

2024 ANNUAL GENERAL MEETING LETTER TO SHAREHOLDERS

Castillo Copper Ltd (ASX: CCZ) (“Castillo” or “the Company”) will hold an Annual General Meeting of its shareholders (“Shareholders”) at Mann Judd, Board Room, 4/130 Stirling St, Perth, WA 6000 at 3.00pm (Perth, WST) on Thursday 28 November 2024 (“the Meeting”).

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (“Notice”) to shareholders who have elected to receive Notice in the physical form.

If you have nominated an email address and elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the important Meeting documents.

The full Notice is available at:

- <https://castillocopper.com/investors/announcements/>
- <https://www.asx.com.au/markets/company/ccz>

Proxy votes may be lodged in accordance with the instructions set out in the Proxy Form. Proxy Forms must be received by 4.00pm (Perth, WST) on Monday, 26 November 2024. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice and the accompanying Explanatory Memorandum should be read in its entirety. If a shareholder is in doubt as to how to vote, that shareholder should seek advice from an accountant, solicitor or other professional adviser prior to voting.

The Board of Castillo Copper Ltd Limited authorised the release of this announcement to the ASX.

Authorised by the Board of Castillo Copper Limited.

Dale Hanna

Company Secretary

CASTILLO COPPER LTD
ACN 137 606 476
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 3:00pm (WST)

DATE: 28 November 2024

PLACE: Mann Judd, Board Room, 4/130 Stirling St, Perth, WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 26 November 2024.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024."

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

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR JOEL LOGAN

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

"That, for the purpose of clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Joel Logan, a Director who was appointed casually on 14 March 2024, retires, and being eligible, is elected as a Director."

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR EDUARDO ROBAINA

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

"That, for the purpose of clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Eduardo Robaina, a Director who was appointed casually on 14 March 2024, retires, and being eligible, is elected as a Director."

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR GERRARD HALL

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

"That, for the purpose of clause 15.2 of the Constitution, and for all other purposes, Gerrard Hall, a Director, retires by rotation, and being eligible, is re-elected as a Director."

6. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 6 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – MR JOEL LOGAN

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 4,000,000 Performance Rights to Joel Logan (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 7 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – MR EDUARDO ROBAINA

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 4,000,000 Performance Rights to Eduardo Robaina (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

9. RESOLUTION 8 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – MR GERRARD HALL

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 4,000,000 Performance Rights to Gerrard Hall (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

10. RESOLUTION 9 – APPROVAL TO ISSUE OF PERFORMANCE RIGHTS TO MR DALE HANNA

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 2,000,000 Performance Rights to the Company Secretary, Mr Dale Hanna (or his nominee/s) on the terms and conditions set out in the Explanatory Statement.”

11. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF CONSIDERATION SHARES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 145,500,000 Shares to Audax Holdings Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

12. RESOLUTION 11 – RATIFICATION OF PRIOR ISSUE OF SHARES IN CONSIDERATION FOR CORPORATE ADVISORY SERVICES PROVIDED

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,365,000 Shares to Red Marlin Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

13. RESOLUTION 12 – RATIFICATION OF PRIOR ISSUE OF SHARES IN CONSIDERATION FOR CORPORATE ADVISORY SERVICES PROVIDED

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,365,000 Shares to Taka Custodians Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

14. RESOLUTION 13 – CHANGE OF COMPANY NAME

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*"That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to **New Frontier Minerals Limited**."*

Voting Prohibition Statements

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| Resolution 1 – Adoption of Remuneration Report | <p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (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. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. |
| Resolution 6 – Approval to issue Performance Rights to Director – Mr Joel Logan | <p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 6 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel. |
| Resolution 7– Approval to issue Performance Rights to Director – Mr Eduardo Robaina | <p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 7 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel. |
| Resolution 8 – Approval to issue Performance Rights to Director – Mr Gerrard Hall | <p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 8 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. |

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| | <p>Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p> |
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Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

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| Resolution 6 – Approval to issue Performance Rights to Director – Mr Joel Logan | Joel Logan (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons. |
| Resolution 7– Approval to issue Performance Rights to Director – Mr Eduardo Robaina | Eduardo Robaina (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons. |
| Resolution 8 – Approval to issue Performance Rights to Director – Mr Gerrard Hall | Gerrard Hall (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons. |
| Resolution 9 – Approval to issue Performance Rights to Dale Hanna | Mr Dale Hanna (or his nominee/s) or any other person who participated in the issue or an associate of that person or those persons. |
| Resolution 10 - Ratification of prior issue of Consideration Shares | The Vendors or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons. |
| Resolution 11 – Ratification of Prior Issue of Shares in Consideration for Corporate Advisory Services Provided | Red Marlin Pty Ltd (or its nominee/s) or any other person who participated in the issue or an associate of that person or those persons. |
| Resolution 12 – Ratification of Prior Issue of Shares in Consideration for Corporate Advisory Services Provided | Taka Custodians Pty Ltd (or its nominee/s) or any other person who participated in the issue or an associate of that person or those persons. |

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

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

Voting by proxy

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

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9389 4407.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.castillocopper.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR JOEL LOGAN

3.1 General

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

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

Mr Joel Logan, having been appointed as a Non-Executive Director by other Directors on 14 March 2024 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Mr Logan is set out below.

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| Qualifications, experience and other material directorships | <p>Mr Logan is an Exploration Geologist with extensive experience in exploration, development and producing assets. These operations have hosted a variety of resources such as copper, uranium, gold, lithium, nickel, cobalt and PGEs. Mr Logan has developed strong theoretical and practical skills, enabling the delivery of geoscientific outcomes to notable Companies and operations, including the likes of BHP's Olympic Dam Project and Azure Minerals Ltd's Andover Project. Mr Logan's role at Azure Minerals saw him design and execute exploration and drill hole strategies, in addition to resource development of highly mineralised LCT pegmatites.</p> <p>Mr Logan holds a Bachelor of Science (Applied Geology and Geophysics) from the University of Adelaide and a Graduate Diploma in Mineral Exploration Geoscience from Curtin University.</p> |
| Term of office | Mr Logan has served as a Director since 14 March 2024. |
| Independence | If re-elected, the Board considers that Mr Logan will be an independent Director. |
| Other material information | The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Logan. |
| Board recommendation | Having received an acknowledgement from Mr Logan that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Logan since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Logan) recommend that Shareholders vote in favour of this Resolution. |

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Logan will be elected to the Board as an independent Non-Executive Director.

If this Resolution is not passed, Mr Logan will not continue in their role as an independent Non-Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR EDUARDO ROBAINA

4.1 General

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

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

Mr Eduardo Robaina, having been appointed Non-Executive Director by other Directors on 14 March 2024 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Mr Robaina is set out below.

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| Qualifications, experience and other material directorships | Mr Robaina is an experienced director and engineering consultant with over two decades of experience in the resources sector, spanning both technical and leadership positions at companies including Woodside, Mineral Resources, Santos and most recently Add Energy (part of ABL Group). In his most recent position as managing director at Add Energy, Mr Robaina was responsible for overseeing the business operating model, which saw the Company achieve significant financial growth over a 4-year period. He was an active member in Add Energy's Executive team during its 2022/23 acquisition and integration into ABL Group. Eduardo holds a Bachelor of Mechanical Engineering from the Metropolitan University of Venezuela. |
| Term of office | Mr Robaina has served as a Director since 14 March 2024. |
| Independence | If re-elected, the Board considers that Mr Robaina will be an independent Director. |
| Other material information | The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Robaina. |
| Board recommendation | Having received an acknowledgement from Mr Robaina that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Robaina since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Robaina) recommend that Shareholders vote in favour of this Resolution. |

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Robaina will be elected to the Board as an independent Non-Executive Director.

If this Resolution is not passed, Mr Robaina will not continue in their role as an independent Non-Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR GERRARD HALL

5.1 General

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

Mr Gerrard Hall, who has held office without re-election since 22 November 2023 and being eligible retires by rotation and seeks re-election.

Further information in relation to Mr Hall is set out below.

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| Qualifications, experience and other material directorships | <p>Mr Hall holds a Bachelor of Arts, with honours, in Economics & Finance from the University of Greenwich as well as a Master of Business Administration and a Masters of Science in Financial Management from Edinburgh Business School.</p> <p>For the past several years, Mr Hall has been aligned with SI Capital, working as a director in corporate finance and broking division. Mr Hall's core responsibilities encompass managing corporate relationships, broadening the HNW client base and business development.</p> <p>In a varied career, spanning over 25 years, Mr Hall has gained considerable frontline and managerial experience across a broad spectrum of financial products, with notable institutions. From 1994-2004, he worked with JP Morgan then UBS, focused mostly on trading equity & treasury derivatives as a primary trader and on behalf of clients, generating significant alpha during this period.</p> <p>Subsequently, Mr Hall spent six years in Bahrain, mostly with Saudi National Commercial Bank, as a Business Head of Asset Management & Treasury Products. Notably, he established the Structured Investment Product division and grew it into sub-business unit that generated US\$20m in annual revenues within four years.</p> <p>Upon returning to the UK in 2010, Mr Hall joined Barclays Wealth as a Head of Strategic Alliances for the MENA region. In this role, he negotiated distribution agreements with Middle East banks and expanded the footprint across the Gulf States and into Egypt primarily.</p> <p>Following a two-year hiatus to complete post-graduate studies, Mr Hall established his own strategic management consultancy in mid-2013 and has undertaken engagements for blue-chip groups including BFC Bank, Northern Trust Natixis and HSBC.</p> |
| Term of office | Mr Hall has served as a Director since 23 June 2019 and was last re-elected on 22 November 2023. |
| Independence | If re-elected, the Board considers that Mr Hall will be an independent Director. |
| Board recommendation | Having received an acknowledgement from Mr Hall that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Hall since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Hall) recommend that Shareholders vote in favour of this Resolution. |

5.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Hall will be re-elected to the Board as an independent Non-Executive Chairman.

If this Resolution is not passed, Mr Hall will not continue in their role as an independent Non-Executive Chairman. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

6. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

6.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). The Company is an Eligible Entity.

6.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

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

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

6.3 Technical information required by Listing Rule 7.3A

| REQUIRED INFORMATION | DETAILS |
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| Period for which the 7.1A Mandate is valid | The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking). |
| Minimum price | Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or |

| REQUIRED INFORMATION | DETAILS | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|--|-------------------------------------|--------------|-------------|--------------|--|--|---|--|-------------------------------------|-------------|--|--|---------|---------|---------|--------------|-------------|--------------|--------------|--|--|---------|----------------------|--------------------|-----------|-------------|-------------|--------------|----------------------|--------------------|-----------|-------------|-------------|---------------|----------------------|--------------------|-------------|-------------|-------------|
| | (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Use of funds | The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the potential acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration), the development of the Company's current business and general working capital. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Risk of economic and voting dilution | <p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 21 October 2024.</p> <p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.</p> <table><tr><th colspan="2"></th><th colspan="4">Dilution</th></tr><tr><th colspan="2" rowspan="4">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th><th rowspan="4">Shares issued – 10% voting dilution</th><th colspan="3">Issue Price</th></tr><tr><th>\$0.004</th><th>\$0.008</th><th>\$0.012</th></tr><tr><th>50% decrease</th><th>Issue Price</th><th>50% increase</th></tr><tr><th colspan="3">Funds Raised</th></tr><tr><td>Current</td><td>1,299,505,355 Shares</td><td>129,950,535 Shares</td><td>\$519,802</td><td>\$1,039,604</td><td>\$1,559,406</td></tr><tr><td>50% increase</td><td>1,949,258,033 Shares</td><td>194,925,803 Shares</td><td>\$779,703</td><td>\$1,559,406</td><td>\$2,339,109</td></tr><tr><td>100% increase</td><td>2,599,010,710 Shares</td><td>259,901,071 Shares</td><td>\$1,039,604</td><td>\$2,079,208</td><td>\$3,118,812</td></tr></table> <p>*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.</p> <p>The table above uses the following assumptions:</p> <ol style="list-style-type: none">There are currently 1,299,505,355 existing Shares on issue as at the date of this Notice.The issue price set out above is the closing market price of the Shares on the ASX on 21 October 2024 (being \$0.008) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1. | | | Dilution | | | | Number of Shares on Issue (Variable A in Listing Rule 7.1A.2) | | Shares issued – 10% voting dilution | Issue Price | | | \$0.004 | \$0.008 | \$0.012 | 50% decrease | Issue Price | 50% increase | Funds Raised | | | Current | 1,299,505,355 Shares | 129,950,535 Shares | \$519,802 | \$1,039,604 | \$1,559,406 | 50% increase | 1,949,258,033 Shares | 194,925,803 Shares | \$779,703 | \$1,559,406 | \$2,339,109 | 100% increase | 2,599,010,710 Shares | 259,901,071 Shares | \$1,039,604 | \$2,079,208 | \$3,118,812 |
| | | Dilution | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Number of Shares on Issue (Variable A in Listing Rule 7.1A.2) | | Shares issued – 10% voting dilution | Issue Price | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | \$0.004 | \$0.008 | \$0.012 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | 50% decrease | Issue Price | 50% increase | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | Funds Raised | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Current | 1,299,505,355 Shares | 129,950,535 Shares | \$519,802 | \$1,039,604 | \$1,559,406 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 50% increase | 1,949,258,033 Shares | 194,925,803 Shares | \$779,703 | \$1,559,406 | \$2,339,109 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 100% increase | 2,599,010,710 Shares | 259,901,071 Shares | \$1,039,604 | \$2,079,208 | \$3,118,812 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| REQUIRED INFORMATION | DETAILS |
|--|---|
| | <p>5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.</p> <p>6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.</p> <p>7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</p> <p>8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.</p> <p>9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.</p> <p>Shareholders should note that there is a risk that:</p> <p>(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</p> <p>(b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.</p> |
| Allocation policy under 7.1A Mandate | <p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <p>(a) the purpose of the issue;</p> <p>(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;</p> <p>(c) the effect of the issue of the Equity Securities on the control of the Company;</p> <p>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</p> <p>(e) prevailing market conditions; and</p> <p>(f) advice from corporate, financial and broking advisers (if applicable).</p> |
| Previous approval under Listing Rule 7.1A.2 | <p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 22 November 2023 (Previous Approval).</p> <p>During the 12-month period preceding the date of the Meeting, being on and from 28 November 2023, the Company has not issued any Equity Securities pursuant to the Previous Approval.</p> |
| Voting exclusion statement | <p>As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.</p> |

7. RESOLUTIONS 6 TO 8 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTORS

7.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of up to an aggregate of 12,000,000 Performance Rights to Joel Logan, Eduardo Robaina and Gerrard Hall (or their nominee(s)) on the terms and conditions set out below.

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

| CLASS | QUANTUM | RECIPIENT | RESOLUTION | VESTING CONDITION | EXPIRY DATE |
|-------|-----------|-----------------|------------|---|--|
| A | 4,000,000 | Joel Logan | 6 | The Company achieving and maintaining a 20-day VWAP of \$0.02 or more on or before the Expiry Date. | The date that is 5 years from the date of issue of the Performance Rights. |
| A | 4,000,000 | Eduardo Robaina | 7 | The Company achieving and maintaining a 20-day VWAP of \$0.02 or more on or before the Expiry Date. | The date that is 5 years from the date of issue of the Performance Rights. |
| A | 4,000,000 | Gerrard Hall | 8 | The Company achieving and maintaining a 20-day VWAP of \$0.02 or more on or before the Expiry Date. | The date that is 5 years from the date of issue of the Performance Rights. |

7.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Performance Rights should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

7.3 Chapter 2E of the Corporations Act

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

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

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

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Performance Rights are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

7.4 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

7.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue of Performance Rights. If the Company is unable to proceed with the issue, it may consider alternative forms of remuneration for Messrs Hall, Logan and Robaina.

7.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

| REQUIRED INFORMATION | DETAILS |
|--|---|
| Name of the persons to whom Securities will be issued | The proposed recipients of the Performance Rights are set out in Section 7.1 above. |
| Categorisation under Listing Rule 10.11 | Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4. |
| Number of Securities and class to be issued | The maximum number of Performance Rights to be issued (being the nature of the financial benefit proposed to be given) is 12,000,000 which will be allocated are set out in the table included at Section 7.1 above. |
| Terms of Securities | The Performance Rights will be issued on the terms and conditions set out in Schedule 1. |
| Date(s) on or by which the Securities will be issued | The Company expects to issue the Performance Rights within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). |

| REQUIRED INFORMATION | DETAILS |
|--|---|
| Price or other consideration the Company will receive for the Securities | The Performance Rights will be issued at a nil issue price. |
| Purpose of the issue, including the intended use of any funds raised by the issue | The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way from the Company to remunerate the proposed recipients, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients. |
| Consideration of type of Security to be issued | <p>The Company has agreed to issue the Performance Rights for the following reasons:</p> <ul style="list-style-type: none"> (a) the Performance Rights are unquoted; therefore, the issue of the Performance Rights has no immediate dilutionary impact on Shareholders; (b) the issue to Messrs Hall, Logan and Robaina (or their nominee(s)) will align the interests of the recipient with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Messrs Hall, Logan and Robaina; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed. |
| Consideration of quantum of Securities to be issued | <p>The number of Securities to be issued has been determined based upon a consideration of:</p> <ul style="list-style-type: none"> (a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company; (b) the remuneration of the proposed recipients; and (c) incentives to attract and ensure continuity of service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. <p>The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Securities upon the terms proposed.</p> |

| REQUIRED INFORMATION | DETAILS | | | | | | | | | | | | | | | | | | | | | | | | |
|---|---|--|--|--|---------------------------------|-----------------------|-----------------------|-------------------------|-----------------------|-----------------------|------------------------------|-----------------------|-----------------------|------------|-----------|-----------------|-----|-----|-----|-----------------|-----|-----|-----|----|----|
| Remuneration | The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below: | | | | | | | | | | | | | | | | | | | | | | | | |
| | <table><tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 30 JUNE 2025</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024</th></tr><tr><td>Gerrard Hall</td><td>\$75,791³</td><td>\$60,070¹</td></tr><tr><td>Joel Logan²</td><td>\$75,791³</td><td>\$17,903¹</td></tr><tr><td>Eduardo Robaina²</td><td>\$75,791³</td><td>\$17,903¹</td></tr></table> | RELATED PARTY | CURRENT FINANCIAL YEAR ENDING 30 JUNE 2025 | PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024 | Gerrard Hall | \$75,791 ³ | \$60,070 ¹ | Joel Logan ² | \$75,791 ³ | \$17,903 ¹ | Eduardo Robaina ² | \$75,791 ³ | \$17,903 ¹ | | | | | | | | | | | | |
| | RELATED PARTY | CURRENT FINANCIAL YEAR ENDING 30 JUNE 2025 | PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024 | | | | | | | | | | | | | | | | | | | | | | |
| | Gerrard Hall | \$75,791 ³ | \$60,070 ¹ | | | | | | | | | | | | | | | | | | | | | | |
| | Joel Logan ² | \$75,791 ³ | \$17,903 ¹ | | | | | | | | | | | | | | | | | | | | | | |
| Eduardo Robaina ² | \$75,791 ³ | \$17,903 ¹ | | | | | | | | | | | | | | | | | | | | | | | |
| Notes: | | | | | | | | | | | | | | | | | | | | | | | | | |
| <div><div>1.</div><div>Comprising Directors' salary and fees.</div></div> <div><div>2.</div><div>Messrs Logan and Robaina were appointed as Non-Executive Directors on 14 March 2024.</div></div> <div><div>3.</div><div>Comprising Directors' salary and fees of \$60,000 and share-based payments of \$15,791 (being the value of the Securities).</div></div> | | | | | | | | | | | | | | | | | | | | | | | | | |
| Valuation | The value of the Performance Rights and the pricing methodology is set out in Schedule 2. | | | | | | | | | | | | | | | | | | | | | | | | |
| Interest in Securities | The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below: | | | | | | | | | | | | | | | | | | | | | | | | |
| | As at the date of this Notice | | | | | | | | | | | | | | | | | | | | | | | | |
| | <table><tr><th>Related Party</th><th>Shares¹</th><th>Options²</th><th>Performance Shares³</th><th>Undiluted</th><th>Fully Diluted</th></tr><tr><td>Gerrard Hall</td><td>8,141,837</td><td>Nil</td><td>Nil</td><td>0.63%</td><td>0.58%</td></tr><tr><td>Joel Logan</td><td>Nil</td><td>Nil</td><td>Nil</td><td>0%</td><td>0%</td></tr><tr><td>Eduardo Robaina</td><td>Nil</td><td>Nil</td><td>Nil</td><td>0%</td><td>0%</td></tr></table> | Related Party | Shares ¹ | Options ² | Performance Shares ³ | Undiluted | Fully Diluted | Gerrard Hall | 8,141,837 | Nil | Nil | 0.63% | 0.58% | Joel Logan | Nil | Nil | Nil | 0% | 0% | Eduardo Robaina | Nil | Nil | Nil | 0% | 0% |
| | Related Party | Shares ¹ | Options ² | Performance Shares ³ | Undiluted | Fully Diluted | | | | | | | | | | | | | | | | | | | |
| | Gerrard Hall | 8,141,837 | Nil | Nil | 0.63% | 0.58% | | | | | | | | | | | | | | | | | | | |
| Joel Logan | Nil | Nil | Nil | 0% | 0% | | | | | | | | | | | | | | | | | | | | |
| Eduardo Robaina | Nil | Nil | Nil | 0% | 0% | | | | | | | | | | | | | | | | | | | | |
| Post issue | | | | | | | | | | | | | | | | | | | | | | | | | |
| <table><tr><th>Related Party</th><th>Shares¹</th><th>Options²</th><th>Performance Shares³</th><th>Performance Rights⁴</th></tr><tr><td>Gerrard Hall</td><td>8,141,837</td><td>Nil</td><td>Nil</td><td>4,000,000</td></tr><tr><td>Joel Logan</td><td>Nil</td><td>Nil</td><td>Nil</td><td>4,000,000</td></tr><tr><td>Eduardo Robaina</td><td>Nil</td><td>Nil</td><td>Nil</td><td>4,000,000</td></tr></table> | Related Party | Shares ¹ | Options ² | Performance Shares ³ | Performance Rights ⁴ | Gerrard Hall | 8,141,837 | Nil | Nil | 4,000,000 | Joel Logan | Nil | Nil | Nil | 4,000,000 | Eduardo Robaina | Nil | Nil | Nil | 4,000,000 | | | | | |
| Related Party | Shares ¹ | Options ² | Performance Shares ³ | Performance Rights ⁴ | | | | | | | | | | | | | | | | | | | | | |
| Gerrard Hall | 8,141,837 | Nil | Nil | 4,000,000 | | | | | | | | | | | | | | | | | | | | | |
| Joel Logan | Nil | Nil | Nil | 4,000,000 | | | | | | | | | | | | | | | | | | | | | |
| Eduardo Robaina | Nil | Nil | Nil | 4,000,000 | | | | | | | | | | | | | | | | | | | | | |
| Notes: | | | | | | | | | | | | | | | | | | | | | | | | | |
| <div><div>1</div><div>Fully paid ordinary shares in the capital of the Company (ASX: CCZ).</div></div> <div><div>2</div><div>Unquoted Options exercisable at \$0.08 each on or before 31 January 2025 (ASX: CCZAN).</div></div> <div><div>3</div><div>Unquoted class of Performance Shares (ASX: CCZAB) due to expire on 20 February 2025, on the terms set out in the Notice.</div></div> <div><div>4</div><div>Performance Rights the subject of Resolutions 6 to 8, on the terms and conditions set out in Schedule 1.</div></div> | | | | | | | | | | | | | | | | | | | | | | | | | |

| REQUIRED INFORMATION | DETAILS | | | | | | | | | | | | |
|-------------------------------|---|---|-------|------|---------|---------|-------------|--------|---------|---|------|---------|-----------------|
| Dilution | If the Securities issued under these Resolutions are exercised, a total of 12,000,000 Shares would be issued. This will increase the number of Shares on issue from 1,299,505,355 (being the total number of Shares on issue as at the date of this Notice) to 1,311,505,355 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.92% (rounded to 2 d.p.), comprising 0.31% by Mr Logan, 0.31% by Mr Robaina and 0.31% by Mr Hall. | | | | | | | | | | | | |
| Trading history | <div>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:</div> <table><tr><th></th><th>PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.011</td><td>15 May 2024</td></tr><tr><td>Lowest</td><td>\$0.004</td><td>24 January 2024 to 31 January 2024, 26 February 2024 to 10 March 2024, 13 March 2024, 17 March 2024, 6 May 2024, 27 June 2024, 19 July 2024, 31 July 2024, 5 August 2024 to 28 August 2024, 2 September 2024 to 5 September 2024, 10 September 2024 to 24 September 2024 and 30 September</td></tr><tr><td>Last</td><td>\$0.008</td><td>21 October 2024</td></tr></table> | | PRICE | DATE | Highest | \$0.011 | 15 May 2024 | Lowest | \$0.004 | 24 January 2024 to 31 January 2024, 26 February 2024 to 10 March 2024, 13 March 2024, 17 March 2024, 6 May 2024, 27 June 2024, 19 July 2024, 31 July 2024, 5 August 2024 to 28 August 2024, 2 September 2024 to 5 September 2024, 10 September 2024 to 24 September 2024 and 30 September | Last | \$0.008 | 21 October 2024 |
| | PRICE | DATE | | | | | | | | | | | |
| Highest | \$0.011 | 15 May 2024 | | | | | | | | | | | |
| Lowest | \$0.004 | 24 January 2024 to 31 January 2024, 26 February 2024 to 10 March 2024, 13 March 2024, 17 March 2024, 6 May 2024, 27 June 2024, 19 July 2024, 31 July 2024, 5 August 2024 to 28 August 2024, 2 September 2024 to 5 September 2024, 10 September 2024 to 24 September 2024 and 30 September | | | | | | | | | | | |
| Last | \$0.008 | 21 October 2024 | | | | | | | | | | | |
| Other information | The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions. | | | | | | | | | | | | |
| Voting exclusion statements | Voting exclusion statements apply to these Resolutions. | | | | | | | | | | | | |
| Voting prohibition statements | Voting prohibition statements apply to these Resolutions. | | | | | | | | | | | | |

8. RESOLUTION 9 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO MR DALE HANNA

8.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 2,000,000 Performance Rights, on the same terms as the Performance Rights the subject of Resolutions 6-8, to the Company Secretary, Mr Dale Hanna, in consideration for company secretarial services provided to the Company.

The Performance Rights will be issued on the terms and conditions set out in Schedule 1.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.1 above.

The proposed issue does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

8.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the issue can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

8.4 Technical information required by Listing Rules 7.4 and 7.5

| REQUIRED INFORMATION | DETAILS |
|---|--|
| Names of persons to whom Securities were issued or the basis on which those persons were identified/selected | Mr Dale Hanna. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company. |
| Number and class of Securities issued | 2,000,000 Performance Rights will be issued. |
| Terms of Securities | The Performance Rights were issued on the terms and conditions set out in Schedule 1. |
| Date(s) on or by which the Securities will be issued | The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). |
| Price or other consideration the Company received for the Securities | The Securities will be issued at a nil issue price. |
| Purpose of the issue, including the intended use of any funds raised by the issue | The purpose of the issue is to provide a performance linked incentive component in the remuneration package for Mr Hanna to align the interests of Mr Hanna with those of Shareholders, to motivate and reward the performance of the proposed recipient in his role as Company Secretary and to provide a cost effective way from the Company to remunerate Mr Hanna, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Hanna. |
| Voting Exclusion Statement | A voting exclusion statement applies to this Resolution. |
| Compliance | The issue did not breach Listing Rule 7.1. |

9. BACKGROUND TO RESOLUTIONS 10 TO 12

9.1 Acquisition Agreement

As announced on the ASX on 21 October 2024, the Company has entered into a binding agreement (**Acquisition Agreement**) with Audax Holdings Pty Ltd (ACN 678 403 864) (**Audax**) to acquire 100% of the issued share capital of Audax, which holds an exclusive option to acquire an 85% interest in one or both of EL 32046 and EL 32513 (**Permits**) that comprise the Hart Range Niobium Ree-Tantalum Project in the Northern Territory (**Project**) from Barfuss Corporation Pty Ltd (ACN 006 917 666) (**Barfuss**) (**Option Agreement**) (**Acquisition**).

(a) Consideration

In consideration for the Acquisition, and subject to the terms and conditions of the Acquisition Agreement, the Company agreed to issue the shareholders of Audax set out in Schedule 3 (**Vendors**) an aggregate total 145,500,000 Shares, in proportion to their respective interests in Audax, at a deemed issue price of \$0.005 per Share (**Consideration Shares**). The Consideration Shares are subject to a 6-month voluntary escrow period.

The Vendors are each an unrelated party of the Company.

(b) Completion

Completion of the Acquisition will not occur unless and until the following conditions are satisfied or waived (as applicable):

- (i) completion of due diligence by the Company on Audax and Barfuss and the assets, to the absolute satisfaction of the Company;
- (ii) Audax obtaining any approvals it requires or considers necessary, beneficial or incidental to the sale and purchase of the issued share capital of Audax;
- (iii) the parties obtaining all third-party approvals and consents necessary to lawfully complete the matters set out in the Acquisition Agreement;
- (iv) there being no material adverse change between the date of this Agreement and Completion;
- (v) Audax entering into a joint venture agreement with Barfuss in relation to the Permits on terms acceptable to the Company (acting reasonably);
- (vi) the Company entering into a consulting agreement with Kevin Das (or his nominee) to assist with the Company's development of the Project, on terms acceptable to the Company, acting reasonably; and
- (vii) the Audax Vendors each entering into a voluntary escrow agreement in respect to the Consideration Shares.

The conditions set out above must be satisfied (or waived) on or before 5.00pm (WST) the date that is 30 days from the execution date of the Acquisition Agreement.

(c) Option Agreement

On and from Completion the Company will assume the inherent responsibilities and obligations under the Option Agreement.

Completion under the Option Agreement in respect to EL 32046 will be subject to the condition that caveat no. D92582 registered on 7 January 2008 and caveat no. D92313 registered on 2 August 2011 by John Charles Maxwell Altmann and mortgage no. D92329 registered on 19 October 2011 by John Charles Maxwell Altmann are removed.

The Acquisition Agreement otherwise contains terms and conditions considered standard for an agreement of its nature (including representations and warranties, indemnities and confidentiality obligations among other terms).

9.2 Corporate Advisors

The Company has agreed to issue an aggregate total 8,730,000 to Red Marlin Pty Ltd (CAN 154 804 949) (**Red Marlin**) and Taka Custodians Pty Ltd (ACN 167 820 920) (**Taka Custodians**) (or their nominee/s) in consideration for corporate advisory services provided in respect of the Acquisition, representing 6% of the Consideration Shares.

Resolutions 11 and 12 seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of these Shares.

10. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF CONSIDERATION SHARES

10.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate total of 145,500,000 Shares to the Audax Vendors, pro rata to their respective interests in Audax, on 28 October 2024 in consideration for the Acquisition.

10.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.1 above.

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

10.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 9.3 above.

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

10.4 Technical information required by Listing Rule 14.1A

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

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

10.5 Technical information required by Listing Rules 7.4 and 7.5

| REQUIRED INFORMATION | DETAILS |
|---|--|
| Names of persons to whom Securities were issued or the basis on which those persons were identified/selected | The Consideration Shares were issued to the Vendors, in proportion to their respective holdings in Audax, as is set out in Schedule 3. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company. |
| Number and class of Securities issued | 145,500,000 Shares were issued. |
| Terms of Securities | The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. |
| Date(s) on or by which the Securities were issued. | 28 October 2024 |

| REQUIRED INFORMATION | DETAILS |
|--|---|
| Price or other consideration the Company received for the Securities | The Securities will be issued at a nil issue price, in consideration for the Acquisition. |
| Purpose of the issue, including the intended use of any funds raised by the issue | The purpose of the issue is to satisfy the Company's obligations under the Acquisition Agreement. |
| Summary of material terms of agreement to issue | The Shares were issued under the Acquisition Agreement, a summary of the material terms of which is set out in Section 8.1. |
| Voting Exclusion Statement | A voting exclusion statement applies to this Resolution. |
| Compliance | The issue did not breach Listing Rule 7.1. |

11. RESOLUTIONS 11 AND 12 – RATIFICATION OF PRIOR ISSUE OF SECURITIES IN CONSIDERATION FOR COPROATE ADVISORY SERVICES PROVIDED

11.1 General

As set out in Section 8.2, these Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of:

- (a) 4,365,000 Shares to Red Marlin; and
- (b) 4,365,000 Shares to Taka Custodians,

in consideration for corporate advisory services provided in respect of the Acquisition.

11.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.1 above.

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

11.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 9.3 above.

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

11.4 Technical information required by Listing Rule 14.1A

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

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

11.5 Technical information required by Listing Rules 7.4 and 7.5

| REQUIRED INFORMATION | DETAILS |
|---|--|
| Names of persons to whom Securities were issued or the | An aggregate total of 8,730,000 Shares were issued comprising: |

| REQUIRED INFORMATION | DETAILS |
|--|---|
| basis on which those persons were identified/selected | (a) 4,365,000 Shares to Red Marlin; and (b) 4,365,000 Shares to Taka Custodians. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company. |
| Number and class of Securities issued | An aggregate total of 8,730,000 Shares were issued. |
| Terms of Securities | The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. |
| Date(s) on or by which the Securities were issued. | 28 October 2024 |
| Price or other consideration the Company received for the Securities | The Securities will be issued at a nil issue price, in consideration for corporate advisory services provided by Red Marlin and Taka Custodians in respect of the Acquisition. |
| Purpose of the issue, including the intended use of any funds raised by the issue | The purpose of the issue is to provide equity based compensation to Red Marlin and Taka Custodians in consideration for corporate advisory services provided in respect of the Acquisition. |
| Agreement to issue | The Securities were not issued under a written agreement. |
| Voting Exclusion Statement | A voting exclusion statement applies to this Resolution. |
| Compliance | The issue did not breach Listing Rule 7.1. |

12. RESOLUTION 13 – CHANGE OF COMPANY NAME

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

This Resolution seeks the approval of Shareholders for the Company to change its name to "New Frontier Minerals Limited".

The Board proposes this change of name on the basis that it believes the proposed name more accurately reflects the future operations of the Company.

The proposed name has been reserved by the Company with ASIC and if this Resolution is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change. If this Resolution is passed the change of name will take effect when ASIC alters the details of the Company's registration.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 6.1.

Acquisition has the meaning given in Section 8.1.

Acquisition Agreement has the meaning given in Section 8.1.

ASIC means the Australian Securities & Investments Commission.

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

Audax means Audax Holdings Pty Ltd (ACN 678 403 864)

Barfuss means Barfuss Corporation Pty Ltd (ACN 006 917 666).

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Castillo Copper Ltd (ACN 137 606 476).

Consideration Shares has the meaning given in Section 8.1.

Constitution means the Company's constitution adopted by special resolution of the Shareholders on 29 November 2022.

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

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Exclusivity Period has the meaning given in Section 8.1.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Performance Right means a performance right in the capital of the Company which converts into a Share following satisfaction of a performance milestone, on the terms set out in Schedule 1.

Permits means EL 32046 and EL 32513

Project means the Hart Range Niobium Ree-Tantalum Project in the Northern Territory, as stated in Section 8.1.

Proxy Form means the proxy form accompanying the Notice.

Red Marlin means Red Marlin Pty Ltd (ACN 154 804 949) (or its nominee/s).

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2024.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security means a Share, Option or Performance Right (as applicable).

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

Shareholder means a registered holder of a Share.

Taka Custodians means Taka Custodians Pty Ltd (ACN 167 820 920) (or its nominee/s).

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

Vendors means the shareholders of Audax set out in Schedule 3.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

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

(a) **Vesting Condition**

The Performance Rights shall vest upon the Company achieving and maintaining a 20-day VWAP of \$0.02 or more (the **Vesting Condition**).

(b) **Notification to holder**

The Company shall notify the holder in writing when the Vesting Condition has been satisfied.

(c) **Conversion**

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

(d) **Expiry Date**

Each Performance Right shall otherwise expire on or before the date that is 5 years from the date of issue (**Expiry Date**). If the Vesting Condition attached to the Performance Right has been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.

(e) **Consideration**

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

(f) **Share ranking**

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

(g) **Application to ASX**

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

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

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

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the Official List of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights.

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

(i) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(j) **Participation in new issues**

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

(k) **Reorganisation of capital**

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

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

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

(m) **Dividend and voting rights**

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

(n) **Change in control**

Subject to paragraph (n), upon:

- (i) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
 - (A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
 - (B) having been declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (iii) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.

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

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

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

notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

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

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

(q) **Rights on winding up**

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

(r) **ASX Listing Rule compliance**

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

(s) **No other rights**

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

SCHEDULE 2 – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued pursuant to Resolutions 6 to 9 have been independently valued.

Set out below are the assumptions used in assessing the indicative fair value of the Performance Rights.

| Performance Rights Valuation Assumptions CCZ Performance Rights - Inputs | | |
|--|----------------|------------|
| Reference | Assumptions | |
| 1 | Valuation Date | 21/10/2024 |
| 2 | Expiry Date | 21/10/2029 |
| 3 | Life (Yrs) | 5 |
| 4 | Spot Price | 0.007 |
| 5 | Hurdle Price | 0.020 |
| 6 | Volatility | 100% |
| 7 | Risk Free Rate | 3.84% |
| 8 | Dividends | - |
| 9 | Number Issued | 14,000,000 |
| Source: CCZ & MACF (WA) Pty Ltd | | |

- Valuation Date:* The date of issue and/or AGM approval date.
- Expiry Date:* The date at which the Performance Rights expire and are no longer active.
- Life:* The life of the Performance Rights from issue date to expiry in years.
- Spot Price:* This is the spot price of the underlying security as at the date prior to the valuation date, sourced from CapIQ.
- Hurdle Price:* We understand that the Performance Rights have the above hurdle price. This is the price at which the underlying securities must achieve before the Performance Rights will vest to the holder.
- Volatility:* We have assessed the share price volatility of the issuing company based on assessing historical volatility over relevant trading periods. Based on the historical and recent trading patterns of Castillo Copper we have applied an average capped volatility of 100%.
- Risk Free Rate:* We have determined this based on the yields of 5-year Commonwealth bonds using the period which most closely corresponds to the maximum life of the Performance Rights. The interest rates are measured as the closing rate on the business day prior to the Valuation date, with rates disclosed by the Reserve Bank of Australia.
- Dividends:* We understand that the company does not pay a dividend and thus has a nil value.
- Number Issued:* 4,000,000 Performance Rights for each of the 3 directors and 2,000,000 Performance Rights for the Company Secretary.

SCHEDULE 3 – VENDORS OF THE ACQUISITION

| AUDAX VENDOR | NUMBER OF AUDAX SHARES HELD | % AUDAX HOLDINGS | RESPECTIVE PROPORTION OF CONSIDERATION SHARES |
|--|--------------------------------------|---------------------|--|
| SUNRISE GROUP (WA) PTY LTD ACN 6015 080 111 397 | 24 | 1.33% | 1,940,000 |
| MOUNT FALCON HOLDINGS PTY LTD <FALKINER FAMILY NO 2 A/C> ACN 098 446 694 | 66 | 3.67% | 5,335,000 |
| CITYSCAPE ASSET PTY LTD <CITYSCAPE FAMILY A/C> ACN 606 450 873 | 108 | 6% | 8,730,000 |
| KAA RESERVES PTY LTD <KAA A/C> ACN 627 903 851 | 108 | 6% | 8,730,000 |
| RJB GUARDIANS PTY LTD <RJB A/C> ACN 627 904 125 | 108 | 6% | 8,730,000 |
| MARSHALL CUSTODIANS PTY LTD <MARSHALL A/C> ACN 640 804 459 | 36 | 2% | 2,910,000 |
| AC CUSTODIANS PTY LTD <AC A/C> ACN 647 699 054 | 36 | 2% | 2,910,000 |
| ADAMANTIUM CORPORATE PTY LTD <DAS FAMILY A/C> ACN 658 087 711 | 1,000 | 55.56% | 80,833,333 |
| VBETH PTY LTD <VBB A/C> ACN 674 701 903 | 66 | 3.67% | 5,335,000 |
| MILEVA STAVRESKI | 24 | 1.33% | 1,940,000 |
| JANE LOUISE LEGGAT | 24 | 1.33% | 1,940,000 |
| RACHEL ANNE DAS | 200 | 11.11% | 16,166,667 |
| Total | 1,800 | 100% | 145,500,000 |



CASTILLO COPPER

Castillo Copper Limited | ABN 52 137 606 476

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 **03.00pm (AWST) on Tuesday, 26 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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