investor.automic.com.au/#/loginsah>
- **By mail:** Automic, GPO Box 5193, Sydney NSW 2001
- **In-person:** Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
- **By fax:** +61 2 8583 3040
- **By mobile:** Scan the QR Code on your Proxy Form and follow the prompts

In order for your proxy to be valid, your proxy form (and any power of attorney under which it is signed) must be received by the Proxy Cut-Off Time. **Proxies received after this time will be invalid.**

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their suitably qualified professional advisers prior to voting.

Authorised for release by:

Ben Donovan

Company Secretary

Allup Silica Limited (to be renamed 'McLaren Minerals Limited')



ALLUP SILICA

**Allup Silica Limited
(to be renamed 'McLaren Minerals Limited')
ACN 163 173 224**

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held as follows:

Time and date: 2.00pm (AWST) on Friday, 29 November 2024

In-person: A8, 435 Roberts Road, Subiaco, Western Australia 6008

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company by telephone on 1300 SILICA.

Shareholders are urged to vote by lodging the Proxy Form made available with this Notice

**Allup Silica Limited
(to be renamed 'McLaren Minerals Limited')
ACN 163 173 224
(Company)**

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of Allup Silica Limited (to be renamed 'McLaren Minerals Limited') ACN 163 173 224 will be held at A8, 435 Roberts Road, Subiaco, WA 6008 on Friday, 29 November 2024 at 2.00pm (AWST) (**Meeting**).

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 as Shareholders on Wednesday, 27 November 2024 at 5.00pm (AWST).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Annual Report

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

2 Resolutions

Resolution 1 – Remuneration Report

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

'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'

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

Resolution 2 – Re-election of Director – Andrew Haythorpe

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

'That, Andrew Haythorpe, who retires in accordance with Clause 6.3(l) of the Constitution, Listing Rule 14.5 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3— Election of Director – Peter Secker

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

‘That, Peter Secker, who retires in accordance with Clause 6.3(j) of the Constitution, Listing Rule 14.4 and for all other purposes, retires and, being eligible and offering himself for election, is elected as a Director, on the terms and conditions in the Explanatory Memorandum.’

Resolution 4 – Approval of 10% Placement Facility

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

‘That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.’

Resolution 5 – Ratification of issue of Tranche 1 Placement Shares

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

‘That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

(a) 634,000 Tranche 1 Placement Shares issued under Listing Rule 7.1; and

(b) 7,116,000 Tranche 1 Placement Shares issued under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.’

Resolution 6 – Ratification of issue of Employee Shares

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

‘That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,500,000 Employee Shares to the Employees (or their respective nominees) issued under Listing Rule 7.1, on the terms and conditions in the Explanatory Memorandum.’

Resolution 7 – Approval to issue Director Placement Shares

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

‘That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,250,000 Director Placement Shares to the Participating Directors (or their respective nominees), as follows:

- (a) up to 500,000 Director Placement Shares to John Campbell Smyth;
 - (b) up to 375,000 Director Placement Shares to Andrew Haythorpe; and
 - (c) up to 375,000 Director Placement Shares to Gavin Ball,
- on the terms and conditions in the Explanatory Memorandum.'

Resolution 8 – Ratification of agreement to issue Consideration Securities

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue up to 10,542,154 Consideration Securities, on the terms and conditions in the Explanatory Statement.'

Resolution 9 – Approval of New Plan

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

*'That, pursuant to and in accordance with exception 13(b) of Listing Rule 7.2 and for all other purposes, Shareholders approve the new employee incentive scheme of the Company known as the "McLaren Minerals Limited Employee Securities Incentive Plan" (**New Plan**) and the issue of up to a maximum number of 11,000,000 Securities under the New Plan over a period of up to three years from the date of the Meeting, on the terms and conditions in the Explanatory Memorandum.'*

Resolution 10 – Approval of potential termination benefits under the New Plan

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

'That, conditional on Resolution 9 being approved, for a period commencing from the date this Resolution is passed and ending upon the expiry of all Securities issued or to be issued under the "McLaren Minerals Limited Employee Securities Incentive Plan", approval be given for all purposes including Part 2D.2 of the Corporations Act for the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with that person ceasing to hold such office, on the terms and conditions in the Explanatory Memorandum.'

Resolution 11 – Approval to issue Director Options

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

'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue up to 6,000,000 Director Options as follows:

- (a) up to 2,000,000 Director Options to John Campbell Smyth (or his nominee/s);

(b) up to 2,000,000 Director Options to Andrew Haythorpe (or his nominee/s); and

(c) up to 2,000,000 Director Options to Gavin Ball (or his nominee/s),

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

Resolution 12 – Approval to issue Company Secretary Options

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 1,000,000 Company Secretary Options to Mr Ben Donovan (or his nominee/s), on the terms and conditions in the Explanatory Statement.'

Resolution 13 – Approval to issue Director Performance Rights

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

'That, pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 13,500,000 Director Performance Rights under the New Plan to Simon Finnis (or his nominee/s), on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 14 – Approval to issue Proposed Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 20,000,00 Proposed Placement Shares, on the terms and conditions in the Explanatory Statement.'

Resolution 15 – Approval of change of Company name

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

'That, pursuant to and in accordance with section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to "McLaren Minerals Limited" with effect from the date that ASIC alters the details of the Company's registration.'

Resolution 16 – Renewal of proportional takeover provisions

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

'That, the modification of the Company's Constitution to re-insert the proportional takeover bid approval provisions contained in schedule 5 of the Constitution for a period of three years from the date of approval of this Resolution is approved under and for the purposes of sections 648G(4) and 136(2) of the Corporations Act and for all other purposes.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 4:** if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are 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 Shareholder), or any of their respective associates.
- (b) **Resolution 5(a):** by or on behalf of any person who participated in the issue of those Tranche 1 Placement Shares, or any of their respective associates, or their nominees.
- (c) **Resolution 5(b):** by or on behalf of any person who participated in the issue of those Tranche 1 Placement Shares, or any of their respective associates, or their nominees.
- (d) **Resolution 6:** by or on behalf of the Employees (or their respective nominees), and any person who participated in the issue of the Employee Shares, or any of their respective associates.
- (e) **Resolution 7(a):** by or on behalf of Mr John Campbell Smyth (or his nominee/s), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (f) **Resolution 7(b):** by or on behalf of Mr Andrew Haythorpe (or his nominee/s), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (g) **Resolution 7(c):** by or on behalf of Mr Gavin Ball (or his nominee/s), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (h) **Resolution 8:** by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Consideration Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates, or their nominees.
- (i) **Resolution 9:** by or on behalf of a person who is eligible to participate in the New Plan, or any of their respective associates.
- (j) **Resolution 11(a):** by or on behalf of John Campbell Smyth (or his nominee/s), and any other person who will obtain a material benefit as a result of the issue of the Director Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (k) **Resolution 11(b):** by or on behalf of Andrew Haythorpe (or his nominee/s), and any other person who will obtain a material benefit as a result of the issue of the Director Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

- (l) **Resolution 11(c):** by or on behalf of Gavin Ball (or his nominee/s), and any other person who will obtain a material benefit as a result of the issue of the Director Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (m) **Resolution 12:** by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Company Secretary Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates, or their nominees.
- (n) **Resolution 13:** by or on behalf of Simon Finnish (or his nominee/s), any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the New Plan, or any of their respective associates.
- (o) **Resolution 14:** by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Proposed Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates, or their nominees.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

Voting prohibitions

Resolution 1: in accordance with sections 250BD and 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 9, Resolution 10, Resolution 11(a) - (c) (inclusive) and **Resolution 13**: in accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the relevant Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Further, in accordance with section 200E(2A) of the Corporations Act, a vote on **Resolution 10** must not be cast by any participants or potential participants in the New Plan and their associates, otherwise the benefit of this Resolution will be lost by such a person in relation to that person's future retirement.

However, a vote may be cast by such a person if:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of the person or an associate of the person.

If your purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

BY ORDER OF THE BOARD



Ben Donovan
Company Secretary
Allup Silica Limited (to be renamed 'McLaren Minerals Limited')

Dated 24 October 2024

**Allup Silica Limited
(to be renamed 'McLaren Minerals Limited')
ACN 163 173 224
(Company)**

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at A8, 435 Roberts Road, Subiaco, WA 6008 on Friday, 29 November 2024 at 2.00pm (AWST).

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

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

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| Section 2 | Action to be taken by Shareholders |
| Section 3 | Annual Report |
| Section 4 | Resolution 1 – Remuneration Report |
| Section 5 | Resolution 2 – Re-election of Director – Andrew Haythorpe |
| Section 6 | Resolution 3 – Election of Director – Peter Secker |
| Section 7 | Resolution 4 – Approval of 10% Placement Facility |
| Section 8 | Resolution 5 – Ratification of issue of Tranche 1 Placement Shares |
| Section 9 | Resolution 6 – Ratification of issue of Employee Shares |
| Section 10 | Resolution 7 – Approval to issue Director Placement Shares |
| Section 11 | Resolution 8 – Ratification of agreement to issue Consideration Securities |
| Section 12 | Resolution 9 – Approval of New Plan |
| Section 13 | Resolution 10 – Approval of potential termination benefits under the New Plan |
| Section 14 | Resolution 11 – Approval to issue Director Options |
| Section 15 | Resolution 12 – Approval to issue Company Secretary Options |
| Section 16 | Resolution 13 – Approval to issue Director Performance Rights |
| Section 17 | Resolution 14 – Approval to issue Proposed Placement Shares |

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| Section 18 | Resolution 15 – Approval of change of Company name |
| Section 19 | Resolution 16 – Renewal of proportional takeover provisions |
| Schedule 1 | Definitions |
| Schedule 2 | Terms and conditions of Consideration Options |
| Schedule 3 | Terms and conditions of Director Options and Company Secretary Options |
| Schedule 4 | Terms and conditions of Director Performance Rights |
| Schedule 5 | Valuation of Director Performance RightsValuation of Director Performance Rights |
| Schedule 6 | Summary of terms and conditions of New PlanSummary of terms and conditions of New Plan |

A Proxy Form is made with available with this Notice.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

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

2.2 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

2.3 Voting by proxy

A Proxy Form is made available with this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The available Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.4 Chair's voting intentions

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1, Resolution 9, Resolution 10, Resolution 11(a) - (c) (inclusive), and Resolution 13, even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention. In exceptional circumstances, the Chair of the Meeting may change their voting intention on any Resolution, in which case an ASX announcement will be made.

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at bdonovan@arguscorp.com.au by no later than five business days before the Meeting.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Annual Report

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 <https://allupsilica.com/>;
- (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;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. **Resolution 1 – Remuneration Report**

4.1 **General**

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2024 in the 2024 Annual 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.

In accordance with section 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.

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 managing director (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 managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2023 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2025 annual general meeting, this may result in the re-election of the Board.

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

4.2 **Additional information**

Resolution 1 is an ordinary **non-binding** resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

5. **Resolution 2 – Re-election of Director – Andrew Haythorpe**

5.1 **General**

Listing Rule 14.5 requires the Company to hold an election of directors at each annual general meeting. Clause 6.3(c) of the Constitution requires one third of the Directors to retire from office at each annual general meeting.

Pursuant to Clause 6.3(l) of the Constitution, a Director who ceases to be the Managing Director must retire at the next annual general meeting following the Director ceasing to be Managing Director.

Clause 6.3(f) of the Constitution provides that a Director who retires at an annual general meeting is eligible for re-election.

Mr Andrew Haythorpe, a Director originally appointed on 5 April 2013, was last re-elected on 24 November 2022, prior to transitioning to the role of Managing Director on 8 March 2023, and subsequently transitioning to Executive Director on 16 August 2024.

Accordingly, Mr Haythorpe, who is yet to retire since transitioning from Managing Director to Executive Director, retires at this Meeting and, being eligible and offering himself for re-election, seeks re-election pursuant to Resolution 2.

If Resolution 2 is approved, Mr Haythorpe will be re-elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 2 is not approved, Mr Haythorpe will not be re-elected as a Director of the Company.

5.2 **Andrew Haythorpe**

Mr Andrew Haythorpe has had a long professional career in the resources industries as a geologist, analyst and company director, including many directorships with executive responsibilities.

Mr Haythorpe currently holds the position as executive chairperson and founder of the Company, in addition to that of managing director of Stunalara Metals Limited. He is also non-executive director for Tempest Minerals Ltd (ASX:TEM), where he formerly acted as managing director of the company for a period of time.

His extensive past experiences include that of executive director Accelerate Resources Ltd (ASX:AX8) and managing directorships for companies such as Petrathern Ltd (ASX:PTR), Liberty Resources Ltd (ASX:LBY), Crescent Gold Ltd and Michelago Ltd. He has been chairman of Wangle Technologies Ltd, Aurox Resources Limited, Central Kalgoorlie Gold Mines Limited and Intergold Ltd (Golden Heritage Ltd, Adex Holdings Ltd).

He graduated from James Cook University (Queensland) in 1984 where he was awarded a Bachelor of Science (geology double major) with Honours conferred the following year. He then entered the Securities Institute of Australia to study areas such as Corporate Finance, Security Analysis, Portfolio 7 Management, Securities Industry Law and Economics just to name a few. As a result of these studies, he lectured in Mining Analysis for the Securities Institute of Australia in Perth, Western Australia.

His long career has been rewarded with fellowships/memberships including Fellow of the Australian Minerals Institute (AusIMM) and Member of the Australian Institute of Company Directors (AICD).

Mr Haythorpe does not currently hold any other material directorships, other than as disclosed in this Notice.

If re-elected, Mr Haythorpe is not considered by the Board (with Mr Haythorpe abstaining) to be an independent Director by virtue of his position as an Executive Director and a substantial shareholder of the Company.

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

5.3 Board recommendation

The Board (other than Mr Andrew Haythorpe who has a personal interest in the outcome of this Resolution) supports the re-election of Mr Haythorpe for the following reasons:

- (a) Mr Haythorpe's skills and significant experience in the mining and minerals industry, are important additions to the Board's existing competencies; and
- (b) Mr Haythorpe has an in-depth knowledge and understanding of the Company and its business, and his continuing role as a member of the Board will benefit the Company.

5.4 Additional information

Resolution 2 is an ordinary Resolution.

The Board (with Mr Andrew Haythorpe abstaining) recommends that Shareholders vote in favour of Resolution 2.

6. Resolution 3 – Election of Director – Peter Secker

6.1 General

Clause 6.2(b) of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board.

Clause 6.3(j) of the Constitution and Listing Rule 14.4 both provide that a Director appointed as a casual vacancy or as an addition to the existing Board must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment and is then eligible for re-election at the annual general meeting.

Mr Peter Secker was appointed as a Non-Executive Director on 16 August 2024. Accordingly, Mr Secker resigns as a Director at this Meeting and, being eligible and offering himself for election, seeks election pursuant to Resolution 3.

If Resolution 3 is approved, Mr Secker will be elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 3 is not approved, Mr Secker will not be elected as a Director of the Company.

6.2 Peter Secker

Mr Peter Secker is a Mining Engineer with over 40 years experience in the resources industry. He has developed and operated greenfield projects in Australia, China, Africa, Canada and Mexico and has worked with multiple commodities including lithium, titanium, copper, gold and iron ore.

Mr Secker holds a Bachelor of Science in Mining Engineering.

Mr Secker is currently on the boards of Parabellum Resources Limited (ASX:PBL), Bacanora Lithium Ltd, and Zinnwald Lithium Plc (LSE: ZNWD).

Mr Secker does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that with Mr Secker's consent, it took appropriate checks into Mr Secker's background and experience and that these checks did not identify any information of concern.

If elected, Mr Secker is considered by the Board (with Mr Secker abstaining) to be an independent Director. Mr Secker is not considered by the Board to hold any interest, position or relationship that might influence, or reasonable be perceived to influence, in a material respect his capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual Security holder or other party.

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

6.3 Board recommendation

The Board (other than Mr Peter Secker who has a personal interest in the outcome of this Resolution) supports the election of Mr Secker as Mr Secker's skills and significant technical and corporate experience in the mining industry are important additions to the Board's existing skills and experience.

6.4 Additional information

Resolution 3 is an ordinary Resolution.

The Board (with Mr Peter Secker abstaining) recommends that Shareholders vote in favour of Resolution 3.

7. Resolution 4 – Approval of 10% Placement Facility

7.1 General

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting

(10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 4 seeks Shareholder approval by way of special resolution to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 7.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in Listing Rule 7.1.

7.2 **Listing Rule 7.1A**

(a) **Is the Company an eligible entity?**

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$3.7 million, based on the closing price of Shares (\$0.039) on 23 October 2024.

(b) **What Equity Securities can be issued?**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

(c) **How many Equity Securities can be issued?**

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

(A) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

- (B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (1) the agreement was entered into before the commencement of the Relevant Period; or
 - (2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;
- (E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and
- (F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity, and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month-period immediately preceding the date of the issue or agreement, or if the entity has been admitted to the official list of ASX for less than 12 months, the period from the date of admission to the date immediately preceding the date of the issue or agreement.

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement to issue has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is 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 price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in Section 7.2(e)(i) above, the date on which the Equity Securities are issued, **(Minimum Issue Price)**.

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

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

(10% Placement Period).

(g) **What is the effect of Resolution 4?**

The effect of Resolution 4 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

7.3 **Specific 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 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 7.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 7.2(e) above).

(c) **Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

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

If this Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of Options and Performance Rights, only if these Equity Securities are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 7.2(c) above) as at the date of this Notice (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price

| Shares (Variable A in Listing Rule 7.1A.2) | Dilution | | | |
|---|--------------------------|--|------------------------------------|---|
| | Issue price per Share | \$0.0195 50% decrease in Current Market Price | \$0.039 Current Market Price | \$0.078 100% increase in Current Market Price |
| 93,761,665 Shares (Variable A) | 10% Voting Dilution | 9,376,167 Shares | 9,376,167 Shares | 9,376,167 Shares |
| | Funds raised | \$182,835 | \$365,671 | \$731,341 |
| 140,642,498 Shares (50% increase in Variable A) | 10% Voting Dilution | 14,064,250 Shares | 14,064,250 Shares | 14,064,250 Shares |
| | Funds raised | \$274,253 | \$548,506 | \$1,097,012 |
| 187,523,330 Shares (100% increase in Variable A) | 10% Voting Dilution | 18,752,333 Shares | 18,752,333 Shares | 18,752,333 Shares |
| | Funds raised | \$365,670 | \$731,341 | \$1,462,682 |

Notes:

1. The table has been prepared on the following assumptions:
 - (a) The issue price is the current market price (\$0.039), being the closing price of the Shares on ASX on 23 October 2024, being the latest practicable date before this Notice was signed.
 - (b) Variable A comprises of 93,761,665 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.
 - (c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (d) No convertible Securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
 - (e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Equity Securities which are convertible into Shares, it is assumed that those quoted Equity Securities are converted into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.

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%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new

investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2023 annual general meeting.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued or agreed to issue Equity Securities under Listing Rule 7.1A as follows:

| Date of issue | Recipient | Type of Security | Number of Securities | Price | Use of funds |
|----------------|---|------------------|----------------------|---|---|
| 13 August 2024 | Refer to Section 8.3(a) for details of the recipients and how they were identified. | Shares | 7,116,000 | \$0.04 per Share representing an approximate 17.65% premium to the closing price of Shares on the date of issue (\$0.034) | <p>Cash raised: \$284,640 (before costs)</p> <p>Cash spent: Nil</p> <p>Use of funds: Proceeds from the issue of these Shares are intended to be, used towards general working capital.</p> |

At the date of this Notice, other than as set out in the above table, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

7.4 Additional information

Resolution 4 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).

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

8. Resolution 5 – Ratification of issue of Tranche 1 Placement Shares

8.1 General

On 5 August 2024, the Company announced a capital raising of \$360,000 (before costs) through the issue of up to 9,000,000 Shares at an issue price of \$0.04 per Share (**Placement Shares**) (**Placement**).

The Placement is being undertaken in the following tranches:

- (a) **Tranche 1:** 7,750,000 Placement Shares issued to unrelated parties of the Company (**Placement Participants**) on 13 August 2024 utilising the Company's available placement capacity under Listing Rules 7.1 and 7.1A as follows:
 - (i) 634,000 Placement Shares under Listing Rule 7.1; and
 - (ii) 7,116,000 Placement Shares under Listing Rule 7.1A,(together, the **Tranche 1 Placement Shares**); and
- (b) **Tranche 2:** 1,250,000 Placement Shares to Directors John Campbell Smyth, Andrew Haythorpe, and Gavin Ball (or their respective nominees) subject to Shareholders approving Resolution 7(a) – (c) (inclusive) (**Director Placement Shares**).

Resolution 5(a) and (b) seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement Shares.

8.2 Listing Rules 7.1, 7.1A and 7.4

Broadly speaking, Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue Equity Securities over a 12-month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12-month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase its 15% placement capacity under Listing Rule 7.1 by an extra 10% to 25%. The Company obtained this approval at its 2023 annual general meeting.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacities under Listing Rules 7.1 and 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a

company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A.

The effect of Shareholders passing Resolution 5(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 5(a) is passed, 634,000 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 5(b) is passed, 7,116,000 Tranche 1 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 5(a) is not passed, 634,000 Tranche 1 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 634,000 Equity Securities for the 12 month period following the issue of those Tranche 1 Placement Shares.

If Resolution 5(b) is not passed, 7,116,000 Tranche 1 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 7,116,000 Equity Securities for the 12 month period following the issue of those Tranche 1 Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

8.3 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 Tranche 1 Placement Shares:

- (a) The Tranche 1 Placement Shares were issued to the Placement Participants, none of whom are a related party or Material Investor of the Company. The Placement Participants were identified through a bookbuild process, which involved CPS Capital Group Pty Ltd (**Lead Manager**) seeking expressions of interest to participate in the Placement from existing contacts of the Company and clients of the Lead Manager.
- (b) A total of 7,750,000 Tranche 1 Placement Shares were issued as follows:
 - (i) 634,000 Tranche 1 Placement Shares utilising the Company's available placement capacity under Listing Rule 7.1; and
 - (ii) 7,116,000 Tranche 1 Placement Shares utilising the Company's available placement capacity under Listing Rule 7.1A,

without the need for Shareholder approval.

- (c) The Tranche 1 Placement Shares are 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 Tranche 1 Placement Shares were issued to the Placement Participants on 13 August 2024.
- (e) The Tranche 1 Placement Shares were issued at \$0.04 each.
- (f) The proceeds from the issue of the Tranche 1 Placement Shares have been or are intended to be applied towards general working capital.
- (g) There are no other material terms to the agreement for the subscription of the Tranche 1 Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

8.4 **Additional information**

Resolution 5(a) and (b) are separate ordinary Resolutions.

The Board recommends that Shareholders vote in favour of Resolution 5(a) and (b).

9. **Resolution 6 – Ratification of issue of Employee Shares**

9.1 **General**

On 1 July 2024, in order to incentivise and retain existing employees and contractors of the Company, the Company issued an aggregate 1,500,000 Shares at an issue price of \$0.04 per Share (**Employee Shares**) to two employees and a key contractor of the Company (**Employees**) (or their respective nominees).

The Employee Shares were issued using the Company's available placement capacity under Listing Rule 7.1.

The Company is at an important stage of development with significant opportunities and challenges in both the near- and long-term, and the Employee Shares have been issued with the aim to align the efforts of the Employees in seeking to achieve growth of the Company's projects and in the creation of Shareholder value.

The Board believes that the issue of these Employee Shares further aligns the interests of the Employees with those of the Company and its Shareholders. In addition, the Board also believes that incentivising with Shares is a prudent means of conserving the Company's available cash reserves. The Board believes it was important to offer these Employee Shares to continue to attract and retain highly experienced and qualified employees, contractors, and consultants in a competitive market.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Employee Shares.

9.2 **Listing Rules 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is contained in Section 8.2 above.

The effect of Shareholders passing Resolution 6 will be to allow the Company to retain the

flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 6 is passed, 1,500,000 Employee Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 6 is not passed, 1,500,000 Employee Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 1,500,000 Equity Securities for the 12 month period following the issue of those Employee Shares.

9.3 **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 issue of the Employee Shares:

- (a) The Employee Shares were issued to the Employees (or their respective nominees) none of whom is a related party or Material Investor of the Company.
- (b) A total of 1,500,000 Employee Shares were issued using the Company's available placement capacity under Listing Rule 7.1.
- (c) The Employee Shares are 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 Employee Shares were issued on 1 July 2024 at a deemed issue price of \$0.04 per Employee Share.
- (e) The Employee Shares were issued in order to incentivise and retain the Employees. Accordingly, no funds were raised by the issue of the Employee Shares.
- (f) Other than as stated above, there are no other material terms to the agreement to issue the Employee Shares.
- (g) A voting exclusion statement is included in the Notice.

9.4 **Additional information**

Resolution 6 is an ordinary resolution.

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

10. **Resolution 7 – Approval to issue Director Placement Shares**

10.1 **General**

The background to the Placement is summarised in Section 8.1 above.

The following Directors (**Participating Directors**) wish to participate in the Placement to the extent of subscribing for up to 1,250,000 Director Placement Shares to raise up to \$50,000 (before costs) in the following proportions:

| Participating Director | Amount committed to the Placement | Director Placement Shares |
|------------------------|-----------------------------------|---------------------------|
| John Campbell Smyth | \$20,000 | 500,000 |
| Andrew Haythorpe | \$15,000 | 375,000 |
| Gavin Ball | \$15,000 | 375,000 |
| TOTAL | \$50,000 | 1,250,000 |

Resolution 7(a) - (c) (inclusive) seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Director Placement Shares to the Participating Directors (or their respective nominees).

10.2 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 any of the following persons without the approval of its Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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 (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

The Participating Directors are each a related party of the Company by virtue of being Directors. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Shares to the Participating Directors (and/or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 7(a) – (c) (inclusive) will be to allow the Company to issue the Director Placement Shares to the Participating Directors (or their respective nominees), raising up to \$50,000 (before costs).

If Resolution 7(a) – (c) (inclusive) are not passed, the Company will not be able to proceed with the issue of the Director Placement Shares and will not receive the additional \$50,000 (before costs) committed by the Participating Directors.

Resolution 7(a) – (c) (inclusive) are not conditional on each other, and Shareholders may approve one or all of those Resolutions (in which case, the Director Placement Shares the subject of the relevant Resolution(s) will be issued), even though Shareholders have not approved all of these Resolutions.

10.3 **Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares:

- (a) The Director Placement Shares will be issued to the Participating Directors (or their respective nominees) in the manner set out in Section 10.1.
- (b) Each of the Participating Directors fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors of the Company.
- (c) A maximum of 1,250,000 Director Placement Shares will be issued to the Participating Directors (or their respective nominees).
- (d) The Director Placement Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Director Placement Shares will be issued no later than one month after the date of the Meeting.
- (f) The Director Placement Shares are proposed to be issued at an issue price of \$0.04 each, being the same issue price as other Placement Shares and will raise up to approximately \$50,000 (before costs).
- (g) A summary of the intended use of funds raised from the Placement is in Section 8.3(f) above.
- (h) The proposed issue of the Director Placement Shares is not intended to remunerate or incentivise the Participating Directors.
- (i) There are no other material terms to the proposed issue of the Director Placement Shares.
- (j) A voting exclusion statement is included in the Notice.

10.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 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 proposed issue of the Director Placement Shares constitutes giving a financial benefit to related parties of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares because these Shares will be issued on the same terms as those Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

10.5 Additional information

Resolution 7(a) – (c) (inclusive) are separate ordinary resolutions.

The Board (other than the Participating Directors who have a material personal interest in the outcome of these Resolutions) recommends that Shareholders vote in favour of Resolution 7(a) – (c) (inclusive).

11. Resolution 8 – Ratification of agreement to issue Consideration Securities

11.1 General

On 5 August 2024, the Company announced that it had acquired 100% of the McLaren Valuable Heavy Mineral Sands Project near Eucla, WA (**McLaren Project**) pursuant to a binding agreement, as amended on 25 September 2024, between Westover Holdings Pty Ltd and Wide Side (WA) Pty Ltd (**Vendors**), Megi Holdings Pty Limited (**Agent**), the Company's wholly owned subsidiary McLaren VHM Pty Ltd and the Company (**Acquisition Agreement**).

A summary of the material terms of the Acquisition Agreement is in Section 11.2 below.

Resolution 8 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the agreement to issue up to 10,542,154 Consideration Securities (defined in Section 11.2 below) pursuant to the Acquisition Agreement.

11.2 Summary of material terms of the Acquisition Agreement

Pursuant to the terms of the Acquisition Agreement, the Company agreed to acquire a 100% interest in the McLaren Project, in consideration for the Company making the following payments to the Vendors and the Agent (or their respective nominee/s), on a percentage pro-rata basis of 47.5%/47.5% for each of the Vendors and 5% for the Agent, in consideration for the acquisition of the McLaren Project:

- (a) a cash payment of \$150,000 (which has been paid);
- (b) 2,000,000 Options exercisable at \$0.20 each and expiring on the date that is 5 years from the date of issue at a nominal issue price of \$0.001 per Option, and each Option subject to satisfaction of the following milestones (**Initial Milestone**):
 - (i) the completion of a feasibility study with a Positive Outcome in respect to the McLaren Project that is of a standard suitable to be submitted to a financial institution as the basis for lending of funds for the development and operation of the mining activities contemplated in the feasibility study and is capable of supporting a decision to mine; and
 - (ii) the price at which sulphatable ilmenite concentrate can be purchased or sold from the McLaren Project is at least US\$500/t,

(Consideration Options);

- (c) The following deferred milestone payments:
 - (i) 4,241,571 Shares within 5 business days upon completion, and announcement by the Company, which is not retracted, of a pre-feasibility study with a Positive Outcome for the development of the McLaren Project that has satisfied the following criteria:
 - (A) capital expenditure costs (or 'Capex') of not more than AUD\$110,000,000;
 - (B) operating expenses (or 'Opex') of not more than AUD\$215/tonne of concentrate;
 - (C) a pre-tax net present value ('NPV') of more than AUD\$800,000,000,
 and that the Board has resolved to undertake a feasibility study in respect to the McLaren Project (**PFS Milestone**) (or such other date as the parties agree) (**Milestone 1 Consideration Shares**); and
 - (ii) 4,300,583 Shares within 5 business days upon completion, and announcement by the Company, which is not retracted, of a feasibility study with a Positive Outcome confirming the technical feasibility and commercial viability of developing the McLaren Project, and the Board resolving to undertake a bankable feasibility study in respect to the McLaren Project. (**FS Milestone**) (or such other date as the parties agree) (**Milestone 2 Consideration Shares**),
- (together, the **Consideration Shares**).

The Consideration Options, and Consideration Shares are together defined as, the "**Consideration Securities**" the subject of this Resolution 8.

The PFS Milestone must be satisfied within 18 months from the date of the Acquisition Agreement (being 31 January 2026) and the FS Milestone must be satisfied within 24 months from the date the PFS Milestone is satisfied. In the event the PFS Milestone or FS Milestone are not satisfied within their respective periods, in accordance with the terms of the Acquisition Agreement, the Company, the Vendors, and the Agent have agreed to enter into good faith

negotiations for a period of 5 business days with a view to agree to an alternative basis on which the Milestone 1 Consideration Shares and/or Milestone 2 Consideration Shares may be issued to the Vendors and the Agent in their respective portions (which would be subject to any required shareholder or regulatory approvals at the time).

In addition to the above, the Company has also granted the Vendors and the Agent a 1.5% gross revenue royalty, pro-rata to their proportionate interest under the Acquisition Agreement, that will be payable on all mineral or metallic product extracted and recovered from the tenements comprising the McLaren Project which is produced and sold.

The remaining terms of the Acquisition Agreement are considered commercially standard for an agreement of this nature, including standard warranties and indemnities.

11.3 Listing Rule 7.5.4 Waiver

The Company has received a waiver from ASX to permit the Company to issue the Consideration Shares up to approximately 39 months after the date of the Meeting (**Waiver**), rather than within three months of the date of the Meeting, as would otherwise be required by Listing Rules 7.5.4.

Listing Rule 7.5.4 required the Company to state in this Notice that the Consideration Shares will be issued within 3 months of the date of the Meeting. The Company intends to issue the Consideration Shares on satisfaction of the relevant milestones set out in Sections 11.2(b) and 11.2(c), which may occur up to approximately 39 months from the date of the Meeting.

The terms and conditions of the Waiver are as follows:

- (a) The Consideration Shares be issued no later than the earlier to occur of:
 - (i) the Milestone 1 Consideration Shares, within 5 business days of achieving the PFS Milestone, and in any event, no later than 31 January 2026; and
 - (ii) the Milestone 2 Consideration Shares, within 5 business days of achieving the FS Milestone, and in any event, no later than 31 January 2028,

(Approval Period);
- (b) the PFS Milestone and the FS Milestone must not be varied;
- (c) the maximum number of Consideration Shares to be issued is capped at 8,542,154;
- (d) adequate details regarding the dilutionary effect of the Consideration Shares on the Company's capital structure be included in the Notice;
- (e) the terms and conditions of the waiver are clearly disclosed in the Notice to ASX's satisfaction; and
- (f) for any annual reporting period during which the Consideration Shares remain to be issued, the Company's annual report sets out the number of Consideration Shares that remain to be issued and the basis on which the Consideration Shares may be issued.

The below table is provided to demonstrate the dilution that may occur following the issue Consideration Shares:

| Example Shareholder | Holding as at date of Notice | Percentage of Shares held as at date of Notice (%) | Diluted holding following issue of Milestone 1 Consideration Shares (%) | Diluted holding following issue of Milestone 2 Consideration Shares (%) | Diluted holdings from issue of Consideration Shares (%) ¹ |
|---------------------|------------------------------|--|---|---|--|
| Shareholder 1 | 937,617 | 1.00 | 0.96 | 0.96 | 0.92 |
| Shareholder 2 | 2,344,042 | 2.50 | 2.39 | 2.39 | 2.29 |
| Shareholder 3 | 4,688,083 | 5.00 | 4.78 | 4.78 | 4.58 |

Notes:

1. Comprises the Milestone 1 Consideration Shares and Milestone 2 Consideration Shares.
2. Assumes no other Shares are issued, other than the Milestone 1 Consideration Shares and Milestone 2 Consideration Shares following satisfaction of the PFS Milestone and FS Milestone.

11.4 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is contained in Section 8.2 above.

The effect of Shareholders passing Resolution 8 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 8 is passed, and the Company issues the Consideration Securities under Listing Rule 7.1, no later than 3 months from the Date of the Meeting in respect to the Consideration Options, and during the Approval Period in respect to the Consideration Shares, the agreement to issue (and the issue itself) will be excluded in calculating the Company's 15% limit on issuing Equity Securities without shareholder approval 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 agreement to issue those Consideration Securities.

If Resolution 8 is not passed or up to 10,542,154 Consideration Securities are issued under Listing Rule 7.1 later than, 3 months from the date of the Meeting in respect to the Consideration Options, and the Approval Period in respect to the Consideration Shares, the Company's ongoing capacity to issue or agree to issue Equity Securities under Listing Rule 7.1 without obtaining prior Shareholder approval will continue to be reduced to the extent of up to 10,542,154 Equity Securities for the 12 month period following the agreement to issue those Consideration Securities.

11.5 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 agreement to issue the Consideration Securities:

- (a) The Consideration Securities will be issued to the Vendors and the Agent (or their respective nominees), pro-rata to their proportionate interest under the Acquisition Agreement, none of whom are a related party or a Material Investor of the Company.
- (b) A maximum of 10,542,154 Consideration Securities, comprising:
 - (i) 2,000,000 Consideration Options;
 - (ii) 4,241,571 Milestone 1 Consideration Shares; and
 - (iii) 4,300,583 Milestone 2 Consideration Shares,were agreed to be issued using the Company's available placement capacity under Listing Rule 7.1.
- (c) The Consideration Shares will be 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 Consideration Options are exercisable at \$0.20 each, subject to the satisfaction of certain vesting conditions, expire on the date that is 5 years from the date of issue, and are to be issued at a nominal issue price of \$0.001 per Option. The Consideration Options are otherwise subject to the terms and conditions in Schedule 2.
- (e) The Consideration Options will be issued no later than 3 months after the date of the Meeting.
- (f) The Consideration Securities will be issued by the respective dates set out in Section 11.3(a) above.
- (g) The Consideration Shares will be issued for nil cash consideration, as part consideration for the acquisition of the McLaren Project. Accordingly, no funds will be raised from the issue of the Consideration Securities.
- (h) The Consideration Options will be issued as part consideration for the acquisition of the McLaren Project, for nominal consideration of \$0.001 per Consideration Option. Nominal funds received from the issue of the Consideration Options and upon their exercise will be allocated towards the Company's general working capital.
- (i) A summary of the material terms of the Acquisition Agreement is in Section 11.2 above.
- (j) A voting exclusion statement is included in the Notice.

11.6 Additional information

Resolution 8 is an ordinary resolution.

The Board recommend Shareholders vote in favour of Resolution 8.

12. Resolution 9 – Approval of New Plan

12.1 General

On 1 October 2022, amendments to the Corporations Act came into effect, simplifying the process for incentivising participants under employee share schemes (**ESS**). Division 1A were introduced into Part 7.12 of the Corporations Act, providing a separate regime for the making of offers in connection with an ESS (**New Regime**). This regime replaced the current relief afforded by ASIC Class Order 14/1000 (**Class Order**), which commenced on 30 October 2014.

To ensure that the Company is afforded the relief provided by the New Regime, the Company considers it necessary to adopt a new ESS that makes reference to the New Regime and includes the changes that came into effect on 1 October 2022.

Resolution 9 seeks Shareholder approval for the adoption of the new ESS titled the 'McLaren Minerals Limited Employee Securities Incentive Plan' (**New Plan**) in accordance with Listing Rule 7.2 exception 13(b), for the sole purpose of ensuring that the Company is afforded the relief provided by the New Regime.

Under the New Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and on the terms set out in the rules of the New Plan, a summary of the key terms and conditions is in Schedule 6. In addition, a copy of the New Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the New Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

12.2 Key changes between the Class Order and New Regime

The following table summarises the key changes implemented by the New Regime for "Invitations" (within the meaning given in the New Plan) made on or after 1 October 2022:

| | Position under Class Order | Position under the New Regime |
|-------------------------------|---|---|
| Disclosure obligations | <p>The Class Order mandates certain information that must be provided to ESS participants.</p> <p>There is no difference between the disclosure requirements where ESS interests are offered for monetary consideration or for no monetary consideration.</p> | <p>If the offer of ESS interests is for no monetary consideration: There are no prescribed disclosure obligations, other than a statement that the offer is made under Division 1A.</p> <p>If the offer of ESS interests is for monetary consideration:</p> <ul style="list-style-type: none">◁ Certain prescribed disclosure requirements apply. These disclosure requirements are similar (although different) to the current disclosure requirements under the Class Order.◁ The participant cannot acquire the ESS interests until 14 days after receiving the above disclosure. This mandates a |

| | | |
|------------------------------|---|--|
| | | <p>waiting period ensuring a participant has time to consider their decision and seek legal financial advice.</p> <p>◁ Any associated trust, contribution plan and loan arrangement will need to comply with specified requirements.</p> |
| Eligible participants | <p>◁ Directors;</p> <p>◁ Full-time and part-time employees;</p> <p>◁ Casual employees and contractors, provided they work the number of hours that are the pro-rata equivalent of 40% or more of a comparable full-time position with the entity.</p> | <p>◁ Directors;</p> <p>◁ Full-time and part-time employees;</p> <p>◁ Any service providers to the entity (with no minimum requirement of hours of service provided);</p> <p>◁ Certain 'related persons' to the above.</p> |
| 5% limit | <p>The maximum number of ESS interests that can be issued under the Class Order relief over a three-year period is 5% of the issued share capital.</p> | <p>If the offer of ESS interests is for no monetary consideration: There is no limit on the number of such ESS interests that may be issued.</p> <p>If the offer of ESS interests is for monetary consideration: The number of ESS interests issued over a three-year period must not exceed 5% of the issued share capital. Entities may specify a different issue cap in their constitution.</p> |
| Suspension | <p>For the Class Order relief to be available, the entity's shares must not have been suspended for more than 5 days over the previous 12 months.</p> | <p>The new regime permits an entity to offer ESS interests regardless of any suspension to the trading of its shares.</p> |
| ASIC involvement | <p>A 'Notice of Reliance' must be submitted to ASIC to rely on the Class Order relief.</p> | <p>There are no ASIC lodgement requirements.</p> <p>ASIC has the power to require the provision of documents necessary in order to form an opinion about whether the regime has been complied with.</p> <p>ASIC has also been given express enforcement powers including the ability to issue 'stop orders'.</p> |

| | | |
|--------------------------|-----|---|
| Criminal offences | N/A | New ESS related criminal offences have been introduced regarding certain misleading or deceptive statements or omissions. |
|--------------------------|-----|---|

12.3 Listing Rules 7.1, 7.1A and 7.2, exception 13(b)

A summary of Listing Rules 7.1 and 7.1A is contained in Section 9.2 above

Listing Rule 7.2, exception 13(b), provides an exception to Listing Rule 7.1 and 7.1A such that issues of Equity Securities under an employee incentive scheme are exempt for a period of three years from the date on which Shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1 and 7.1A.

Listing Rule 7.2, exception 13(b), ceases to be available to the Company if there is a material change to the terms of the New Plan from those set out in this Notice in Schedule 6.

If Resolution 9 is passed, the Company will be able to issue up to a maximum of 11,000,000 Equity Securities under the New Plan pursuant to Listing Rule 7.2, exception 13(b), to eligible participants over a period of three years without using the Company's 15% annual placement capacity under Listing Rule 7.1, or 10% annual placement capacity under Listing Rule 7.1A.

However, any future issues of Equity Securities under the New Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

If Resolution 9 is not passed, any issue of Equity Securities pursuant to the New Plan must either be undertaken using the Company's 15% annual placement capacity under Listing Rule 7.1, or 10% annual placement capacity under Listing Rule 7.1A, or with prior Shareholder approval.

12.4 Specific information required by Listing Rule 7.2, exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2, exception 13(b), the following information is provided in relation to the New Plan:

- (a) A summary of the material terms of the New Plan is in Schedule 6.
- (b) As at the date of this Notice, no Equity Securities have been issued under the New Plan. Subject to Shareholder approval of Resolution 13, 13,500,000 Director Performance Rights are proposed to be issued under the New Plan.
- (c) The Company adopted its existing employee securities incentive plan (**Existing Plan**) as an exception to Listing Rule 7.1 and 7.1A under Listing Rule 7.2, exception 13(b) prior to its admission to the Official List. The Company has issued the following Equity Securities under the Existing Plan:

| Issue date | Equity Security | Number of Equity Securities |
|------------------|--------------------|-----------------------------|
| 29 November 2022 | Performance Rights | 2,999,999 |

(d) The maximum number of Equity Securities proposed to be issued under the New Plan pursuant to Listing Rule 7.2, exception 13(b), following approval of Resolution 9 is 11,000,000 (subject to adjustment in the event of a reorganisation of capital and further subject to applicable laws and the Listing Rules). This number comprises approximately 10% of the Company's Equity Securities currently on issue.

(e) A voting exclusion statement is included in the Notice.

12.5 Additional information

Resolution 9 is an ordinary resolution.

The Board declines to make a recommendation in relation to Resolution 9 due to their personal interests in the outcome of the Resolution.

13. Resolution 10 – Approval of potential termination benefits under the New Plan

13.1 General

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provides certain limitations on the payment of 'termination benefits' to officers of listed entities.

As is common with employee incentive schemes, the New Plan provides the Board with the discretion to, amongst other things, determine that some or all of the Equity Securities granted to a participant under the New Plan (**Plan Securities**) will not lapse in the event of that participant ceasing their engagement with the Company before such Plan Securities have vested. This 'accelerated vesting' of New Plan Securities may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value of such benefit, unless Shareholder approval is obtained.

If Resolution 9 or Resolution 10 are not passed, the Company will not be able to offer 'termination benefits' to persons who hold a 'managerial or executive office' pursuant to the terms of the New Plan.

13.2 Part 2D.2 of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by Shareholders in accordance with section 200E of the Corporations Act.

Subject to Shareholder approval of Resolution 9, Shareholder approval is sought for the purposes of Part 2D.2 of the Corporations Act to approve the giving of benefits under the New Plan to a person by the Company in connection with that person ceasing to be an officer of, or

ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Memorandum.

As noted above, under the terms of the New Plan and subject to the Listing Rules, the Board possesses the discretion to vary the terms or conditions of the Plan Securities.

Notwithstanding the foregoing, without the consent of the participant in the New Plan, no amendment may be made to the terms of any granted Plan Security which reduces the rights of the participant in respect of that Plan Security, other than an amendment introduced primarily to comply with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Plan Securities.

The exercise of this discretion by the Board may constitute a 'benefit' for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of any current or future participant in the New Plan who holds:

- (a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Plan Securities at the time of their leaving.

13.3 Valuation of the termination benefits

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the New Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Plan Securities that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

- (a) the participant's length of service and the status of the vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases; and
- (b) the number of unvested Plan Securities that the participant holds at the time they cease employment or office.

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to termination benefits if the value of those benefits and the terminations benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

13.4 Additional information

Resolution 10 is conditional on the passing of Resolution 9.

If Resolution 9 is not approved at the Meeting, Resolution 10 will not be put to Shareholders at the Meeting. Resolution 10 is an ordinary resolution.

The Board declines to make a recommendation in relation to Resolution 10 due to their potential personal interests in the outcome of the Resolution.

14. Resolution 11 – Approval to issue Director Options

14.1 General

The Company is proposing, subject to obtaining Shareholder approval, to issue up to a total of 6,000,000 Options exercisable at \$0.06 each and expiring on the date that is 5 years from the date of issue, each at a nominal issue price of \$0.0001 (**Director Options**) to Directors, John Campbell Smyth, Andrew Haythorpe, and Gavin Ball (or their respective nominees) as follows:

| Director | Director Options |
|---------------------|------------------|
| John Campbell Smyth | 2,000,000 |
| Andrew Haythorpe | 2,000,000 |
| Gavin Ball | 2,000,000 |
| TOTAL | 6,000,000 |

Refer to Schedule 3 for a summary of the terms and conditions of the Director Options.

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue of the Director Options seeks to align the efforts of Messrs Smyth, Haythorpe, and Ball in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising with Options is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Director Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

Resolution 11(a) – (c) (inclusive) seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of up to 6,000,000 Director Options to Messrs Smyth, Haythorpe, and Ball (or their respective nominees).

14.2 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 any of the following persons without the approval of its Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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 (Listing Rule 10.11.3);

- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

Messrs John Campbell Smyth, Andrew Haythorpe, and Gavin Ball are each a related party of the Company by virtue of being Directors. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Options as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Options to Messrs Smyth, Haythorpe, and Ball (or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 7(a) – (c) (inclusive) will be to allow the Company to proceed with the issue of the Director Options to Messrs Smyth, Haythorpe, and Ball (or their respective nominees) in the proportions listed above.

If Resolution 7(a) – (c) (inclusive) are not passed, the Company will not be able to proceed with the issue of the Director Options to the Messrs Smyth, Haythorpe, and Ball (or their respective nominees) and the Company will consider other alternative commercial means to incentivise Messrs Smyth, Haythorpe, and Ball, including by the payment of cash, subject to the requirements of the Constitution, Corporations Act and Listing Rules.

Resolution 7(a) – (c) (inclusive) are not conditional on each other, and Shareholders may approve one or all of those Resolutions (in which case, the Director Options the subject of the relevant Resolution(s) will be issued), even though Shareholders have not approved all of these Resolutions.

14.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Options:

- (a) The Director Options will be issued to:
 - (i) John Campbell Smyth pursuant to Resolution 11(a);
 - (ii) Andrew Haythorpe pursuant to Resolution 11(b); and
 - (iii) Gavin Ball pursuant to Resolution 11(c),or their respective nominees.
- (b) Each of Messrs Smyth, Haythorpe, and Ball fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors of the Company. In the event the Director Options are issued to a nominee of Messrs Smyth, Haythorpe or Ball, that nominee will fall into the category stipulated by Listing Rule 10.11.4.

- (c) The maximum number of Director Options to be issued to Messrs Smyth, Haythorpe, and Ball (or their respective nominees) is 6,000,000, in the proportions set out in Section 14.1 above.
- (d) The Director Options will be exercisable at \$0.006 each and expire on the date that is 5 years from the date of issue and will otherwise be issued on the terms and conditions set out in Schedule 3.
- (e) The Director Options will be issued to Messrs Smyth, Haythorpe, and Ball (or their respective nominees) as soon as practicable following the Meeting and in any event no later than three months after the date of the Meeting.
- (f) The Director Options are being issued for a nominal issue price of \$0.0001 each. Nominal funds received from the issue of the Director Options and upon their exercise will be allocated towards the Company's general working capital.
- (g) The current total annual remuneration package for each of Messrs Smyth, Haythorpe, and Ball as at the date of this Notice is set out in the table below:

| Director | Salary and fees (inclusive of superannuation) | Share-based payments | Total |
|---------------------|---|-------------------------|------------------|
| John Campbell Smyth | \$60,000 | \$24,484 | \$84,484 |
| Andrew Haythorpe | \$156,000 | - | \$156,000 |
| Gavin Ball | \$60,000 | - | \$60,000 |

- (h) The purpose of the issue of these Director Options is to provide an incentive component of the respective remuneration packages of Messrs Smyth, Haythorpe and Ball and further align their interests with those of Shareholders. The Board considers that Options, rather than Shares, are an appropriate form of incentive because they reward the Directors for their continued service to the Company. Additionally, the issue of Options instead of cash is a prudent means of rewarding the Directors whilst conserving the Company's available cash reserves.
- (i) The Director Options will not be issued under an agreement.
- (j) A voting exclusion statement is included in the Notice.

14.4 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 10.4 above.

The proposed issue of the Director Options constitutes giving a financial benefit to a related party of the Company.

The Board (other than Messrs John Campbell Smyth, Andrew Haythorpe, and Gavin Ball who each have a personal interest in the outcome of this Resolution) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Options, because the issue of the Director Options constitutes reasonable

remuneration payable to Messrs Smyth, Haythorpe, and Ball and therefore falls within the exception stipulated by section 211 of the Corporations Act.

14.5 **Additional information**

Resolution 11(a) – (c) (inclusive) are **separate** ordinary resolutions.

The Board (other than Messrs John Campbell Smyth, Andrew Haythorpe, and Gavin Ball who each have a personal interest in the outcome of this Resolution) recommend that Shareholders vote in favour of Resolution 11(a) - (c) (inclusive).

15. **Resolution 12 – Approval to issue Company Secretary Options**

15.1 **General**

The Company is proposing, subject to obtaining Shareholder approval, to issue up to a total of 1,000,000 Options exercisable at \$0.06 each and expiring on the date that is 5 years from the date of issue, each at a nominal issue price of \$0.0001 (**Company Secretary Options**) to the Company Secretary, Mr Ben Donovan (or his nominee/s).

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue of the Company Secretary Options seeks to align the efforts of Mr Donovan in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising with Options is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Company Secretary Options to continue to attract and retain highly experienced and qualified employees, contractors, and consultants in a competitive market.

15.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is contained in Section 8.2 above.

The proposed issue of the Tranche 2 Subscription Shares does not fit within any of the exceptions to Listing Rule 7.1 and the Company does not have sufficient placement capacity remaining under Listing Rule 7.1 to accommodate the issue of the Tranche 2 Subscription Shares.

The effect of Shareholders passing Resolution 12 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 12 is passed, the Company will be able to proceed with the issue of the Company Secretary Options.

If Resolution 12 is not passed, the Company will not be able to proceed with the issue of the Company Secretary Options and the Company will consider other alternative commercial means to incentivise Mr Ben Donovan, including by the payment of cash, subject to the requirements of the Constitution, Corporations Act and Listing Rules.

15.3 **Specific information required by Listing Rule 7.3**

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

- (a) The Employee Performance Rights will be issued to Mr Ben Donovan (or his nominee/s) none of whom are a related party or a Material Investor of the Company.
- (b) A maximum of 1,000,000 Company Secretary Options will be issued.
- (c) The Company Secretary Options will be exercisable at \$0.006 each and expire on the date that is 5 years from the date of issue and will otherwise be issued on the terms and conditions set out in Schedule 3.
- (d) The Company Secretary Options will be issued no later than 3 months after the date of the Meeting.
- (e) The Company Secretary Options are being issued as part of an incentive component to Mr Donovan's remuneration package, however, the Company Secretary Options will be issued for a nominal issue price of \$0.0001 each. Nominal funds received from the issue of the Company Secretary Options and upon their exercise will be allocated towards the Company's general working capital.
- (f) The Company Secretary Options are not being issued under an agreement.
- (g) A voting exclusion statement is included in the Notice.

15.4 **Additional information**

Resolution 12 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 12.

16. **Resolution 13 – Approval to issue Director Performance Rights**

16.1 **General**

The Company is proposing, subject to obtaining Shareholder approval, to issue up to 13,500,000 Performance Rights to Mr Simon Finnis (or his nominee/s) (**Director Performance Rights**).

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of Mr Finnis in seeking to achieve growth of the Company's projects and in the creation of Shareholder value. The Board believes that the issue of these Director Performance Rights will align the interests of Mr Finnis with those of the Company and its Shareholders. In addition, the Board also believes that incentivising with Performance Rights is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Director Performance Rights to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

The Director Performance Rights are to be issued under the New Plan. A summary of the material terms of the New Plan is in Schedule 6. Subject to the terms and conditions in Schedule 4, the Director Performance Rights will vest as follows:

| Class | Number of Director Performance Rights | Vesting Condition | Vesting Date |
|---------|---------------------------------------|---|--------------|
| Class A | 2,500,000 | <p>Satisfaction of each of the following:</p> <ul style="list-style-type: none"> (a) Completion of a pre-feasibility study on any of the Company's project's to a JORC Code 2012 and AUSIMM compliant standard; (b) Update Heritage and Cultural studies at the McLaren Project and maintain licenses in good standing; and (c) Delineation of a JORC Code 2012 compliant indicated resource of no less than 150Mt @ at a cut-off grade of no less than 4.8% heavy minerals (HM) at any of the Company's projects. | 31 July 2025 |
| Class B | 2,000,000 | Complete a Feasibility Study to acquire 100% of the McLaren mineral resources project with Capex < \$150M for 10 Mtpa project. | 31 July 2026 |
| Class C | 2,000,000 | <p>Satisfaction of each of the following:</p> <ul style="list-style-type: none"> (a) achieve a final investment decision in respect to the McLaren Project; (b) completion of debt or equity financing arrangements, raising | 31 July 2027 |

| | | | |
|---------|-----------|---|--------------|
| | | <p>up to \$50,000,000, so that the McLaren Project is fully funded inclusive of contingency, overrun facility and working capital, to the satisfaction of the Board; and</p> <p>(c) Complete Detailed Design and FEED Engineering in respect to the McLaren Project.</p> | |
| Class D | 3,000,000 | Complete Construction and Commissioning to 90% design capacity of the McLaren Project. | 31 July 2029 |
| Class E | 4,000,000 | The price of the Company's Shares as traded on the ASX achieving a VWAP of at least \$0.40 per Share or more over 20 consecutive trading days on which the Company's Shares have actually traded, and a market capitalisation of at least \$50 million up until the date that is 12 months from the date of issue (commencing after the date of the Meeting). | 31 July 2029 |

The Director Performance Rights have an expiry date of 5 years from the date of issue.

Resolution 13 seeks Shareholder approval pursuant to Listing Rule 10.14 for the issue of up to 13,500,000 Director Performance Rights under the New Plan to Mr Simon Finnis (or his nominee/s).

16.2 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of its Shareholders:

- (a) a director of the entity (Listing Rule 10.14.1);
- (b) an associate of a person referred to in Listing Rule 10.14.1 (Listing Rule 10.14.2); and

- (c) a person whose relationship with the entity or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by Shareholders.

The proposed issue of the Director Performance Rights falls within Listing Rule 10.14.1 (or Listing Rule 10.14.2 if Mr Simon Finnis elects for the Director Performance Rights to be issued to his nominee/s) and therefore requires the approval of Shareholders under Listing Rule 10.14.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Performance Rights as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the Director Performance Rights to Mr Finnis (or his nominee/s) will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1 or the maximum permitted number of Equity Securities issued under Listing Rule 7.2, exception 13(b).

The effect of Shareholders passing Resolution 13 will be to allow the Company to issue the Director Performance Rights to Mr Finnis (or his nominee/s) as part of his remuneration package.

If Resolution 13 is not passed, the Company will not be able to proceed with the issue of the Director Performance Rights to Mr Finnis (or his nominee/s) and the Company will consider other alternative commercial means to incentivise the Mr Finnis, including by the payment of cash, subject to the requirements of the Constitution, Corporations Act and Listing Rules.

16.3 Specific information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Director Performance Rights:

- (a) The Director Performance Rights will be issued under the New Plan to Mr Simon Finnis (or his nominee/s).
- (b) Mr Finnis is a related party of the Company by virtue of being a Director and falls into the category stipulated by Listing Rule 10.14.1. In the event the Director Performance Rights are issued to a nominee of Mr Finnis, that person will fall into the category stipulated by Listing Rule 10.14.2.
- (c) The maximum number of Director Performance Rights to be issued to Mr Finnis (or his nominee/s) is 13,500,000.
- (d) The current total remuneration package for Mr Finnis as at the date of this Notice is set out below:

| Director | Salary and fees (inclusive of superannuation) | Share-based payments | Total |
|--------------|---|-------------------------|------------------|
| Simon Finnis | \$267,600 | Nil | \$267,000 |

- (e) As at the date of this Notice, no Equity Securities have been issued under the New Plan or Existing Plan to Mr Finnis (or his nominee/s).

- (f) The Director Performance Rights will be issued on the terms and conditions in Schedule 4.
- (g) The Board considers that Performance Rights, rather than Shares, are an appropriate form of incentive because the Performance Rights granted will generally only be of benefit if Mr Finnis performs to the level whereby the milestones to the Performance Rights are satisfied. The issue of the Director Performance Rights will therefore further align the interests of Mr Finnis with Shareholders. Additionally, the issue of Director Performance Rights instead of cash is a prudent means of rewarding and incentivising Mr Finnis whilst conserving the Company's available cash reserves.
- (h) An independent valuation of the Director Performance Rights is in Schedule 5, with a summary below:

| Class | Number of Director Performance Rights | Valuation per Director Performance Right | Valuation |
|--------------|---------------------------------------|--|------------------|
| Class A | 2,500,000 | \$0.0343 | \$85,643.16 |
| Class B | 2,000,000 | \$0.0288 | \$57,552.21 |
| Class C | 2,000,000 | \$0.0242 | \$48,343.85 |
| Class D | 3,000,000 | \$0.0171 | \$51,167.13 |
| Class E | 4,000,000 | \$0.0084 | \$33,615.20 |
| TOTAL | 13,500,000 | - | \$276,322 |

- (i) The Director Performance Rights are intended to be issued to Mr Finnis (or his nominee/s) as soon as practicable following the receipt of approval at the Meeting and in any event, will be issued no later than three years after the date of the Meeting if the required approval is received.
- (j) The Director Performance Rights will be issued for nil cash consideration as they will be issued as an incentive component to Mr Finnis' remuneration package.
- (k) A summary of the material terms of the New Plan is in Schedule 6.
- (l) No loan will be provided to Mr Finnis in relation to the issue of the Director Performance Rights.
- (m) Details of any Securities issued under the New Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (n) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the New Plan after Resolution 13 is approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.

- (o) A voting exclusion statement is included in the Notice.

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

A summary of Chapter 2E of the Corporations Act is set out in Section 10.4 above.

The proposed issue of the Director Performance Rights constitutes giving a financial benefit to a related party of the Company.

The Board (other than Mr Simon Finnis who has a personal interest in the outcome of this Resolution) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Performance Rights, because the issue of the Director Performance Rights constitutes reasonable remuneration payable to Mr Finnis and therefore falls within the exception stipulated by section 211 of the Corporations Act.

16.5 **Additional information**

Resolution 13 is an ordinary resolution.

The Board (other than Mr Finnis who has a personal interest in the outcome of this Resolution) recommend that Shareholders vote in favour of Resolution 13.

17. **Resolution 14 – Approval to issue Proposed Placement Shares**

17.1 **General**

The Company is considering conducting a placement (**Proposed Placement**) pursuant to which the Company will issue up to 20,000,000 Shares (**Proposed Placement Shares**).

Under the Proposed Placement, the Company intends to issue up to 20,000,000 Shares to professional and sophisticated investors, none of whom will be a related party of the Company or a Material Investor (**Proposed Placement Participants**) at an issue price of no less than 80% of the 5-day VWAP at the time of issue, the subject of this Resolution 14.

The Proposed Placement Shares represent approximately 21% of the Company's current issued share capital (assuming that all Resolutions in this Notice are passed and no other Shares are issued prior to the issue date of the Proposed Placement Shares).

Resolution 14 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue up to 20,000,000 Proposed Placement Shares to the Proposed Placement Participants.

17.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is contained in Section 8.2 above.

The effect of Shareholders passing Resolution 14 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 14 is passed, the Company can proceed to issue the Proposed Placement Shares or a portion thereof without using up any of the Company's 15% limit on issuing Equity Securities without Shareholder approval under Listing Rule 7.1.

If Resolution 14 is not passed, the Company will not be able to proceed with the issue of up to 20,000,000 Proposed Placement Shares without using its available placement capacity permitted under Listing Rule 7.1.

17.3 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Proposed Placement Shares:

- (a) The Proposed Placement Shares will be issued to the Proposed Placement Participants, who will be sophisticated and institutional investors, and none of whom will be a related party or a Material Investor of the Company. The participants in the Proposed Placement have not been identified, but will be identified through a bookbuild process, which will involve a lead manager seeking expressions of interest to participate in the Proposed Placement from clients of a lead manager.
- (b) A maximum of 20,000,000 Proposed Placement Shares will be issued.
- (c) The Proposed Placement Shares will be 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) Subject to Shareholder approval being received, it is anticipated that the Proposed Placement Shares will be issued within 3 months after the date of the Meeting.
- (e) The Proposed Placement Shares will be issued at a price that is no less than 80% of the 5-day VWAP as at the issue date.
- (f) The proceeds from the issue of the Proposed Placement Shares are intended to be applied towards:
 - (i) ongoing exploration and drilling at the McLaren Project;
 - (ii) exploration on the Company's other silica sand projects;
 - (iii) costs of the Proposed Placement; and
 - (iv) general working capital.
- (g) The Proposed Placement Shares will not be issued pursuant to any agreement.
- (h) A voting exclusion statement is included in the Notice.

17.4 **Additional information**

Resolution 14 is an ordinary resolution.

The Board recommend that Shareholders vote in favour of Resolution 14.

18. **Resolution 15 – Approval of change of Company name**

18.1 **General**

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 15 seeks the approval of Shareholders for the Company to change its name to "McLaren Minerals Limited".

18.2 **Rationale for proposed change**

The Board proposes the change of name to "McLaren Minerals Limited" on the basis that the name change more accurately reflects and acknowledges the nature of the Company's current and future activities.

If approved by Shareholders, the Company's ASX code will change. Once the Company's ASX code has changed, Shareholders will be notified accordingly.

18.3 **Effect of the Resolution**

The proposed name has been reserved by the Company with ASIC. If Resolution 15 is passed the change of name will take effect when ASIC and subsequently ASX alter the details of the Company's Registration.

18.3 **Additional information**

Resolution 15 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).

The Board recommends that Shareholders vote in favour of Resolution 15.

19. **Resolution 16 – Renewal of proportional takeover provisions**

19.1 **General**

Paragraph 2.1(a) of schedule 5 of the Constitution provides that the Company must not register a transfer of shares which would give effect to a contract, resulting from the acceptance of an offer made under a proportional takeover bid unless approved by Shareholders.

Under section 648G of the Corporations Act and paragraph 2.1(b) of schedule 5 of the Constitution, schedule 5 ceases to have effect on the date that is three (3) years after the later of its adoption or renewal.

Resolution 16 seeks to reinstate the provisions of schedule 5 of the Constitution for three (3) years from the date of approval of this Resolution 16.

The Directors consider that it is in the interests of Shareholders for the Company to include a proportional takeover rule and approval is therefore being sought to renew schedule 5 of the Constitution.

A copy of the Constitution is available on the Company's website at <https://allupsilica.com/investors/asx-announcements/>.

19.2 What is a proportional takeover bid

In a proportional takeover bid, the bidder offers to buy a proportion only of each shareholder's shares in the target company.

19.3 Information required by Section 648G of the Corporations Act

(a) Effect of proposed proportional takeover provisions

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

(b) Reasons for proportional takeover provisions

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

(c) Knowledge of any acquisition proposals

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

(d) Potential advantages and disadvantages of proportional takeover provisions

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

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

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

which may assist in deciding whether to accept or reject an offer under the takeover bid.

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

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

19.4 **Recommendation of the Board**

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provisions in the Constitution are in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 16.

19.5 **Additional information**

Resolution 16 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).

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

| | |
|----------------------------------|---|
| \$ or A\$ | means Australian Dollars. |
| 10% Placement Facility | has the meaning given in Section 7.1. |
| 10% Placement Period | has the meaning given in Section 7.2(f). |
| Acquisition Agreement | has the meaning given in Section 11.1. |
| Annual Report | means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2024. |
| Approval Period | has the meaning given in Section 11.3. |
| ASX | means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited. |
| Auditor's Report | means the auditor's report contained in the Annual Report. |
| AWST | means Australian Western Standard Time. |
| Board | means the board of Directors. |
| Chair | means the person appointed to chair the Meeting of the Company convened by the Notice. |
| Class Order | means ASIC Class Order 14/1000. |
| Clause | means a clause of the Constitution. |
| Closely Related Party | means: <ul style="list-style-type: none">(a) a spouse or child of the member; or(b) has the meaning given in section 9 of the Corporations Act. |
| Company | means Allup Silica Limited (to be renamed 'McLaren Minerals Limited') (ACN 163 173 224). |
| Company Secretary Options | means the 1,000,000 Options exercisable at \$0.06 each and expiring on the date that is 5 years from the date of issue, the subject of Resolution 12. |
| Consideration Options | means the 2,000,000 Options exercisable at \$0.20 each, subject to the satisfaction of certain vesting conditions, and expiring on the date that is 5 years from the date of issue, the subject of Resolution 8 |
| Consideration Securities | means the Consideration Shares and Consideration Options. |
| Consideration Shares | means the Milestone 1 Consideration Shares and Milestone 2 Consideration Shares. |

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| Constitution | means the constitution of the Company as at the date of the Meeting. |
| Corporations Act | means the <i>Corporations Act 2001</i> (Cth), as amended. |
| Director | means a director of the Company. |
| Director Options | means the 6,000,000 Options exercisable at \$0.06 each and expiring on the date that is 5 years from the date of issue, the subject of Resolution 11. |
| Director Performance Rights | means the 13,500,000 Performance Rights, the subject of Resolution 13. |
| Director Placement Shares | has the meaning given in Section 8.1. |
| Directors' Report | means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities. |
| Employees | has the meaning given in Section 9.1. |
| Employee Shares | means the 1,500,000 Shares, the subject of Resolution 6. |
| Equity Security | has the same meaning as in the Listing Rules. |
| ESS | means employee share scheme. |
| Existing Plan | has the meaning given in Section 12.4(c). |
| Explanatory Memorandum | means the explanatory memorandum which forms part of the Notice. |
| Financial Report | means the financial report contained in the Annual Report. |
| FS Milestone | has the meaning given in Section 11.2(c)(ii). |
| Initial Milestone | has the meaning given in Section 11.2(b). |
| 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. |
| Lead Manager | means CPS Capital Group Pty Ltd (ACN 088 055 636). |
| Listing Rules | means the listing rules of ASX. |
| Material Investor | means in relation to the Company: <ul style="list-style-type: none"> (a) a related party; |

- (b) Key Management Personnel;
- (c) a substantial Shareholder;
- (d) an advisor; or
- (e) an associate of the above,

who received Shares which constituted more than 1% of the Company's issued capital at the time of issue.

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| McLaren Project | means the McLaren Valuable Heavy Mineral Sands Project near Eucla, WA. |
| Meeting | has the meaning given in the introductory paragraph of the Notice. |
| Milestone 1 Consideration Shares | has the meaning given in Section 11.2(c). |
| Milestone 2 Consideration Shares | has the meaning given in Section 11.2(c). |
| Minimum Issue Price | has the meaning in given in Section 7.2(e). |
| New Plan | means the McLaren Minerals Limited Employee Securities Incentive Plan. |
| New Regime | means the separate regime under Division 1A of Part 7.12 of the Corporations Act for the making of offers in connection with an ESS. |
| Notice | means this notice of annual general meeting. |
| Participating Directors | means Directors John Campbell Smyth, Andrew Haythorpe, and Gavin Ball. |
| PFS Milestone | has the meaning given in Section 11.2(c)(i). |
| Placement | has the meaning given in Section 8.1. |
| Placement Participants | has the meaning given in Section 8.1. |
| Placement Shares | has the meaning given in Section 8.1. |
| Plan Securities | has the meaning given in Section 13.1. |
| Positive Outcome | means there is no technical, commercial or economic impediment to the development of the McLaren Project which cannot be reasonably expected to be able to be overcome in normal circumstances so as to deliver a positive net present value to the McLaren Project. |
| Proposed Placement | has the meaning given in Section 17.1. |
| Proposed Placement Participants | has the meaning given in Section 17.1. |

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|-----------------------------------|---|
| Proposed Placement Shares | has the meaning given in Section 17.1. |
| Proxy Form | means the proxy form made available with the Notice. |
| Remuneration Report | means the remuneration report contained in the Annual Report. |
| Resolution | means a resolution referred to in the Notice. |
| Schedule | means a schedule to the Notice. |
| Section | means a section of the Explanatory Memorandum. |
| Securities | means any Equity Securities of the Company (including Shares, Options and/or Performance Rights). |
| Share | means a fully paid ordinary share in the capital of the Company. |
| Shareholder | means the holder of a Share. |
| Strike | has the meaning in Section 4.1. |
| Tranche 1 Placement Shares | means the 7,750,000 Shares previously issued under the Company's available Listing Rule 7.1 and 7.1A placement capacity, the subject of Resolution 5. |
| Variable A | has the meaning in Section 7.3(d). |
| Vendors | has the meaning given in Section 11.1. |
| VWAP | means volume weighted average market price. |
| Waiver | has the meaning given in Section 11.3. |

Schedule 2 Terms and conditions of Consideration Options

The terms and conditions of the Consideration Options, in this Schedule referred to as '**Options**', are as follows:

1. Key definitions:
 - (a) **Bankable Feasibility Study** means a feasibility study with a Positive Outcome that is of a standard suitable to be submitted to a financial institution as a basis for lending of funds for the development and operation of the mining activities contemplated in the feasibility study and is capable of supporting a decision to mine.
 - (b) **First Vesting Condition** means a Bankable Feasibility Study is completed that results in the Directors making a positive decision to proceed to mine in respect of the Project.
 - (c) **Project** means the McLaren and Eucla West Mineral Sands Project, comprising E69/2388 and E69/2386 located approximately 250km north of Esperance in Western Australia.
 - (d) **Positive Outcome** means there is no technical, commercial or economic impediment to the development of the Project which cannot be reasonably expected to be able to be overcome in normal circumstances so as to deliver a positive net present value to the Project.
 - (e) **Second Vesting Condition** means the price at which sulphatable ilmenite concentrate can be purchased or sold for an amount not less than USD\$500/t.
 - (f) **Vesting Conditions** means the First Vesting Condition and the Second Vesting Condition.
 - (g) **Vesting Date** means the date on which the Vesting Conditions are each satisfied as described in paragraph 4 below.
2. The Options shall be issued at a price of \$0.001 per Option.
3. The exercise price of each Option is \$0.20 (**Exercise Price**).
4. Once the First Vesting Condition has been met, the Options will immediately vest in favour of the Option holder upon the Second Vesting Condition being met.
5. The Options will expire on the date being 5 years from the date of issue (**Expiry Date**) unless earlier exercised.
6. The Options are non-transferable.
7. The Options may be exercised, wholly or in part, by delivering a duly completed form of notice of exercise together with payment for the Exercise Price per Option to the Company at any time after the Vesting Date but otherwise on or before the Expiry Date. Payment may be made as directed by the Company from time to time, which may include by cheque, electronic funds transfer or other methods.
8. The number of Options that may be exercised at one time must not be less than 100,000, unless the Option holder holds less than 100,000 Options in which case all Options must be exercised at one time.
9. Upon the valid exercise of the Options and payment of the Exercise Price, the Company will issue fully paid ordinary shares ranking pari passu with the then issued ordinary shares.

10. If, by the Expiry Date:
 - (a) the Vesting Conditions are not met; or
 - (b) the Options have vested but have not been exercised,
 the Options will lapse.
11. Option holders do not have any right to participate in new issues of securities in the Company made to shareholders generally. The Company will, where required pursuant to the ASX Listing Rules, provide Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the Options, in accordance with the requirements of the Listing Rules.
12. Option holders do not participate in any dividends unless the Options are exercised, and the resultant shares of the Company are issued prior to the record date to determine entitlements to the dividend.
13. In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
 - (a) the number of Options, the Exercise Price of the Options, or both will be reorganised (as appropriate) in a manner consistent with ASX Listing Rules (as applicable at the time of reorganisation), but with the intention that such reorganisation will not result in any benefits being conferred on the holders of the Options which are not conferred on shareholders; and
 - (b) subject to the provisions respect to rounding of entitlements as sanctioned by the meeting of shareholders approving a reorganisation of capital, in all other respects the terms for the exercise of the Options will remain unchanged.
14. If there is a pro rata issue (except a bonus issue), the Exercise price of an Option may be reduced according to the following formula:

$$O^n = O - \frac{E[P-(S+D)]}{N+1}$$

Where:

- Oⁿ** = the new exercise price of the Option;
- O** = the old exercise of the Option;
- E** = the number of underlying securities into which one Option is exercisable;
- P** = the volume weighted average market price per security of the underlying securities during the five trading days ending on the day before the ex right date or the ex entitlements date;
- S** = the subscription price for a security under the pro rata issue;
- D** = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue); and
- N** = the number of securities with rights or entitlements that must be held to receive a right to one security.

15. If there is a bonus issue to holders of shares in the Company, the number of shares which the Option is exercisable may be increased by the number of shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.
16. The terms of the Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such change. However, unless all necessary waivers of the ASX Listing Rules are obtained (where applicable), the terms of the Options shall not be changed to reduce the Exercise Price, increase the number of Options or change any period for exercise of the Options.
17. The Company does not intend to apply for listing of the Options on the ASX.
18. The Company will apply to the ASX for listing of the resulting shares issued upon the exercise of any Options (however, the Company gives no assurance that such quotation will be granted).

Schedule 3 Terms and conditions of Director Options and Company Secretary Options

The terms and conditions of the Director Options and Company Secretary Options, in this Schedule referred to as '**Options**' are as follows:

1. **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. **(Expiry Date)**: Each Option will expire at 5:00pm (AWST) on the date that is 5 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
3. **(Issue Price)**: The Options are being issued for nominal cash consideration of \$0.0001 per Option.
4. **(Exercise Period)**: The Options are exercisable at any time on or prior to the Expiry Date.
5. **(Exercise Price)**: Subject to adjustment in accordance with paragraph 14, the amount payable upon exercise of each Option will be \$0.06 (**Exercise Price**).
6. **(Quotation of the Options)**: The Company will not apply for quotation of the Options on any securities exchange.
7. **(Transferability)**: The Options are not transferable, unless with the Boards consent.
8. **(Notice of Exercise)**: The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and, if applicable, 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.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and, if applicable, the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
9. **(Timing of issue of Shares on exercise)**: Within 5 Business Days after the Exercise Date the Company will, subject to paragraphs 10 and 13:
 - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which, if applicable, cleared funds have been received by the Company; and
 - (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act.
10. **(Restrictions on transfer of Shares)**: If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.
11. **(Timing of application for quotation)** If admitted to the official list of ASX at the time, the Company must apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options within 10 Business Days of the end of the quarter in which the exercise occurred, or within such other time period required by the Listing Rules.

12. **(Shares issued on exercise):** Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
13. **(Takeovers prohibition):**
 - (a) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
14. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
15. **(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.
16. **(Entitlement to dividends):** The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
17. **(Entitlement to capital return):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
18. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
19. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.
20. **(Change in exercise price):** There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).
21. **(Voting rights):** The Options do not confer any right to vote at meetings of members of the Company, except as required by law, during the currency of the Options without first exercising the Options.
22. **(Constitution):** Upon the issue of Shares on exercise of the Options, the holder agrees to be bound by the Company's constitution.

Schedule 4 Terms and conditions of Director Performance Rights

The terms and conditions of the Director Performance Rights, in this Schedule referred to as '**Performance Rights**', are as follows:

1. **(Entitlement)**: Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
2. **(Issue Price)**: The Performance Rights are issued for nil cash consideration.
3. **(Vesting Conditions)**: Subject to the terms and conditions set out below, the Performance Rights will have the vesting conditions (**Vesting Condition**) specified below:

| Class | Number of Director Performance Rights | Vesting Condition | Vesting Date |
|---------|---------------------------------------|--|--------------|
| Class A | 2,500,000 | <p>Satisfaction of each of the following:</p> <p>(d) Completion of a pre-feasibility study on any of the Company's project's to a JORC Code 2012 and AUSIMM compliant standard;</p> <p>(e) Update Heritage and Cultural studies at the McLaren Project and maintain licenses in good standing; and</p> <p>(f) Delineation of a JORC Code 2012 compliant indicated resource of no less than 150Mt @ at a cut-off grade of no less than 4.8% heavy minerals (HM) at any of the Company's projects.</p> | 31 July 2025 |
| Class B | 2,000,000 | Complete a Feasibility Study to acquire 100% of any mineral resources | 31 July 2026 |

| | | | |
|---------|-----------|--|--------------|
| | | project with Capex < \$150M for 10 Mtpa project. | |
| Class C | 2,000,000 | <p>Satisfaction of each of the following:</p> <p>(a) achieve a final investment decision in respect to the McLaren Project;</p> <p>(b) completion of debt or equity financing arrangements, raising up to \$50,000,000 (before costs), so that the McLaren Project is fully funded inclusive of contingency, overrun facility and working capital, to the satisfaction of the Board; and</p> <p>(c) Complete Detailed Design and FEED Engineering in respect to the McLaren Project.</p> | 31 July 2027 |
| Class D | 3,000,000 | Complete Construction and Commissioning to 90% design capacity of the McLaren Project. | 31 July 2029 |
| Class E | 4,000,000 | The price of the Company's Shares as traded on the ASX achieving a VWAP of at least \$0.40 per Share or more over 20 consecutive trading days on which the Company's Shares have actually traded, and a market capitalisation of at least \$50 million up until the date that is 12 months from the date of issue (commencing after the date of the Meeting). | 31 July 2029 |

4. **(Vesting):** Subject to the satisfaction of the relevant Vesting Condition, the Company will notify the Holder in writing (**Vesting Notice**) that a Vesting Condition has been satisfied.
5. **(Expiry Date):** The Performance Rights will expire and lapse on the first to occur of the following:
 - (a) the relevant Vesting Conditions becoming incapable of satisfaction as determined by the Board in its discretion under the New Plan, including but limited to, as a result of the cessation of employment of the holder with the Company (or any of its subsidiary entities); and
 - (b) 5.00pm (AWST) on the date which is 5 years after the date of issue of the Performance Rights,**(Expiry Date).**
6. **(Exercise):** at any time after the Vesting Date, and between receipt of a Vesting Notice and the Expiry Date (as defined in clause 5 above), the holder may apply to exercise Performance Rights, by delivering a signed notice of exercise to the Company Secretary. The holder is not required to pay a fee to exercise the Performance Rights.
7. **(Issue of Shares):** As soon as practicable after the valid exercise of a vested Performance Right, the Company will:
 - (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (b) issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder;
 - (c) if required, and subject to clause 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
8. **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
9. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
10. **(Transferability of the Performance Rights):** The Performance Rights are not transferable, except in exceptional circumstances under the New Plan.
11. **(Leaver):** Where the holder ceases to be an Eligible Participant all unvested Performance Rights will be dealt with in accordance with the terms of the New Plan, whereby the Board will

determine to either permit some or all of the Performance Rights to vest or determine that the unvested Performance Rights be forfeited by the holder.

12. **(Change of Control):** If a Change of Control Event occurs (as defined in the New Plan), or the Board determines that such an event is likely to occur, any unvested Performance Rights will automatically vest.
13. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
14. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
15. **(Quotation of the Performance Rights):** The Company will not apply for quotation of the Performance Rights on any securities exchange.
16. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
17. **(Entitlements and bonus issues):** Subject to the rights under clause 15, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
18. **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.
19. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
20. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
21. **(Takeovers prohibition):**
 - (a) the issue of Shares on exercise of the Performance Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.
22. **(No other rights):** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
23. **(Amendments required by ASX):** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any

directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.

24. **(Plan):** The Performance Rights are issued pursuant to and are subject to the New Plan. In the event of conflict between a provision of these terms and conditions and the New Plan, these terms and conditions prevail to the extent of that conflict.
25. **(Constitution):** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.

Schedule 5 Valuation of Director Performance Rights

The Director Performance Rights, in this Schedule referred to as '**Performance Rights**', have been independently valued according to a Black-Scholes valuation model on the following assumptions:

| Description | Ref | Class A | Class B | Class C | Class D | Class E |
|--------------------------------|-----|---|--|--|--|--|
| Valuation Date | 1 | 11/09/2024 | 11/09/2024 | 11/09/2024 | 11/09/2024 | 11/09/2024 |
| Vesting Date | 2 | 31/07/2025 | 31/07/2025 | 31/07/2025 | 31/07/2025 | 31/07/2025 |
| Expiry Date | 3 | 11/09/2029 | 11/09/2029 | 11/09/2029 | 11/09/2029 | 11/09/2029 |
| Vesting Period | 4 | 0.89 | 1.89 | 2.89 | 4.89 | 4.89 |
| Performance Right Life (years) | 5 | 5.00 | 5.00 | 5.00 | 5.00 | 5.00 |
| Spot Price | 6 | \$0.04 | \$0.04 | \$0.04 | \$0.04 | \$0.04 |
| Exercise Price | 7 | Nil | Nil | Nil | Nil | Nil |
| Expected Future Volatility | 8 | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% |
| Risk Free Rate | 9 | 3.55% | 3.55% | 3.55% | 3.55% | 3.55% |
| Dividend Yield (%) | 10 | Nil | Nil | Nil | Nil | Nil |
| Employee Exit Rate | 11 | 16% | 16% | 16% | 16% | 16% |
| Vesting Conditions | 12 | Satisfaction of each of the following: (a) Completion of a pre-feasibility | Complete a Feasibility Study to acquire 100% of any mineral resources project with | Satisfaction of each of the following: (a) achieve a final investment | Complete Construction and Commissioning to 90% design capacity | The price of the Company's Shares as traded on the ASX achieving a VWAP of at least \$0.40 per |

| | | | | | | |
|---------------|----|--|-------------------------------------|---|-------------------------|--|
| | | <p>study on any of the Company's project's to a JORC Code 2012 and AUSIMM compliant standard;</p> <p>(b) Update Heritage and Cultural studies at the McLaren Project and maintain licenses in good standing; and</p> <p>(c) Delineation of a JORC Code 2012 compliant indicated resource of no less than 150Mt @ at a cut-off grade of no less than 4.8% heavy minerals (HM) at any of the Company's projects.</p> | Capex < \$150M for 10 Mtpa project. | <p>decision in respect to the McLaren Project;</p> <p>(b) completion of debt or equity financing arrangements, raising up to \$50,000,000 (before costs), so that the McLaren Project is fully funded inclusive of contingency, overrun facility and working capital, to the satisfaction of the Board; and</p> <p>(c) Complete Detailed Design and FEED Engineering in respect to the McLaren Project.</p> | of the McLaren Project. | Share or more over 20 consecutive trading days on which the Company's Shares have actually traded, and a market capitalisation of at least \$50 million up until the date that is 12 months from the date of issue (commencing after the date of the Meeting). |
| Amount Issued | 13 | 2,500,000 | 2,000,000 | 2,000,000 | 3,000,000 | 4,000,000 |

| | | | | | | |
|--|------------------|-------------|-------------|-------------|-------------|-------------|
| Value per Performance Right | 12 | \$0.0343 | \$0.0288 | \$0.0242 | \$0.0171 | \$0.0084 |
| Total Value of Performance Rights for each Class | - | \$85,643.16 | \$57,552.21 | \$48,343.85 | \$51,167.13 | \$33,615.20 |
| TOTAL VALUE | \$276,322 | | | | | |

Notes:

1. **Issue/Valuation Date:** The Performance Rights were valued as at 11 September 2024, and the issuance is subject to Shareholder approval at the Meeting.
2. **Vesting Date:** The late date performance criteria can be measured against the appropriate criteria.
3. **Expiry Date:** The Performance Rights expire on 11 September 2029.
4. **Vesting Period:** The period between the anticipated issue date and vesting date.
5. **Performance Rights Life:** The period between the anticipated issue date and Expiry Date.
6. **Stock Price:** This is the spot price of the underlying security as at the date prior to the valuation date of 11 September 2024.
7. **Exercise Price:** Nil.
8. **Expected Future Volatility:** Assessed on the share price volatility of comparable companies by assessing historical volatility over relevant trading periods.
9. **Risk Free Rate:** 3.55% based on the yields of Commonwealth bonds using the period which most closely corresponds to the maximum life of the Performance Rights. The interest rates are measured as the closing rate on the business day prior to the Valuation date, with rates disclosed by the Reserve Bank of Australia. The closing yield applicable for a 5-year bond is 3.55%.
10. **Dividend Yield:** Nil.
11. **Employee Exit Rate:** Based on research conducted in MCSI Inc.'s "Entrenched Board" study conducted in 2015.
12. **Value per Performance Right:** Rounded to fourth decimal place.

Schedule 6 Summary of terms and conditions of New Plan

The following is a summary of the material terms and conditions of the New Plan, in this Schedule referred to as the '**Plan**':

1. **(Eligible Participant):** A person is eligible to participate in the Plan (**Eligible Participant**) if they have been determined by the Board to be eligible to participate in the Plan from time to time and are an "ESS participant" (as that term is defined in Division 1A) in relation to the Company or an associated entity of the Company.

This relevantly includes, amongst others:

- (a) an employee or director of the Company or an individual who provides services to the Company;
- (b) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;
- (c) a prospective person to whom paragraphs (a) or (b) apply;
- (d) a person prescribed by the relevant regulations for such purposes; or
- (e) certain related persons on behalf of the participants described in paragraphs (a) to (d) (inclusive).

2. **(Maximum allocation):** The Company must not make an offer of Securities under the Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:

- (a) the total number of Plan Shares (as defined in paragraph 13 below) that may be issued or acquired upon exercise of the convertible securities offered; plus
- (b) the total number of Plan Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3 year period,

would exceed 10% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.

3. **(Purpose):** The purpose of the Plan is to:

- (a) assist in the reward, retention and motivation of Eligible Participants;
- (b) link the reward of Eligible Participants to Shareholder value creation; and
- (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

4. **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.

5. **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. An

invitation issued under the Plan will comply with the disclosure obligations pursuant to Division 1A.

On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation. A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

6. **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
7. **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

8. **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
9. **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

10. **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
11. **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules: any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

12. **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
13. **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
14. **(Disposal restrictions on Securities):** If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.
15. **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

16. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of

the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

17. **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

18. **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.



ALLUP SILICA

Allup Silica Limited | ABN 47 163 173 224

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 **02.00pm (AWST) on Wednesday, 27 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

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

