



**Future Battery
Minerals Ltd**

FUTURE BATTERY MINERALS LIMITED

ACN 148 966 545

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of Future Battery Minerals Limited will be held at 10.00am (WST) on Tuesday, 26 November 2024 at Level 29, Central Park Tower, 152-158 St Georges Terrace, Perth WA 6000

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Shareholders may vote by directed proxy in lieu of attending the Meeting in person. Proxy Forms for the Meeting should be lodged before 10.00am (WST) Sunday, 24 November 2024.

Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing the questions to info@futurebatteryminerals.com.au by no later than 5.00pm (WST) on Sunday, 24 November 2024.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 6383 7817.

FUTURE BATTERY MINERALS LIMITED

ACN 148 966 545

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Future Battery Minerals Limited (**Company**) will be held at 10.00am (WST) on Tuesday, 26 November 2024 at Level 29, Central Park Tower, 152-158 St Georges Terrace, Perth WA 6000 (**Meeting**).

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

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 Sunday, 24 November 2024 at 10.00am (WST).

The Company advises that a poll will be conducted for all Resolutions.

Terms and abbreviations used in this Notice and the Explanatory Memorandum will, unless the context requires otherwise, have the meaning given to them in Schedule 1.

AGENDA

ANNUAL REPORT

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

1 RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

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

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum."

Voting Prohibition

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

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

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (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 person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the

Chairperson to exercise the proxy, even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2 RESOLUTION 2 – RE-ELECTION OF MR ROBIN COX AS A DIRECTOR

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 article 6.3(c) of the Constitution and for all other purposes, Mr Robin Cox, retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

3 RESOLUTION 3 – ELECTION OF MR NEVILLE POWER AS A DIRECTOR

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 14.4, articles 6.2(c) and 6.3(j) of the Constitution and for all other purposes, Mr Neville Power, appointed as Non-Executive Director effective from 20 November 2023, retires and being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

4 RESOLUTION 4 – ELECTION OF MR ROBERT WAUGH AS A DIRECTOR

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 14.4, articles 6.2(c) and 6.3(j) of the Constitution and for all other purposes, Mr Robert Waugh, appointed as Non-Executive Director effective from 25 June 2024, retires and being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

5 RESOLUTION 5 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO MR ROBERT WAUGH UNDER THE EMPLOYEE INCENTIVE PLAN

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 10.14, Part 2D.2 of the Corporations Act (including sections 200B and 200E of the Corporations Act) and for all other purposes, Shareholders approve the issue of up to 1,500,000 Performance Rights to Mr Robert Waugh (and/or his nominee(s)) under the Employee Incentive Plan on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Employee Incentive Plan or an associate of that person or those persons.

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

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

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

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

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

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

6 RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO MR ROBERT WAUGH

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 10.11 and for all other purposes, Shareholders approve the issue of up to 4,000,000 Options to Mr Robert Waugh (and/or his nominee(s)) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Robert Waugh (and/or his nominee(s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities) or as associate of that person or those persons.

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

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

- (ii) the Shareholder votes on the Resolution in accordance with the directions given by the beneficiary to the Shareholder to vote in that way.

Voting Prohibition

Further, in accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

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

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

7 RESOLUTION 7 – APPOINTMENT OF AUDITOR

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

"That, for the purposes of sections 327B(1)(b) of the Corporations Act and for all other purposes, BDO Audit Pty Ltd of Level 9, Mia Yellagonga Tower 2, Perth, Western Australia, having consented in writing to act as auditor of the Company, be appointed as auditor of the Company, effective immediately."

8 RESOLUTION 8 – APPROVAL OF THE EMPLOYEE INCENTIVE PLAN

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 7.2, exception 13(b) and for all other purposes, Shareholders authorise and approve the renewal of the Company's employee incentive plan (**Employee Incentive Plan**), on the terms and conditions in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is eligible to participate in the Employee Incentive Plan or an associate of that person (or those persons).

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way;
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and

- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

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

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

9 RESOLUTION 9 – APPROVAL OF 10% PLACEMENT CAPACITY

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 of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in the proposed issue or who will obtain a material benefit as a result of the proposed issue of securities (except a benefit solely in the capacity of a holder of ordinary securities in the entity) or an associate of that person (or those persons).

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Note: As at the date of this Notice, it is not known who may participate in any issue of Equity Securities under Resolution 9 and the Company has not approached any Shareholder or identified a class of existing Shareholders to participate in any issue of Equity Securities under the 10% Placement Capacity. Accordingly, no Shareholders are excluded from voting on Resolution 9.

Dated: 23 October 2024

By order of the Board

A handwritten signature in black ink, appearing to read 'Silfia Morton', with a stylized, flowing script.

Silfia Morton
Company Secretary

EXPLANATORY MEMORANDUM

1 INTRODUCTION

This 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 10.00am (WST) on Tuesday, 26 November 2024 at Level 29, Central Park Tower, 152-158 St Georges Terrace, Perth WA 6000 (WST).

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

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

Section 1	Action to be taken by Shareholders
Section 2	Annual Report
Section 3	Resolution 1 – Adoption of the Remuneration Report
Section 4	Resolution 2 – Re-election of Mr Robin Cox as a Director
Section 5	Resolution 3 – Election of Mr Neville Power as a Director
Section 6	Resolution 4 – Election of Mr Robert Waugh as a Director
Section 7	Resolution 5 – Approval to issue Performance Rights to Mr Robert Waugh under the Employee Incentive Plan
Section 8	Resolution 6 – Approval to issue Options to Mr Robert Waugh
Section 9	Resolution 7 – Appointment of Auditor
Section 10	Resolution 8 – Approval of the Employee Incentive Plan
Section 11	Resolution 9 – Approval of 10% Placement Capacity
Schedule 1	Definitions
Schedule 2	Performance Rights Terms and Conditions
Schedule 3	Options Terms and Conditions
Schedule 4	Summary of Employee Incentive Plan
Schedule 5	Nomination of Auditor

A Proxy Form is attached to the Notice.

1 ACTION TO BE TAKEN BY SHAREHOLDERS

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

The Company advises that a poll will be conducted for all Resolutions.

1.1 Proxies

A Proxy Form is attached to the 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 participate in the Meeting (see details below) or, if they are unable to attend, sign and return the Proxy Form to the Company in accordance with the instructions detailed in the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting (subject to the voting exclusions detailed in the Notice).

To vote by proxy, please complete and sign the enclosed Proxy Form and return it by:

(a) **post to:**

Future Battery Minerals Limited

C/- Automic Registry Services

GPO Box 5193

Sydney NSW 2001;

(b) **facsimile to:** Automic Registry Services:

(within Australia) +61 (2) 8583 3040

(outside Australia) – not applicable;

(c) **online at:** <https://investor.automic.com.au/#/loginsahusing> using your secure access information or use your mobile device to scan your personalised QR code on the Proxy Form;

(d) **email to:** meetings@automicgroup.com.au,

so that it is received not later than 10.00AM (WST) on Sunday, 24 November 2024, being at least 48 hours before the Meeting. Proxy Forms received later than this time will be invalid.

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. Where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that body corporate's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

1.2 Attendance at the Meeting

If you attend the Meeting, please bring your personalised Proxy Form with you to assist with registration and (if possible) arrive at the venue 15 to 30 minutes before the start of the Meeting. Representatives from the Company's share registry, Automic Registry Services, will verify your shareholding against the Company's share register and note your attendance. If you do not bring your Proxy Form with you, you will still be able to attend the Meeting but you will need to verify your identity.

2 ANNUAL REPORT

In accordance with section 317(1) of the Corporations Act, the Annual Report must be laid before the annual general meeting. 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://futurebatteryminerals.com.au/>;
- (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 Chairperson about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies of 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 (being, no later than 10.00 AM (WST) on 19 November 2024) to the Company Secretary at the Company's registered office.

3 RESOLUTION 1 – REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Director's Report contains the Remuneration Report which sets out:

- (a) the remuneration policy for the Company; and
- (b) 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.

Shareholders will have the opportunity to remove the whole Board except the Managing Director (if applicable) if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

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) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Remuneration Report did not receive a Strike at the 2023 annual general meeting. Please note if the Remuneration Report receives a Strike at the Meeting and if a second Strike is received at the 2025 annual general meeting, this may result in the re-election of the Board.

The Chairperson will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

Resolution 1 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

4 RESOLUTION 2 – RE-ELECTION OF MR ROBIN COX AS A DIRECTOR

4.1 General

Article 6.3(c) of the Constitution requires one third of all Directors (rounded down to the nearest whole number) to retire at each annual general meeting.

Article 6.3(f) of the Constitution provides that a Director who retires under article 6.3(c) of the Constitution is eligible for re-election.

Resolution 2 provides that Mr Robin Cox retires and seeks re-election as a Director under article 6.3(f) of the Constitution.

Details of the qualifications and experience of Mr Cox are detailed in the Annual Report.

Mr Cox was appointed to the Board on 1 January 2023.

If Resolution 2 is passed, Mr Cox will continue to be a Director.

If Resolution 2 is not passed, Mr Cox will cease to be a Director.

Resolution 2 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

4.2 Board Recommendation

The Board (excluding Mr Robin Cox) supports the re-election of Mr Cox and recommends that Shareholders vote in favour of Resolution 2.

5 RESOLUTION 3 – ELECTION OF MR NEVILLE POWER AS A DIRECTOR

5.1 General

Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office, without re-election, past the next annual general meeting of the entity.

Article 6.1(b) of the Constitution allows the Directors to appoint a person as an addition to the Board at any time, provided that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office until the next general

meeting or annual general meeting (as applicable) of members of the Company and is eligible for re-election at that meeting.

On 20 November 2023, the Company announced the appointment of Mr Neville Power as a Non-Executive Director, effective immediately. Mr Power was appointed as an addition to the Board.

Resolution 3 provides that Mr Power retires and seeks re-election as a Director under article 6.3(j) of the Constitution.

Details of the qualifications and experience of Mr Power are detailed in the Annual Report.

The Board considers that Mr Power, if elected, will be classified as an independent Director.

If Resolution 3 is passed, Mr Power will continue to be a Director.

If Resolution 3 is not passed, Mr Power will cease to be a Director.

Resolution 3 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 3.

5.2 Board Recommendation

The Board (excluding Mr Neville Power) supports the election of Mr Neville Power and recommends that Shareholders vote in favour of Resolution 3.

6 RESOLUTION 4 – ELECTION OF MR ROBERT WAUGH AS A DIRECTOR

6.1 General

Refer to Section 5.1 for a summary of Listing Rule 14.4 and article 6.1(b) of the Constitution.

On 19 June 2024, the Company announced the appointment of Mr Robert Waugh as a Non-Executive Director with effect from 25 June 2024. Mr Waugh was appointed as an addition to the Board.

Resolution 4 provides that Mr Waugh retires from office and seeks re-election as a Director under article 6.3(j) of the Constitution.

Details of the qualifications and experience of Mr Waugh are detailed in the Annual Report.

The Board considers that Mr Waugh, if elected, will be classified as an independent Director.

If Resolution 4 is passed, Mr Waugh will continue to be a Director.

If Resolution 4 is not passed, Mr Waugh will cease to be a Director.

Resolution 4 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

6.2 Board Recommendation

The Board (excluding Mr Robert Waugh) supports the election of Mr Robert Waugh and recommends that Shareholders vote in favour of Resolution 4.

7 RESOLUTION 5 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO MR ROBERT WAUGH UNDER THE EMPLOYEE INCENTIVE PLAN

7.1 General

As detailed above, Mr Robert Waugh was appointed as Non-Executive Director on 25 June 2024. In connection with his appointment, the Company agreed, subject to this Resolution 5 being passed, to issue 1,500,000 Performance Rights to Mr Waugh (and/or his nominee(s)).

Resolution 5 seeks Shareholder approval, pursuant to Listing Rule 10.14 for the issue of 1,500,000 Performance Rights to Mr Waugh (and/or his nominee(s)) under the Employee Incentive Plan.

The Board considers that the grant of Performance Rights to Mr Waugh is a cost effective and efficient reward for the Company to appropriately incentivise Mr Waugh.

Refer to Schedule 2 for the terms and conditions of the Performance Rights. Refer to Schedule 4 for a summary of the material terms of the Employee Incentive Plan.

Unless otherwise determined by the Board, all unvested Performance Rights issued to Mr Waugh will lapse and be cancelled if Mr Waugh ceases to be employed by the Company for any reason other than where Mr Waugh is a Good Leaver.

Resolution 5 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 5.

7.2 Section 200B of the Corporations Act

In accordance with section 200B of the Corporations Act, to give a benefit in connection with a person's retirement from a managerial or executive office, the Company must obtain Shareholder approval in the manner set out in section 200E of the Corporations Act.

Section 200B of the Corporations Act applies where the benefit is given to, among other persons, a person whose details were included in the Director's Report for the previous financial year. The details of Mr Waugh are included in the Director's Report for the 2024 Financial Year.

The term "benefit" is open to a potentially wide interpretation and may include automatic, or accelerated, vesting of share-based payments for a person or the exercise of discretion to allow a person to maintain a benefit they would not otherwise be entitled to retain, on, or as a result of, retirement from their position of employment in a company.

The benefits for which approval is sought under Resolution 5 include benefits that result from the Board exercising the discretions conferred under the terms of the Employee Incentive Plan. In particular, the Board will have the discretion to determine that, when Mr Waugh is no longer an Eligible Participant, some or all of the Performance Rights will not lapse at that time (if they would otherwise lapse), and such Performance Rights may vest or be retained.

One of the benefits for which approval is sought under Resolution 5 is the potential issue or transfer of Shares to Mr Waugh upon conversion of the Performance Rights as a result of the Board exercising a discretion to vest the Performance Rights as termination benefits.

The Company is therefore seeking Shareholder approval under section 200B of the Corporations Act in connection with the potential vesting of the Performance Rights proposed to be granted to Mr Waugh pursuant to Resolution 5.

7.3 Specific Information required by section 200E of the Corporations Act

The following information must be provided to Shareholders for the purposes of obtaining Shareholder approval for the purposes of section 200E of the Corporations Act:

- (a) The value of the benefit relating to the Performance Rights held by Mr Waugh (and/or his nominee (s)) which may arise in connection with his retirement from a managerial or

executive office cannot presently be ascertained. However, matters, events and circumstances that will, or are likely to affect the calculation of that value include:

- (i) the number of Performance Rights held prior to ceasing employment;
 - (ii) the outstanding conditions (if any) of vesting of the Performance Rights and the number that the Board determines to vest, lapse or leave on foot;
 - (iii) the applicable performance measures and the achievement of such measures (and the personal performance of Mr Waugh);
 - (iv) the portion of the relevant performance period for the Performance Rights that have expired at the time Mr Waugh ceases to be employed or engaged by the Company;
 - (v) the circumstances of, or reasons for, ceasing employment with the Company;
 - (vi) the length of service with the Company and performance over that period of time;
 - (vii) any other factors that the Board determines to be relevant when exercising its discretion to provide potential termination benefits to Mr Waugh;
 - (viii) the market price of the Shares on ASX at the relevant time when the amount or value of the Performance Right is determined;
 - (ix) any changes in law; and
 - (x) the risk-free rate of return in Australia and the estimated volatility of Shares on ASX at the relevant time.
- (b) The Company will calculate the value of the benefit at the relevant time based on the above factors and using the Black-Scholes Valuation Model or another appropriate pricing model to value the Performance Rights.

7.4 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Performance Rights to Mr Waugh under the Employee Incentive Plan (and the exercise or conversion of the Performance Rights into Shares) constitutes giving a financial benefit as Mr Waugh is a related party of the Company by virtue of being a Director. The Directors (other than Mr Waugh, given his material person interest in Resolution 5) have considered the application of Chapter 2E of the Corporations Act and have resolved that the reasonable remuneration exception provided by section 211 of the Corporations Act is applicable. Accordingly, the Company will not seek approval for the issue of the Performance Rights pursuant to section 208 of the Corporations Act.

7.5 Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- 10.14.1 a director of the company;
- 10.14.2 an associate of a director of the company; or;

10.14.3 a person whose relationship with the company 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 its shareholders,

unless it obtains the approval of its shareholders.

The issue of Performance Rights to Mr Waugh falls within Listing Rule 10.14.1 above and therefore requires the approval of Shareholders under Listing Rule 10.14.

If Resolution 5 is passed, the Company will be able to proceed with the issue of 1,500,000 Performance Rights to Mr Waugh (and/or his nominee(s)), and pursuant to Listing Rule 7.2 exception 14, the Company may issue the Performance Rights without using up the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of 1,500,000 Performance Rights to Mr Waugh (and/or his nominee(s)), and the Company will have to consider alternative arrangements to incentivise Mr Waugh's continued performance in his role as Non-Executive Director.

7.6 Specific information required by Listing Rule 10.15

The following information in relation to Resolution 5 is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) the Performance Rights will be granted to Mr Waugh, Non-Executive Director (subject to Resolution 4 being passed), and/or his nominee(s);
- (b) Mr Waugh falls within category 10.14.1 of the Listing Rules, as he is a Director;
- (c) the maximum number of Performance Rights to be granted to Mr Waugh (and/or his nominee(s)) is 1,500,000 Performance Rights;
- (d) the current remuneration package for Mr Waugh is detailed below:

Cash Salary Fees (\$)	Share based payments (\$)		Total (\$)
	Performance Rights	Options	
40,000	27,000	22,000	89,000

- (e) Mr Waugh has not previously been issued any Equity Securities under the Employee Incentive Plan;
- (f) the exercise price of the Performance Rights is nil and the expiry date is four (4) years from the date of issue. The Performance Rights are:
 - (i) subject to the material terms summarised in Schedule 2;
 - (ii) are being issued to incentivise the continued performance of Mr Waugh, consistently with the strategic goals and targets of the Company; and
 - (iii) provided the vesting conditions are satisfied, have the value of a Share, as the Performance Rights have no exercise price and do not have market conditions attached to them. Based on the Share price of \$0.018 on 15 October 2024 and if the vesting condition is satisfied, the total value attributed to the Performance Rights to be issued to Mr Waugh (and/or his nominee(s)) would be approximately \$27,000;
- (g) the Performance Rights are intended to be granted within one month after the date of the Meeting, and by no later than three years following the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);

- (h) the Performance Rights will be issued for nil cash consideration. No loans will be provided to Mr Waugh in relation to the acquisition of the Performance Rights (and the acquisition of Shares on conversion of the Performance Rights) under the Employee Incentive Plan;
- (i) the material terms of the Employee Incentive Plan are summarised in Schedule 4; and
- (j) the Company notes that:
 - (i) details of any Equity Securities issued under the Employee Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14; and
 - (ii) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Equity Securities under the Employee Incentive Plan after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule; and
- (k) a voting exclusion statement for Resolution 5 is included in the Notice.

7.7 Board Recommendation

The Board (excluding Mr Robert Waugh) recommends that Shareholders vote in favour of Resolution 5.

8 RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO MR ROBERT WAUGH

8.1 General

As part of the Mr Robert Waugh's engagement as Non-Executive Director, the Company has agreed, subject to Resolution 6 being passed, to issue an aggregate of 4,000,000 Options to Mr Waugh (and/or his nominee(s)) (in addition to the Performance Rights the subject to Resolution 5).

The Company is proposing to issue:

- (a) 2,000,000 Tranche 1 Options exercisable at \$0.10, with an expiry date 4 years from the date of issue; and
- (b) 2,000,000 Tranche 2 Options exercisable at \$0.14, with an expiry date 4 years from the date of issue.

Resolution 6 seeks Shareholder approval pursuant to and in accordance with Listing Rule 10.11 and for all other purposes for the grant of Options to Mr Waugh (and/or his nominee(s)).

The Options contemplated by Resolution 6 are proposed to be issued to Mr Waugh (and/or his nominee(s)) to align the long-term goals of Mr Waugh with that of Shareholders and to establish an incentive for Mr Waugh to provide ongoing dedicated services to the Company. The Options are intended to provide remuneration to the Directors (and/or their nominee(s)) that is linked to the performance of the Company. The benefit would only be received from the Options upon the Share price exceeding the exercise price of the Options and thereby warranting their exercise.

Under the Company's circumstances, the Directors consider that issue of Options is a cost effective and efficient reward and incentive for Mr Waugh, as opposed to alternative forms of incentive such as the payment of cash compensation. In addition, the Directors consider it prudent to remunerate the Directors by way of Options so as to preserve the cash reserves of the Company.

The Board has determined the exercise price of the Options with regard to the market value of the Shares, and considers the price to be a suitable premium to meet the objectives of the proposed grant of Options as outlined above. If all of the 4,000,000 Options are exercised, then based on the Company's current Shares on issue, the Options would represent only 0.6% of the issued capital of the Company.

The terms and conditions of the Options to be issued to Mr Waugh (and/or his nominee(s)) are summarised in Schedule 3.

Resolution 6 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 6.

8.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is provided in Section 7.4.

The issue of Options (and the exercise of the Options into Shares) constitutes giving a financial benefit as Mr Waugh is a related party of the Company by virtue of being a Director. The Directors (other than Mr Waugh, given his material personal interest in Resolution 6) have considered the application of Chapter 2E of the Corporations Act and have resolved that the reasonable remuneration exception provided by section 211 of the Corporations Act is applicable. Accordingly, the Company will not seek approval for the issue of the Options pursuant to section 208 of the Corporations Act.

8.3 Listing Rule 10.11

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

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

unless it obtains shareholder approval.

The issue of Options to Mr Waugh falls within Listing Rule 10.11.1 and therefore, requires the approval of Shareholders under Listing Rule 10.11.

If Resolution 6 is passed, the Company will be able to proceed with the issue of 4,000,000 Options to Mr Waugh (and/or his nominee(s)), and pursuant to Listing Rule 7.2 exception 14, the Company may issue the Options without using the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of 4,000,000 Options to Mr Waugh (and/or his nominee(s)), and the Company will consider alternative arrangements to incentivise Mr Waugh's continued performance in his role as Non-Executive Director.

8.4 Specific information required by Listing Rule 10.13

Listing Rule 10.13 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval for the grant of Options to Mr Waugh (and/or his nominee(s)):

- (a) the Options will be granted to Mr Waugh, Non-Executive Director, and/or his nominee(s);
- (b) Mr Waugh falls within category 10.11.1 of the Listing Rules, as he is a Director;

- (c) the maximum number of Options to be granted to Mr Waugh (and/or his nominee(s)) is 4,000,000 Options;
- (d) the current remuneration package of Mr Waugh is detailed below:

Cash Salary & Fees (\$)	Share based payments (\$)		Total (\$)
	Performance Rights	Options	
40,000	27,000	22,000	89,000

- (e) the Exercise Price and Expiry Date of the Options are as follows:

Tranche	Number of Options	Exercise Price	Expiry Date
1	2,000,000	\$0.10	4 years from the date of issue
2	2,000,000	\$0.14	4 years from the date of issue
Total	4,000,000		

- (f) the Options have the terms detailed in Schedule 3;
- (g) the Options are intended to be granted within one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (h) the Options will be granted for nil cash consideration and no funds will be raised via the issue of the Options; and
- (i) a voting exclusion statement for Resolution 6 is included in the Notice.

8.5 Board Recommendation

The Board (excluding Mr Robert Waugh) recommends that Shareholders vote in favour of Resolution 6.

9 RESOLUTION 7 – APPOINTMENT OF AUDITOR

9.1 General

Resolution 7 seeks Shareholder approval for the appointment of BDO Audit Pty Ltd (**BDO**) as the auditor of the Company.

The appointment of BDO follows the resignation of BDO Audit (WA) Pty Ltd as auditor and ASIC's consent to the resignation.

Pursuant to section 327C(1) of the Corporations Act, the Directors appointed BDO to fill the vacancy in the office of auditor. ASIC consented to the appointment of BDO as the Company's auditor.

Under section 327C(2) of the Corporations Act, an auditor who has been appointed under section 327C(1) of the Corporations Act only holds office until the company's next annual general meeting.

In accordance with section 327B(1)(b) of the Corporations Act, the Company seeks Shareholder approval to appoint BDO as auditor to fill the vacancy in the office of auditor.

The Company has received a written notice of nomination from a Shareholder for BDO to be appointed as the Company's auditor. In accordance with section 328B(3) of the Corporations Act, a copy of the notice of nomination is included in Schedule 5.

BDO has consented to act in the capacity of auditor, subject to the passing of Resolution 7, and all other requirements of the Corporations Act in relation to the appointment of an auditor have been, or at the date of this Notice are being met.

Resolution 7 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 7.

9.2 Board Recommendation

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

10 RESOLUTION 8 – APPROVAL OF EMPLOYEE INCENTIVE PLAN

10.1 Background

The employee and officer incentive plan known as the Future Battery Minerals Limited Employee Incentive Plan (**Employee Incentive Plan**) enables the Company to grant Shares, Performance Rights, Options and Shares upon the conversion or exercise of Performance Rights and Options (**Employee Incentives**) to be issued to eligible Directors, employees and service providers of the Company (**Eligible Participants**).

The Employee Incentive Plan was last approved at the annual general meeting of the Company held on 22 November 2023 (**2023 AGM**) and, for the purposes of Listing Rule 7.2 (exception 13), is due to be renewed in November 2026. Shareholders approved a maximum of 50,990,599 Employee Incentives to be issued under the Employee Incentive Plan at the 2023 AGM.

Resolution 8 seeks Shareholder approval pursuant to Listing Rule 7.2, exception 13(b), to approve the Employee Incentive Plan, and to enable Shares, Options and Performance Rights (and Shares upon conversion or exercise of those Performance Rights or Options) to be issued under the Employee Incentive Plan to Eligible Participants to be exempted from Listing Rule 7.1 for a period of three years from the date on which Resolution 8 is passed.

A summary of the Employee Incentive Plan, to be approved pursuant to Resolution 8, is detailed in Schedule 4. Additionally, a copy of the Employee Incentive Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Employee Incentive 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.

No Directors will receive Equity Securities pursuant to Resolution 8 without Shareholder approval under Listing Rule 10.14 in respect of any future issues of Employee Incentives under the Employee Incentive Plan to a Director or any other related party or person whose relationship with the Company or related party is, in ASX's opinion, such that approval should be obtained.

The Employee Incentive Plan is intended to assist the Company to attract and retain key staff. The Board believes that grants made to Eligible Participants under the Employee Incentive Plan will provide a powerful tool to underpin the Company's employment and engagement strategy, and the Employee Incentive Plan will:

- (a) enable the Company to incentivise and retain existing Key Management Personnel needed to achieve the Company's business objectives;
- (b) enable the Company to recruit, incentivise and retain additional Key Management Personnel needed to achieve the Company's business objectives;
- (c) link the reward of key staff with the achievement of strategic goals and long-term performance of the Company;

- (d) align the financial interest of Eligible Participants of the Employee Incentive Plan with those of Shareholders; and
- (e) provide incentives to participants under the Employee Incentive Plan to focus on superior performance that creates Shareholder value.

Resolution 8 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 8.

10.2 Listing Rule 7.1 and Listing Rule 7.1 (exception 13)

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12-month period any Equity Securities, or other Equity Securities with rights to convert to equity (such as an Option or Performance Right), if the number of those Equity Securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.2 (exception 13) provides an exception to Listing Rule 7.1. The effect of Shareholder approval under Listing Rule 7.2 (exception 13) is that any issues of Employee Incentives under the Employee Incentive Plan are treated as having been made with the approval of Shareholders for the purposes of Listing Rule 7.1. Approval under Listing Rule 7.2 (exception 13) lasts for a period of three years.

If Resolution 8 is passed, the Company will be able to issue Employee Incentives to Eligible Participants under the Employee Incentive Plan without using the Company's 15% placement capacity under Listing Rule 7.1. However, the Company will be required to seek Shareholder approval for the issue of any Employee Incentives issued under the Employee Incentive Plan to eligible Directions pursuant to Listing Rule 10.14.

If Resolution 8 is not passed, the Company may still issue Employee Incentives to Eligible Participants under the Employee Incentive Plan but any issue of Employee Incentives under the Employee Incentive Plan will effectively reduce the Company's 15% placement capacity for 12 months following the issue of the Employee Incentives.

10.3 Specific information required by Listing Rule 7.2

The following information in relation to Resolution 8 is provided to Shareholders for the purposes of Listing Rule 7.2 (exception 13):

- (a) the material terms of the Employee Incentive Plan are summarised in Schedule 4;
- (b) since the adoption of the Employee Incentive Plan at the 2023 AGM, a total of 41,500,000 Employee Incentives have been issued under the Employee Incentive Plan;
- (c) the maximum number of Equity Securities that can be issued under the Employee Incentive Plan following Shareholder approval is 99,803,389, which is equivalent to 15% of the Company's issued share capital at the date of the Notice; and
- (d) a voting exclusion statement is included in the Notice for Resolution 8.

10.4 Board Recommendation

The Board is excluded from voting Resolution 8 pursuant to the Listing Rule as they are eligible to participate under the Employee Incentive Plan. Accordingly, the Board declines to make a recommendation to Shareholders on Resolution 8.

11 RESOLUTION 9 – APPROVAL OF 10% PLACEMENT CAPACITY

11.1 General

Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital without using that company's 15% placement capacity under Listing Rule 7.1 (**10% Placement Capacity**).

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a market capitalisation equal to or less than A\$300,000,000.

As at the date of the Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately A\$11.98 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 15 October 2024). If on the date of the Meeting, the Company's market capitalisation exceeds A\$300,000,000 or the Company has been included in the S&P/ASX 300 Index, then Resolution 9 will no longer be effective and must be withdrawn.

The Company is seeking Shareholder approval to issue Equity Securities under the 10% Placement Capacity. The number of Equity Securities to be issued under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 11.2(c)).

If Resolution 9 is passed, the Company will be able to issue Equity Securities under Listing Rule 7.1A up to 10% of its issued share capital over a 12 month period after the Meeting, in addition to the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to access the 10% Placement 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 under Listing Rule 7.1.

Resolution 9 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 Chairperson intends to exercise all available proxies in favour of Resolution 9.

11.2 Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Capacity is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

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

The Company, as at the date of the Notice, has on issue one quoted classes of Equity Securities, being Shares.

(c) Formula for calculating 10% Placement Capacity

Listing Rule 7.1A.2 provides that Eligible Entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

- A** is the number of Shares on issue at the commencement of the relevant period:
- (A) plus the number of 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 Shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (I) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (II) 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 7.4;
 - (C) plus the number of Shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (I) the agreement was entered into before the commencement of the relevant period; or
 - (II) the agreement was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;
 - (D) plus the number of any other Shares issued in the relevant period with approval under Listing Rule 7.1 or 7.4;
 - (E) plus the number of partly paid ordinary shares that became fully paid in the relevant period;
 - (F) less the number of Shares cancelled in the relevant period.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

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 has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 665,355,928 Shares and therefore has a capacity to issue:

- (i) 99,803,389 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 9, 66,535,592 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 11.2(c)).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 11.2(e)(i) above, the date on which the Equity Securities are issued.
- (f) **10% Placement Period**
- Shareholder approval of the 10% Placement Capacity under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:
- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
 - (ii) the time and date of the entity'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),
- (the **10% Placement Period**).

11.3 Effect of Resolution

The effect of Resolution 9 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

11.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities 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; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 9 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of listed Options, only if the listed Options are exercised). 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;
- (c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A(2) as at 15 October 2024.
- (d) The table also shows:

- (i) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.009 50% decrease in Issue Price	\$0.018 Issue Price	\$0.036 100% increase in Issue Price
Current Variable A 665,355,928 Shares	10% Voting Dilution	66,535,593	66,535,593	66,535,593
	Funds raised	\$598,820	\$1,197,641	\$2,395,281
50% increase in current Variable A 998,033,892 Shares	10% Voting Dilution	99,803,389	99,803,389	99,803,389
	Funds raised	\$898,231	\$1,796,461	\$3,592,922
100% increase in current Variable A 1,330,711,856 Shares	10% Voting Dilution	133,071,186	133,071,186	133,071,186
	Funds raised	\$1,197,641	\$2,395,281	\$4,790,563

The table has been prepared on the following assumptions:

- (iii) The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity.
- (iv) No Options (including any Options issued under the 10% Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.
- (v) 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%.
- (vi) 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 Capacity, based on that Shareholder's holding at the date of the Meeting.
- (vii) 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.
- (viii) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares.

- (ix) The issue price is \$0.018, being the closing price of the Shares on ASX on 15 October 2024.
- (e) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 9 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (f) The Company may seek to issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards the acquisition of new assets or investments (including expenses associated with such an acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.
- (g) The Company will comply with the disclosure obligations under Listing Rules 3.10.3 and 7.1A(4) upon issue of any Equity Securities.
- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the subscribers 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 issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (i) The subscribers under the 10% Placement Capacity have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.
- (j) In the 12 months preceding the date of the Meeting, the Company has issued a total of 24,527,512 Equity Securities under Listing Rule 7.1A.2 which represents approximately 4.81% of the total number of Equity Securities on issue at the commencement of the 12-month period, 22 November 2023. Details of each issue of Equity Securities by the Company during the 12 months preceding the date of the Meeting under Listing Rule 7.1A.2 are set out below:

Date of Issue	5 April 2024
Issued to or basis of issue	Institutional, sophisticated and professional identified by the joint lead managers, Aitken Mount Capital Partners, Canaccord Genuity (Australia) Limited and Unified Capital Partners.
Equity Securities issued	24,527,512 Shares
Issue price per Equity Security	\$0.055
Discount of issue price to closing market price on date of agreement	1.8% discount to the last closing price of \$0.056 per Share on 26 March 2024.
Total cash consideration, amount of cash spend and	\$1,349,013 (before costs)

- (k) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2023 annual general meeting.
- (l) A voting exclusion statement is included in the Notice for Resolution 9.
- (m) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

11.5 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 9.

Schedule 1 – Definitions

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

\$ means Australian Dollars.

2024 Financial Year means the financial year ending 30 June 2024.

10% Placement Capacity has the meaning given in Section 11.1.

10% Placement Period has the meaning given in Section 11.2(f).

2023 AGM has the meaning given in Section 10.1.

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

Applicable Law means any one or more or all (as the context requires) of:

- (a) the Corporations Act;
- (b) the Listing Rules;
- (c) the Constitution;
- (d) any relevant practice note, policy statement, regulatory guide, class order, declaration, guideline, policy, procedure, ruling, judicial interpretation or other guidance note made to clarify, expand or amend (a), (b) and (c) above;
- (e) any other legal requirement (including, without limitation, the rules of the general law) that applies to the Employee Incentive Plan; and
- (f) in respect of acquisition or disposals of any Shares, any formal policy relating to dealings in Shares adopted by the Board from time to time, including the Company's Share Trading Policy.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

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

BDO means BDO Audit Pty Ltd.

Board means the board of Directors of the Company.

Chairperson means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Future Battery Minerals Limited ACN 148 966 545.

Constitution means the constitution of the Company as amended from time to time.

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

Director means a director of the Company.

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

Eligible Entity has the same meaning as in the Listing Rules.

Eligible Participant has the meaning given in Section 10.1.

Equity Securities has the meaning given in the Listing Rules.

Employee Incentives has the meaning given in Section 10.1.

Employee Incentive Plan has the meaning given in Section 10.1.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

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

Good Leaver means a Participant who ceases to be an Eligible Participant in any of the following circumstances:

- (a) the Participant and the Board have agreed in writing that the Participant has entered into bona fide retirement;
- (b) the Participant and the Board have agreed in writing that the Participant's role has been made redundant;
- (c) the Participant is resigning after at least 3 years of service to the Company;
- (d) the Participant's role has been terminated without cause;
- (e) the Board has determined (in its sole and absolute discretion) that:
 - (i) Special Circumstances apply to the Participant; or
 - (ii) the Participant is not longer able to perform their duties under their engagement or employment arrangements with the Company due to poor health, injury or disability;
- (f) the Participant's death; or
- (g) any other circumstances determined by the Board in writing.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the listing rules of ASX.

Managing Director means the managing director of the Company.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Option means an option which entitles the holder to subscribe for a Share.

Participant means:

- (a) an Eligible Participant who has been granted Employee Incentives under the Employee Incentive Plan; or
- (b) where an Eligible Participant has made a nomination:
 - (i) the Eligible Participant; or
 - (ii) the nominee of the Eligible Participant who has been granted Employee Incentives under the Employee Incentive Plan.

Performance Period means the period in which the Vesting Conditions must be satisfied in respect of an Employee Incentive.

Performance Rights means a right to acquire a Share.

Proxy Form means the proxy form attached to the Notice.

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

Resolution means a resolution detailed in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a holder of one or more Shares in the Company.

Special Circumstances means the total and permanent disablement of the Participant such that the Participant is unlikely ever to engage in any occupation for which the Participant is reasonably qualified by education, training or experience.

Strike has the meaning given in Section 3.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Vesting Condition has the meaning given in Section 7.1.

VWAP means the volume weighted average price.

WST means Australian Western Standard Time.

Schedule 2 – Performance Rights Terms and Conditions

1 Entitlement

Each Performance Right confers that vests entitles the holder (**Holder**) to redeem the Performance Right during the redemption period (without having to pay any cash consideration) for one Share.

2 Performance Rights

The Performance Rights are subject to the Vesting Condition detailed below.

Number of Performance Rights	Vesting Condition	Performance Period	Expiry Date
1,500,000	Mr Robert Waugh continues his service as a Non-Executive Director from the date of issue of the Performance Rights to the date that is 12 months from the issue date.	12 months from the issue date.	4 years from the issue date.

3 Redemption Period

Performance Rights that vest on the relevant vesting date may each be redeemed for a Share at any time during the subsequent redemption period (**Redemption Period**), by the Holder in accordance with clause 5 below.

The Performance Rights have a three year Redemption Period following the relevant vesting date. A vested Performance Right not redeemed by its Holder by the end of the Redemption Period will be automatically cancelled for nil consideration.

4 Notice of Redemption of vested Performance Rights

A Holder of a vested Performance Right who continues to be a Director (or who is the nominee of a continuing Director) has the right to redeem vested Performance Rights for a number of Shares as are equal to the number of such vested Performance Rights on written notice given to the Company prior to the end of the Redemption Period. Those Performance Rights will automatically be cancelled upon their redemption.

5 Timing of the Issue of Shares and Quotation

Within five (5) business days after the later of the following:

- receipt by the Company of a notice of redemption of vested Performance Rights given in accordance with clause 4; and
- when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information (if there is no such information the relevant date will be five (5) business days after the date of receipt of a notice of redemption as set out in clause (a) immediately above),

the Company will:

- allot and issue the Shares pursuant to the vesting of the Performance Rights;
- as soon as reasonably practicable and if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge

with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (e) apply for official quotation on ASX of Shares issued pursuant to the redemption of the Performance Rights.

6 Shares Issued

Shares issued on the satisfaction of the Vesting Condition attaching to the Performance Rights rank equally with all existing Shares.

7 Quotation of the Shares Issued on Exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the vesting of the Performance Rights.

8 Reorganisation

If there is any reorganisation of the issued share capital of the Company, the terms of Performance Rights and the rights of the Holder who holds such Performance Rights will be varied, including an adjustment to the number of Performance Rights, in accordance with the Listing Rules that apply to the reorganisation at the time of the reorganisation.

9 Holder Rights

A Holder of the Performance Rights is not entitled to:

- (a) notice of, or to vote or attend at, a meeting of the Shareholders;
- (b) receive any dividends declared by the Company;
- (c) any right to a return of capital, whether in winding up of the Company, upon a reduction of capital in the Company or otherwise;
- (d) participate in any new issues of securities offered to Shareholders during the term of the Performance Rights; or
- (e) cash for the Performance Rights or any right to participate in surplus assets or profits of the Company on winding up,

unless and until the Performance Rights are satisfied and the Holder holds Shares.

10 Pro Rata Issue of Securities

If during the term of any Performance Right, the Company makes a pro rata issue of securities to the Shareholders by way of a rights issue, a Holder shall not be entitled to participate in the rights issue in respect of any Performance Rights, only in respect of Shares issued in respect of vested Performance Rights.

A Holder will not be entitled to any adjustment to the number of Shares they are entitled to or adjustment to any performance milestone which is based, in whole or in part, upon the Company's share price, as a result of the Company undertaking a rights issue.

11 Adjustment for Bonus Issue

If, during the term of any Performance Right, securities are issued pro rata to Shareholders generally by way of bonus issue, the number of Shares to which the Holder is then entitled, shall be increased by that number of securities which the Holder would have been issued if the Performance Rights then held by the Holder were vested immediately prior to the record date for the bonus issue.

12 Change of Control

- (a) For the purposes of these terms and conditions, a "Change of Control Event" occurs if:

- (i) the Company announces that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, or any reconstruction, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement;
 - (ii) a Takeover Bid:
 - (A) is announced;
 - (B) has become unconditional; and
 - (C) the person making the Takeover Bid has a relevant interest (as that term is defined in the Corporations Act) (**Relevant Interest**) in fifty percent (50%) or more of the issued Shares;
 - (iii) any person acquires a Relevant Interest in fifty and one-tenths percent (50.1%) or more of the issued Shares by any other means; or
 - (iv) the announcement by the Company that a sale or transfer (in one transaction or a series of related transactions) of the whole or substantially the whole of the undertaking and business of the Company has been completed.
- (b) Where a Change of Control Event has (i) occurred or (ii) been announced by the Company, all granted Performance Rights which have not yet vested or lapsed shall automatically and immediately vest, regardless of whether any performance milestone has been satisfied.

13 **Quotation**

The Company will not seek official quotation of any Performance Rights.

14 **Performance Rights Not Property**

A Holder's Performance Rights are personal contractual rights granted to the Holder only and do not constitute any form of property.

15 **No Transfer of Performance Rights**

Unless otherwise determined by the Board, Performance Rights cannot be transferred to or vest in any person other than the Holder.

16 **Employee Incentive Plan**

The Performance Rights will be issued under the Employee Incentive Plan.

Schedule 3 – Option Terms and Conditions

1 Entitlement

Each Option entitles the holder (**Holder**) to subscribe for one fully paid ordinary share in the capital of Future Battery Minerals Limited (ACN 148 966 545) (**Share**) (**Company**) upon exercise (**Option**).

2 Exercise Price and Expiry Date

The exercise prices of the Options (**Exercise Price**) are as follows:

Tranche	Number of Options	Exercise Price	Expiry Date
1	2,000,000	\$0.10	4 years from issue date
2	2,000,000	\$0.14	4 years from issue date

3 Exercise Period

Each Option is exercisable at any time prior to the Expiry Date. After this time, any unexercised Options will automatically lapse.

4 Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the applicable Exercise Price for each Option being exercised. Any exercise form for an Option (**Option Exercise Form**) received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

5 Cashless Exercise of Options

- (a) Subject to item 5(b), the holder may elect to pay the Exercise Price for each Option by setting off the total Exercise Price against the number of Shares which they are entitled to receive upon exercise (**Cashless Exercise Facility**). By using the Cashless Exercise Facility, the holder will receive Shares to the value of the surplus after the Exercise Price has been set off.
- (b) If the holder elects to use the Cashless Exercise Facility, the holder will only be issued that number of Shares (rounded down to the nearest whole number) as is equal in value to the difference between the total Exercise Price otherwise payable for the Options on the Options being exercised and the then market value of the Shares at the time of exercise calculated in accordance with the following formula:

$$S = \frac{O \times (MSP - EP)}{MSP}$$

Where:

S = Number of Shares to be issued on exercise of the Options

O = Number the Options being exercised

MSP = Market value of the Shares calculated using the volume weighted average of the Shares on ASX for the five trading days immediately prior to (and excluding) the date of the Notice of Exercise

EP = Exercise Price

- (c) If the difference between the total Exercise Price otherwise payable for the Options on the Options being exercised and the then market value of the Shares at the time of exercise

(calculated in accordance with item 5(b)) is zero or negative, then the holder will not be entitled to use the Cashless Exercise Facility.

6 Minimum Exercise

Options must be exercised in multiples of one thousand (1,000) unless fewer than one thousand (1,000) Options are held by a Holder.

7 Shares Issued on Exercise

Shares issued on exercise of the Options rank equally with the existing Shares on issue and will be free of all encumbrances, liens and third party interests.

8 Quotation of the Shares

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

9 Timing of the Issue of Shares and Quotation

Within five (5) business days after the later of the following:

- (a) receipt of a Notice of Exercise and payment of the applicable Exercise Price for each Option being exercised in accordance with clause 4; and
- (b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information the relevant date will be the date of receipt of a Notice of Exercise as detailed in clause 4 above),

the Company will:

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

If, for any reason, a Notice of Exercise delivered under clause 4 is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

10 Participation in New Issues

A Holder who holds Options is not entitled to:

- (a) notice of, or to vote or attend at, a meeting of the shareholders;
- (b) receive any dividends declared by the Company; or
- (c) participate in any new issues of securities offered to shareholders during the term of the Options,

unless and until the Options are exercised and the Holder holds Shares.

11 **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 Holder would have received if the Holder of an Option had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

12 **Adjustment for Rights Issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

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

where:

- O' = the new Exercise Price of the Option.
- O = the old Exercise Price of the Option.
- E = the number of underlying Shares into which one Option is exercisable.
- P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 Trading Days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price of a Share under the pro rata issue.
- D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).
- N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

13 **Adjustments for Reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Holder may be varied to comply with the Listing Rules that apply to the reconstruction at the time of the reconstruction.

14 **Quotation**

The Company will not seek official quotation of any Options.

15 **Transferability**

The Options are not transferable.

16 **Lodgement Requirements**

Cheques shall be in Australian currency made payable to the Company and crossed 'Not Negotiable'. The application for Shares on the exercise of the Options.

Schedule 4 – Summary of Employee Incentive Plan

The terms of the Employee Incentive Plan (**Plan**) are summarised below. A copy of the Plan can be obtained by contacting the Company.

Definitions

1 For the purposes of the Plan:

1.1 **Eligible Participant** means:

1.1.1 Directors and Employees who are determined by the Board in its sole and absolute discretion to be eligible to receive grants of Employee Incentives; or

1.1.2 any other person who is determined by the Board in its sole and absolute discretion to be eligible to receive grants of Employee Incentives.

1.2 **Employee** means an employee or service provider of the Company or any of its subsidiaries.

1.3 **Employee Incentive** means any:

1.3.1 Share, Option or Performance Right granted, issued or transferred; or

1.3.2 Share(s) issued pursuant to the exercise of an Option or conversion of a Performance Right,

under the Plan.

1.4 **Participant** means:

1.4.1 an Eligible Participant who has been granted Employee Incentives under the Plan; or

1.4.2 where an Eligible Participant has made a nomination:

(a) the Eligible Participant; or

(b) the nominee of the Eligible Participant who has been granted Employee Incentives under the Plan,

as the context requires.

1.5 **Good Leaver** means a Participant who ceases to be an Eligible Participant in any of the following circumstances:

1.5.1 the Participant and Board have agreed in writing that the Participant has entered into bona fide retirement;

1.5.2 the Participant and the Board have agreed in writing that the Participant's role has been made redundant;

1.5.3 the Participant is resigning after at least 3 years of service to the Company;

1.5.4 the Participant's role has been terminated without cause;

1.5.5 the Board has determined (in its sole and absolute discretion) that:

(a) Special Circumstances apply to the Participant; or

(b) the Participant is no longer able to perform their duties under their engagement or employment arrangements with the Company due to poor health, injury or disability;

1.5.6 the Participant's death; or

1.5.7 any other circumstance determined by the Board in writing.

1.6 **Bad Leaver** means a Participant who ceases to be an Eligible Participant and does not meet the Good Leaver criteria.

1.7 **Special Circumstance** means the total and permanent disablement of the Participant such that the Participant is unlikely ever to engage in any occupation for which the Participant is reasonably qualified by education, training or experience.

1.8 **Vesting Conditions** means any condition(s) (as specified in the Offer and determined by the Board in its sole and absolute discretion) which must be satisfied or waived prior to the Employee Incentives vesting in a Participant.

Participation

2 The Board may from time to time in its sole and absolute discretion determine that an Eligible Participant may participate in the Plan.

3 Following determination that an Eligible Participant may participate in the Plan, the Board may at any time, and from time to time, make an Offer to the Eligible Participant.

Offer

4 The manner, form, content, timing and frequency of Offers will be as determined by the Board in its sole and absolute discretion.

5 An Offer must be set out in an Offer Letter delivered to the Eligible Participant. The Offer Letter may specify (as determined by the Board):

5.1 the number of Shares, Options or Performance Rights;

5.2 the Grant Date;

5.3 the fee payable by the Eligible Participant on the grant of Shares, Options or Performance Rights (if any);

5.4 the Vesting Conditions (if any);

5.5 the Exercise Price (if any);

5.6 the Exercise Period (if applicable);

5.7 the Performance Period (if applicable); and

5.8 the Expiry Date and Term (if applicable).

6 An Offer must be accompanied by an Application, the terms and conditions of the relevant Employee Incentives and a copy of this Plan.

Nominee

7 Unless expressly permitted in the Offer or by the Board, an Eligible Participant may only submit an Application in the Eligible Participant's name and not on behalf of any other person.

8 If an Eligible Participant is permitted in the Offer or by the Board, the Eligible Participant may nominate a Related Party (**Nominee**) to be issued the Employee Incentives the subject of the Offer.

9 The Board may in its discretion resolve not to allow a Nominee to be issued or transferred the Employee Incentives the subject of the Offer without giving any reason for that decision.

Employee Share Trust

- 10 The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Shares for Participants under the Plan and delivering Shares to Participants for an issue of Shares upon exercise of the Options or the vesting of a Performance Right or otherwise.

Employee Loan

- 11 The Board may, in its absolute discretion, offer to a Participant a limited recourse, interest free loan to be made by the Company to the Participant for an amount equal to the issue price for the Shares offered to the Participant pursuant to the relevant Offer.

Vesting Conditions

- 12 The Board may at its sole discretion determine the Vesting Conditions which will apply to any Employee Incentives. The Vesting Conditions will specify the criteria that the Eligible Participant is required to meet in the specified Performance Period (if any) in order to exercise Options or for Performance Rights to vest to become entitled to receive Shares under this Plan.
- 13 The Board may vary the Vesting Conditions and/or the Performance Period after the grant of those Employee Incentives, subject to:
- 13.1 the Company complying with any applicable laws;
 - 13.2 the Vesting Conditions and/or the Performance Period as varied being no less favourable to the Participant than the terms upon which the Employee Incentives were originally granted; and
 - 13.3 the Board promptly notifying a Participant of any such variation.
- 14 The Board will determine in its sole discretion whether (and, where applicable, to what extent) the Participant has satisfied the Vesting Conditions applicable to the relevant Performance Period. As soon as practicable after making that determination the Board must inform the Participant of that determination by issuing the Participant a Vesting Notification.
- 15 Where Employee Incentives have not satisfied the Vesting Conditions within the Performance Period, those Employee Incentives will automatically lapse.

Cashless Exercise

- 16 The terms of any Options may provide that a Participant may elect to pay the exercise price for each Option by setting off the total exercise price against the number of Shares which they are entitled to receive upon exercise (**Cashless Exercise Facility**). By using the Cashless Exercise Facility, the holder will receive Shares to the value of the surplus after the exercise price has been set off.

Lapsing of Employee Incentives

- 17 Subject to the Board's absolute discretion, any vested and unexercised and/or unconverted Employee Incentives and unvested Employee Incentives shall automatically lapse and be cancelled for no consideration on the earliest to occur of the following:
- 17.1 where the Participant is a Bad Leaver;
 - 17.2 where a Participant has engaged in fraudulent or dishonest actions;
 - 17.3 if the applicable Vesting Conditions are not achieved by the end of the relevant Performance Period;
 - 17.4 if the Board determines in its reasonable opinion that the applicable Vesting Conditions have not been met or cannot be met prior to the Expiry Date or the end of the relevant Performance Period (as applicable);
 - 17.5 the Expiry Date;
 - 17.6 the receipt by the Company of notice from the Participant that the Participant has elected to surrender the Employee Incentives; or

- 17.7 any other circumstances specified in any Offer Letter pursuant to which the Employee Incentives were issued.

Good Leaver

- 18 Subject to clause 19, where a Participant who holds Employee Incentives becomes a Good Leaver, the Board may at any time, in its sole and absolute discretion, do one or more of the following:
- 18.1 permit unvested Employee Incentives held by the Good Leaver to vest;
- 18.2 permit such unvested Employee Incentives held by the Good Leaver or his or her nominee(s) to continue to be held by the applicable holder, with the Board having the discretion to amend the Vesting Conditions or reduce the Exercise Period of such unvested Employee Incentives; or
- 18.3 determine that the unvested Employee Incentives will lapse.
- 19 Where a person is a Good Leaver due to a Special Circumstance, the Nominated Beneficiary shall be entitled to benefit from any exercise of the above discretionary powers by the Board.

Bad Leaver

- 20 Where a Participant who holds Employee Incentives becomes a Bad Leaver unless the Board determines otherwise, in its sole and absolute discretion:
- 20.1 all vested and unexercised and/or unconverted Employee Incentives; and
- 20.2 all unvested Employee Incentives,
- will lapse.

Fraudulent or Dishonest Actions

- 21 Where, in the reasonable opinion of the Board, a Participant or Former Participant (which for the avoidance of doubt may include a Good Leaver):
- 21.1 acted fraudulently or dishonestly;
- 21.2 willfully breached his or her duties to the Company or any member of the Group;
- 21.3 had, by any act or omission, in the opinion of the Board (determined in its absolute discretion):
- 21.3.1 brought the Company, the Group, its business or reputation into disrepute; or
- 21.3.2 is contrary to the interest of the Company or the Group;
- 21.4 committed any material breach of the provisions of any employment contract entered into by the Participant with any member of the Group;
- 21.5 committed any material breach of any of the policies of the Group or procedures or any applicable laws applicable to the Company or Group;
- 21.6 is subject to allegations, had been accused of, charged with or convicted of fraudulent or dishonest conduct in the performance of the Participant's (or Former Participant's) duties, which in the reasonable opinion of the relevant directors of the Group effects the Participant's suitability for employment with that member of the Group, or brings the Participant or the relevant member of the Group into disrepute or is contrary to the interests of the Company or the Group;
- 21.7 is subject to allegations, had been accused of, charged with or convicted of any criminal offence which involves fraud or dishonesty or any other criminal offence which Board determines (in its absolute discretion) is of a serious nature;

- 21.8 had committed any wrongful or negligent act or omission which has caused any member of the Group substantial liability;
- 21.9 had become disqualified from managing corporations in accordance with Part 2D.6 of the Corporations Act or has committed any act that, pursuant to the Corporations Act, may result in the Participant being banned from managing a corporation;
- 21.10 had committed serious or gross misconduct, willful disobedience or any other conduct justifying termination of employment without notice.
- 21.11 had willfully or negligently failed to perform their duties under any employment contract entered into by the Participant with any member of the Group;
- 21.12 had engaged in a transaction which involves a conflict of interest to their employment with the Company resulting in the Participant or Former Participant obtaining a personal benefit;
- 21.13 accepted a position to work with a competitor of the Company or Group;
- 21.14 acted in such a manner that could be seen as being inconsistent with the culture and values of the Company or the Group; or
- 21.15 any other act that the Board determines in its absolute discretion to constitute fraudulent or dishonest by the Participant or Former Participant,

then the Board may (in its absolute discretion) deem that all, or part of, any:

- 21.16 vested and unexercised and/or unconverted Employee Incentives; and/or
- 21.17 unvested Employee Incentives,

held by the Participant or Former Participant will automatically be forfeited.

Discretion of the Board

- 22 The Board may decide to allow a Participant to:
 - 22.1 retain and exercise any or all of their Options, whether or not the Vesting Conditions have been satisfied during the Performance Period, and whether or not the Options would otherwise have lapsed, provided that no Options will be capable of exercise later than the relevant Expiry Date for those Options; and
 - 22.2 retain any Performance Rights regardless of:
 - 22.2.1 the expiry of the Performance Period to which those Performance Rights relate; or
 - 22.2.2 any failure by the Participant to satisfy in part or in full the Vesting Conditions specified by the Board in respect of those Performance Rights;
 in which case, the Board may:
 - 22.2.3 determine that any or all of those retained Performance Rights shall vest and the corresponding Shares shall be provided to the Participant; or
 - 22.2.4 determine a new Performance Period or Vesting Conditions (as applicable) for those retained Performance Rights and notify the Participant of the determination as soon as practicable.

Change of Control

- 23 The terms of any Performance Rights or Options may provide that where a Change of Control Event has (i) occurred or (ii) been announced by the Company and, in the opinion of the Board, will or is likely to occur:

- 23.1 all granted Performance Rights which have not yet vested or lapsed shall automatically and immediately vest, regardless of whether any Vesting Conditions have been satisfied;
 - 23.2 all Options will vest and a Participant may exercise any or all of their Options, regardless of whether the Vesting Conditions have been satisfied, provided that no Option will be capable of exercise later than the Expiry Date; and
 - 23.3 if the Board has procured an offer for all holders of Options on like terms (having regard to the nature and value of the Options) to the terms proposed under the Change in Control Event and the Board has specified (in its absolute discretion) a period during which the holders of Options may elect to accept the offer and, if the Participant has not so elected at the end of that offer period, the Options, if not exercised within 10 days of the end of that offer period, shall expire.
- 24 For the purposes of these terms and conditions, a **Change of Control Event** occurs if:
- 24.1 the Company announces that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, or any reconstruction, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement;
 - 24.2 a Takeover Bid:
 - 24.2.1 is announced;
 - 24.2.2 has become unconditional; and
 - 24.2.3 the person making the Takeover Bid has a Relevant Interest in fifty percent (50%) or more of the issued Shares;
 - 24.3 any person acquires a Relevant Interest in fifty and one-tenth percent (50.1%) or more of the issued Shares by any other means; or
 - 24.4 the announcement by the Company that a sale or transfer (in one transaction or a series of related transactions) of the whole or substantially the whole of the undertaking and business of the Company has been completed.

Holding Lock

- 25 The Board may at any time request that the Company's share registry to impose a holding lock on any Employee Incentives issued pursuant to the Plan where the Board determines or reasonably believes (in its absolute discretion) that a Participant (or a Former Participant) has or may breach these Rules.

Contravention of Rules

- 26 The Board may at any time, in its sole and absolute discretion, take any action it deems reasonably necessary in relation to any Employee Incentives if it determines or reasonably believes a Participant has breached the Plan or the terms of issue of any Employee Incentives, including but not limited to, signing transfer forms in relation to Employee Incentives, signing all documents and doing all acts necessary to effect a buy-back placing, a holding lock on Employee Incentives, accounting for the proceeds of the sale of forfeited Employee Incentives, refusing to transfer any Employee Incentives and/or refusing to issue any Shares.

Amendments

- 27 The Board may at any time amend the Rules or the terms and conditions upon which any Employee Incentives have been issued.
- 28 No amendment to the Rules or to Employee Incentives may be made if the amendment, in the opinion of the Board, materially reduces the rights of any Participant in respect of Employee Incentives granted to them prior to the date of the amendment, other than:

- 28.1 an amendment introduced primarily:
 - 28.1.1 for the purposes of complying with or conforming to present or future applicable laws governing or regulating the Plan or like plans;
 - 28.1.2 to correct any manifest error or mistake;
 - 28.1.3 to allow the implementation of a trust arrangement in relation to the holding of Shares granted under the Plan;
 - 28.1.4 for the purpose of complying with the applicable laws; and/or
 - 28.1.5 to take into consideration possible adverse taxation implications in respect of the Plan including changes to applicable taxation legislation or the interpretation of that legislation by a court of competent jurisdiction or any rulings from taxation authorities administering such legislation; or
- 28.2 an amendment agreed to in writing by the Participant(s).

Schedule 5– Nomination of Auditor

16 October 2024

The Directors
Future Battery Minerals Limited
Suite 10, 38-40 Colin St
West Perth WA 6005

Dear Directors

NOMINATION OF AUDITOR

For the purposes of section 328B(1) of the *Corporations Act 2001* (Cth), I, Nicholas Rathjen, being a member of Future Battery Minerals Limited, hereby nominate BDO Audit Pty Ltd, of Level 9, Mia Yellagonga Tower 2, Perth WA 6000 for appointment as auditor of Future Batter Minerals Limited at the Company's next Annual General Meeting.

Yours faithfully

Nicholas Rathjen



Future Battery Minerals Ltd

Future Battery Minerals Limited | ABN 91 148 966 545

Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (AWST) on Sunday, 24 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:

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+61 2 9698 5414 (Overseas)

