

# ASX ANNOUNCEMENT

29 October 2024



Dear Shareholder,

## Annual General Meeting – Notice of Meeting and Proxies

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Walkabout Resources Ltd (ACN 622 055 216) (**Company**) will be held as follows:

**Time and date:** 1:30pm (AWST) on Thursday, 28 November 2024

**In-person:** Suite 1, Level 14, 221 St Georges Terrace, Perth, WA 6000

### Notice of Meeting

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

- the Company's website at [www.wkt.com.au](http://www.wkt.com.au); and
- the ASX market announcements page under the Company's code "WKT".

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

### Voting at the Meeting or by proxy

**Shareholders are encouraged to vote by lodging a proxy form.**

Proxy forms can be lodged:

- **Online:** [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code
- **By mail:** Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001, Australia
- **By email:** [bdonovan@arguscorp.com.au](mailto:bdonovan@arguscorp.com.au)
- **By fax:** 1800 783 447 within Australia or +61 3 9473 2555 outside Australia

Your proxy voting instruction must be received by 1:30pm (Perth time) on Tuesday 26 November 2024 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

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

Authorised for release by:

**Ben Donovan**  
**Company Secretary**

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**WALKABOUT RESOURCES LIMITED**  
**ACN 119 670 370**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 1:30pm (WST)

**DATE:** Thursday, 28 November 2024

**PLACE:** Suite 1, Level 14, 221 St Georges Terrace, 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 Tuesday, 26 November 2024.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 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 – RE-ELECTION OF A DIRECTOR – PHILIP MONTGOMERY

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, Listing Rule 14.4 and for all other purposes, Mr Philip Montgomery, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

#### 4. RESOLUTION 3 – CONFIRMATION OF APPOINTMENT OF AUDITOR

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

*"That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, Ernst & Young having been nominated by a Shareholder and given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company."*

#### 5. RESOLUTION 4 – 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."*

#### 6. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO UNRELATED PARTIES – BRIDGING LOAN OPTIONS

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 600,000 Options on the terms and conditions set out in the Explanatory Statement."*

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**7. RESOLUTION 6 – ISSUE OF BRIDGING LOAN OPTIONS TO RELATED PARTY – MICHAEL ELLIOTT**

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 400,000 Options to Michael Elliott (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

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**8. RESOLUTION 7 – ISSUE OF BRIDGING LOAN OPTIONS TO RELATED PARTY – PETER FINNIMORE**

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 200,000 Options to Peter Finnimore (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

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**9. RESOLUTION 8 – ISSUE OF SHARES TO RELATED PARTY – MICHAEL ELLIOTT**

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue Shares up to the value of \$200,000 to Michael Elliott (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

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**10. RESOLUTION 9 – ISSUE OF SHARES TO RELATED PARTY – PETER FINNIMORE**

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue Shares up to the value of \$100,000 to Michael Elliott (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

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**11. RESOLUTION 10 – ISSUE OF SHARES TO RELATED PARTY – MICHAEL ELLIOTT – BRIDGING LOAN INTEREST**

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue Shares up to the value of \$5,667 (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

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**12. RESOLUTION 11 – ISSUE OF SHARES TO RELATED PARTY – PETER FINNIMORE – BRIDGING LOAN INTEREST**

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue Shares up to the value of \$2,833 (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

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**13. RESOLUTION 12 – APPROVAL TO ISSUE SHARES TO UNRELATED PARTIES – CONVERSION OF BRIDGING LOAN**

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 Shares up to the value of \$300,000 on the terms and conditions set out in the Explanatory Statement."*

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**14. RESOLUTION 13 – APPROVAL TO ISSUE SHARES TO UNRELATED PARTIES – BRIDGING LOAN INTEREST**

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 to issue Shares up to the value of \$8,500 on the terms and conditions set out in the Explanatory Statement.”*

**Dated: 29 October 2024**

## Voting Prohibition Statements

<b>Resolution 1 – Adoption of Remuneration Report</b>	<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"> <li>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</li> <li>(b) a Closely Related Party of such a member.</li> </ul> <p>However, a person (the <b>voter</b>) 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"> <li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li> <li>(b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> <li>(i) does not specify the way the proxy is to vote on this Resolution; and</li> <li>(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.</li> </ul> </li> </ul>
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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:

<b>Resolution 5 – Approval to issue Options – Bridging Loan Options</b>	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Bridging Loan Participants) or an associate of that person (or those persons).
<b>Resolution 6 – Issue of Options to Related Party – Michael Elliott</b>	Michael Elliott (or his nominee) 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.
<b>Resolution 7 – Issue of Options to Related Party – Peter Finnimore</b>	Peter Finnimore (or his nominee) 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.
<b>Resolution 8 – Issue of Shares to Related Party – Michael Elliott</b>	Michael Elliott (or his nominee) 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.
<b>Resolution 9 – Issue of Shares to Related Party – Peter Finnimore</b>	Peter Finnimore (or his nominee) 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.
<b>Resolution 10 – Issue of Shares to Related Party – Michael Elliott – Bridging Loan Interest</b>	Michael Elliott (or his nominee) 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.
<b>Resolution 11 – Issue of Shares to Related Party – Peter Finnimore – Bridging Loan Interest</b>	Peter Finnimore (or his nominee) 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.
<b>Resolution 12 – Approval to issue Shares to Unrelated Parties – Conversion of Bridging Loan</b>	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Bridging Loan Participants) or an associate of that person (or those persons).
<b>Resolution 13 – Approval to issue Shares to Unrelated Parties – Bridging Loan Interest</b>	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Bridging Loan Participants) or an associate of that person (or those persons).

Voting Entitlement - For the purposes of the 2024 AGM, the shares of the Company that are on issue as at 4:00pm WST Tuesday, 26 November 2024 will be taken to be held by those persons recorded on the register of shareholders at that time. Accordingly, you will be entitled to vote at the meeting if, and only if, you are a registered shareholder of the Company at 4:00pm WST Tuesday, 26 November 2024. Transfers registered after that time will be disregarded in determining shareholders entitled to attend and vote at the meeting.

To be effective either the original or a facsimile transmission of the proxy and any power of attorney, or a certified copy of the power of attorney, (if any) under which the proxy is signed must be

received at the Company's Share Registry, Computershare Investor Services Pty Limited in the envelope provided (if mailing within Australia) or at GPO Box 242, Melbourne VIC 3001 (facsimile 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)), no later than 1:30pm WST Tuesday, 26 November 2024.

Online voting – You can submit your proxy appointment online by visiting [www.investorvote.com.au](http://www.investorvote.com.au). To use the online facility you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode as shown on your proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.

Custodian voting – For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

### **Voting by proxy**

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

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

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

Shareholders and their proxies should be aware that:

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

### **Voting in person**

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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 0401 248 048.***

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## EXPLANATORY STATEMENT

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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.

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### 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 <https://wkt.com.au/>.

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### 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 – RE-ELECTION OF A DIRECTOR – PHILIP MONTGOMERY

#### 3.1 General

Listing Rule 14.4 and clause 15.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Philip Montgomery, having held office without re-election since 30 November 2021 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Philip Montgomery is set out below.

<b>Qualifications, experience and other material directorships</b>	<p>Phil Montgomery has extensive global executive experience with an exceptional pedigree in major project delivery. As an executive at BHP and its predecessor organisations, Phil was responsible for the project's quadrupling output in the WA Iron Ore Division. While with BHP he held the roles of Chief Growth Officer, Global Head of Group Project Management and Vice President – Projects, leading the Jansen potash project.</p> <p>Having worked in developing countries including Mozambique, the DRC, South Africa and Colombia, Phil is well positioned to manage risk and challenges as a key advisor during the construction and commissioning of the Lind Jumbo Graphite Mine.</p> <p>Phil has a Bachelor of Science (Mechanical Engineering &amp; Business Management) from Oxford Brookes University. Other directorships of listed companies in the last 3 years: Salt Lake Potash Limited - appointed October 2020, and Lithium Americas Corp.</p>
<b>Term of office</b>	<p>Mr Montgomery has served as a Director since 15 July 2021 and was last re-elected on 30 November 2021.</p>
<b>Independence</b>	<p>If re-elected, the Board considers that Mr Montgomery will be an independent Director.</p>
<b>Board recommendation</b>	<p>Having received an acknowledgement from Mr Montgomery that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Montgomery since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Montgomery) recommend that Shareholders vote in favour of this Resolution.</p>

#### 3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Montgomery will be re-elected to the Board as an independent Director.

If this Resolution is not passed, Mr Montgomery will not continue in their role as an independent 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.

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#### **4. RESOLUTION 3 – CONFIRMATION OF APPOINTMENT OF AUDITOR AT AGM**

##### **4.1 Background**

On 10 July 2024, in accordance with section 327C of the Corporations Act 2001, the Company appointed Ernst & Young (**EY**) as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, HLB Mann Judd, in accordance with section 329(5) of the Corporations Act.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, EY holds office as auditor of the Company until the Company's next annual general meeting, being the meeting the subject of this Notice.

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of EY as the auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act 2001, notice in writing nominating EY as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice as Annexure A.

EY has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

If this Resolution is passed, the appointment of EY as the Company's auditor will take effect at the close of this Meeting.

HLB Mann Judd, the Company's current auditor, has given notice of its intention to resign as auditor of the Company to ASIC in accordance with section 329(5) of the Corporations Act.

##### **4.2 Board Recommendation**

The Board recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

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#### **5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE**

##### **5.1 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.

##### **5.2 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.

### 5.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS																																	
Period for which the 7.1A Mandate is valid	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <p>(a) the date that is 12 months after the date of this Meeting;</p> <p>(b) the time and date of the Company's next annual general meeting; and</p> <p>(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).</p>																																	
Minimum price	<p>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:</p> <p>(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</p> <p>(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.</p>																																	
Use of funds	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of new assets (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current projects and general working capital.</p>																																	
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>\$0.050</th><th>\$0.100</th><th>\$0.15</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>680,461,451</td><td>68,046,145</td><td>\$3,402,307</td><td>\$6,804,614</td><td>\$10,206,921</td></tr><tr><td>50% increase</td><td>1,020,692,177</td><td>102,069,217</td><td>\$5,103,460</td><td>\$10,206,921</td><td>\$15,310,382</td></tr></table>			Dilution				Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price			\$0.050	\$0.100	\$0.15	50% decrease	Issue Price	50% increase	Funds Raised			Current	680,461,451	68,046,145	\$3,402,307	\$6,804,614	\$10,206,921	50% increase	1,020,692,177	102,069,217	\$5,103,460	\$10,206,921	\$15,310,382
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REQUIRED INFORMATION	DETAILS					
	<b>100% increase</b>	1,360,922,902	136,092,290	\$6,804,614	\$13,609,229	\$20,413,843
	<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><b>The table above uses the following assumptions:</b></p> <ol style="list-style-type: none"> <li>1. There are currently 680,461,451 Shares on issue.</li> <li>2. The issue price set out above is the closing market price of the Shares on the ASX on 21 October 2024 (being \$0.10) (<b>Issue Price</b>). 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.</li> <li>3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.</li> <li>4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.</li> <li>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.</li> <li>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.</li> <li>7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</li> <li>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%.</li> <li>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.</li> </ol> <p>Shareholders should note that there is a risk that:</p> <ol style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ol>					
<b>Allocation policy under 7.1A Mandate</b>	<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> <ol style="list-style-type: none"> <li>(a) the purpose of the issue;</li> <li>(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;</li> <li>(c) the effect of the issue of the Equity Securities on the control of the Company;</li> <li>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</li> <li>(e) prevailing market conditions; and</li> </ol>					

REQUIRED INFORMATION	DETAILS
	(f) advice from corporate, financial and broking advisers (if applicable).
<b>Previous approval under Listing Rule 7.1A.2</b>	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 30 November 2023 (<b>Previous Approval</b>).</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>
<b>Voting exclusion statement</b>	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.

## 6. BACKGROUND TO RESOLUTIONS 5 TO 12

As announced on 28 October 2024, the Company entered into bridging loans with unrelated Shareholders (**Unrelated Bridging Loan Participants**) and Directors Michael Elliott and Peter Finnimore for the provision of an aggregate loans of \$600,000 (**Bridging Loans**).

The Bridging Loans will be available to be drawn from 28 October 2024, with the following key terms:

- (a) unsecured;
- (b) require repayment after 2 months;
- (c) interest rate 17%;
- (d) grant 2 Options for every \$1 loaned, expiring 18 months from the date of issue and with an exercise price of \$0.20 (**Bridging Loan Options**); and
- (e) the lenders will have the ability to convert the principal and accrued interest into Shares.

Directors, Mr Michael Elliott and Mr Peter Finnimore have entered into Bridging Loans with the Company for \$200,000 and \$100,000, respectively.

A summary of Resolutions 5 to 11 is set out below:

- (a) **Resolution 5:** seeks Shareholder approval for the purposed of Listing Rule 7.1 to issue the Unrelated Bridging Loan Participants 600,000 Bridging Loan Options on the basis of 2 Bridging Loan Options for every \$1 advanced under the Bridging Loans;
- (b) **Resolution 6:** seeks Shareholder approval for the purposes of Listing Rule 10.11 to issue Michael Elliott 400,000 Bridging Loan Options on the basis of 2 Bridging Loan Options for every \$1 advanced under the Bridging Loan;
- (c) **Resolution 7:** seeks Shareholder approval for the purposes of Listing Rule 10.11 to issue Peter Finnimore 200,000 Bridging Loan Options on the basis of 2 Bridging Loan Options for every \$1 advanced under the Bridging Loan;
- (d) **Resolution 8 & Resolution 9:** seek Shareholder approval for the purposes of Listing Rule 10.11 to issue Shares on conversion of the Bridging Loans to each of Michael Elliot (Resolution 8) and Peter Finnimore (Resolution 9);
- (e) **Resolution 10 & Resolution 11:** seek Shareholder approval for the purposes of Listing Rule 10.11 to issue Shares to Michael Elliot (Resolution 10) and Peter Finnimore (Resolution 11) on conversion of interest accrued on the Bridging Loans;
- (f) **Resolution 12:** seeks Shareholder approval for the purposes of Listing Rule 7.1 to issue Shares to the Unrelated Bridging Loan Participants on conversion of the Bridging Loans.

- (g) **Resolution 13:** seeks Shareholder approval for the purposes of Listing Rule 7.1 to issue Shares to the Unrelated Bridging Loan Participants on conversion of interest accrued on the Bridging Loans.

The Company intends to use funds raised from the Bridging Loans for intermediary working capital purposes as a result of in country logistical and shipping delays at the Lindo Jumbo project.

## **7. RESOLUTION 5 – APPROVAL TO ISSUE BRIDGING LOAN OPTIONS**

### **7.1 General**

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 600,000 Bridging Loan Options to the Unrelated Bridging Loan Participants.

Further information on the Bridging Loans is set out in Section 6 above.

### **7.2 Listing rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

The proposed issue of Bridging Loan Options to the Unrelated Bridging Loan Participants does not fall within any of the exceptions in Listing Rule 7.2. The Company wishes to retain as much flexibility as possible to issue additional Securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval under Listing Rule 7.1 as an alternative to using up its available placement capacity under Listing Rule 7.1.

### **7.3 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, the Company will be able to proceed with the issue of the 600,000 Bridging Loan Options. In addition, the issue of the 600,000 Bridging Loan Options 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.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the 600,000 Bridging Loan Options.

### **7.4 Technical information required by Listing Rule 7.3**

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued</b>	The Unrelated Bridging Loan Participants. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	600,000 Bridging Loan Options will be issued.
<b>Terms of Securities</b>	The Bridging Loan Options will be issued on the terms and conditions set out in Schedule 1.
<b>Date(s) on or by which the Securities will be issued</b>	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).
<b>Price or other consideration the Company will receive for the Securities</b>	The Securities will be issued at a nil issue price, in consideration for the advance of the Bridging Loans to the Company.

REQUIRED INFORMATION	DETAILS
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Bridging Loans.
<b>Summary of material terms of agreement to issue</b>	A summary of the terms of the Bridging Loans is set out in Section 6 above.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## **8. RESOLUTION 6 – ISSUE OF BRIDGING LOAN OPTIONS TO RELATED PARTY – MICHAEL ELLIOTT**

### **8.1 General**

As noted in Section 6, the Company has agreed, subject to obtaining Shareholder approval, to issue up to 400,000 Bridging Loan Options to Michael Elliott (or his nominee) on the terms and conditions set out below.

This Resolution seek Shareholder approval for the issue of the 400,000 Bridging Loan Options to Michael Elliott (or his nominee).

### **8.2 Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

The issue of Bridging Loan Options to Michael Elliott (or his nominee) constitutes giving a financial benefit and Michael Elliott is a related party of the Company by virtue of being a Director.

The Directors (other than Michael Elliott who has a material personal interest in Resolution 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Bridging Loan Options because the 400,000 Bridging Loan Options will be issued to Michael Elliott (or his nominee) on the same terms as Bridging Loan Options issued to the Unrelated Bridging Loan Participants and as such the giving of the financial benefit is on arm's length terms.

### **8.3 Listing Rule 10.11**

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

- 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 of Bridging Loans Options 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.

This Resolution seeks the required Shareholder approval for the issue of 400,000 Bridging Loan Options to Michael Elliott under and for the purposes of Listing Rule 10.11.

#### 8.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of the Bridging Loan Options to Michael Elliott 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 of the Bridging Loan Options (because approval is being obtained under Listing Rule 10.11), the issue of the Bridging Loan Options will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Bridging Loan Options to Michael Elliott and the Company may be required to renegotiate the terms of the Bridging Loan with Michael Elliott.

#### 8.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued</b>	Michael Elliott (or his nominee).
<b>Categorisation under Listing Rule 10.11</b>	Michael Elliot 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 Michael Elliot who receive Options may constitute 'associates' for the purposes of Listing Rule 10.11.4.
<b>Number of Securities and class to be issued</b>	Up to 400,000 Bridging Loan Options will be issued.
<b>Terms of Securities</b>	The Options will be issued on the terms and conditions set out in Schedule 1.
<b>Date(s) on or by which the Securities will be issued</b>	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).
<b>Price or other consideration the Company will receive for the Securities</b>	The Securities will be issued at a nil issue price, in consideration for the advance of the Bridging Loan to the Company.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Bridging Loan.  The issue is not intended to incentivise or remunerate the Director.
<b>Summary of material terms of agreement to issue</b>	A summary of the terms of the Bridging Loans is set out in Section 6 above.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.



## **9. RESOLUTION 7 – ISSUE OF BRIDGING LOAN OPTIONS TO RELATED PARTY – PETER FINNIMORE**

### **9.1 General**

As noted in Section 6, the Company has agreed, subject to obtaining Shareholder approval, to issue up to 200,000 Bridging Loan Options to Peter Finnimore (or his nominee) on the terms and conditions set out below.

This Resolution seek Shareholder approval for the issue of the 200,000 Bridging Loan Options to Peter Finnimore (or his nominee).

### **9.2 Chapter 2E of the Corporations Act**

A summary of Chapter 2E of the Corporations Act is set out in Section 8.2 above.

The issue of 200,000 Bridging Loan Options to Peter Finnimore (or his nominee) constitutes giving a financial benefit and Peter Finnimore is a related party of the Company by virtue of being a Director.

The Directors (other than Peter Finnimore who has a material personal interest in Resolution 7) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the 200,000 Bridging Loan Options because the 200,000 Bridging Loan Options will be issued to Peter Finnimore (or his nominee) on the same terms as Bridging Loan Options issued to the Unrelated Bridging Loan Participants and as such the giving of the financial benefit is on arm's length terms.

### **9.3 Listing Rule 10.11**

A summary of Listing Rule 10.11 is set out in Section 8.3 above.

The issue of 200,000 Bridging Loan Options 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.

This seeks the required Shareholder approval for the issue of the 200,000 Bridging Loan Options to Peter Finnimore under and for the purposes of Listing Rule 10.11.

### **9.4 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, the Company will be able to proceed with the issue of the Bridging Loan Options to Peter Finnimore 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 of the Bridging Loan Options (because approval is being obtained under Listing Rule 10.11), the issue of the Bridging Loan Options will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the 200,000 Bridging Loan Options to Peter Finnimore and the Company may be required to renegotiate the terms of the Bridging Loan with Peter Finnimore.

### **9.5 Technical Information required by Listing Rule 10.13**

<b>REQUIRED INFORMATION</b>	<b>DETAILS</b>
<b>Name of the person to whom Securities will be issued</b>	Peter Finnimore (or his nominee).
<b>Categorisation under Listing Rule 10.11</b>	<p>Peter Finnimore 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.</p> <p>Any nominee(s) of Peter Finnimore who receive Options may constitute 'associates' for the purposes of Listing Rule 10.11.4.</p>
<b>Number of Securities and class to be issued</b>	Up to 200,000 Bridging Loan Options will be issued.

REQUIRED INFORMATION	DETAILS
<b>Terms of Securities</b>	The Options will be issued on the terms and conditions set out in Schedule 1.
<b>Date(s) on or by which the Securities will be issued</b>	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).
<b>Price or other consideration the Company will receive for the Securities</b>	The Securities will be issued at a nil issue price, in consideration for the advance of the Bridging Loan to the Company.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Bridging Loan. The issue is not intended to incentivise or remunerate the Director.
<b>Summary of material terms of agreement to issue</b>	A summary of the terms of the Bridging Loans is set out in Section 6 above.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 10. RESOLUTION 8 – ISSUE OF SHARES TO RELATED PARTY – MICHAEL ELLIOTT

### 10.1 General

As set out in Section 6 above, Michael Elliott may elect to convert the principal of his Bridging Loan into Shares (**Principal Conversion**).

Accordingly, this Resolution seeks Shareholder approval for the issue of Shares up to the value of \$200,000 to Michael Elliott (or his nominee), as a result of the Principal Conversion of a Bridging Loan on the terms set out below.

### 10.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 8.2 above.

The Principal Conversion will result in the issue of Shares which constitutes giving a financial benefit and Michael Elliott, is a related party of the Company by virtue of being a Director.

The Directors (other than Michael Elliott who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Principal Conversion because the Shares will be issued to Michael Elliott (or his nominee) on the same terms as Shares issued to the Unrelated Bridging Loan Participants and as such the giving of the financial benefit is on arm's length terms.

### 10.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 8.3 above.

The Principal Conversion 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.

This Resolution seeks Shareholder approval for the issue of Shares under the Principal Conversion under and for the purposes of Listing Rule 10.11.

### 10.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of the Shares under the Principal Conversion 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 of the Shares in respect of the

Principal Conversion (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Shares under the Principal Conversion and the Company will be required to repay the principal under the Bridging Loan with Michael Elliott in cash.

## 10.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued</b>	Michael Elliott (or his nominee).
<b>Categorisation under Listing Rule 10.11</b>	Michael Elliot 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 Michael Elliot who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
<b>Number of Securities and class to be issued</b>	Set out below are worked examples of the number of Shares that may be issued to Michael Elliot under Resolution 8 based on assumed issue prices of \$0.07 through to \$0.10:  (a) <b><u>\$0.07</u></b> : up to 2,857,143 Shares will be issued. (b) <b><u>\$0.08</u></b> : up to 2,500,000 Shares will be issued. (c) <b><u>\$0.09</u></b> : up to 2,222,223 Shares will be issued. (d) <b><u>\$0.10</u></b> : up to 2,000,000 Shares will be issued.
<b>Terms of Securities</b>	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	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).
<b>Price or other consideration the Company will receive for the Securities</b>	The Shares will be issued on conversion of the Bridging Loan.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Bridging Loan.  The issue is not intended to incentivise or remunerate the Director.
<b>Summary of material terms of agreement to issue</b>	A summary of the terms of the Bridging Loans is set out in Section 6 above.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## **11. RESOLUTION 9 – ISSUE OF SHARES TO RELATED PARTY – PETER FINNIMORE**

### **11.1 General**

As set out in Section 6 above, Director Peter Finnimore may elect to convert the principal of his Bridging Loan into Shares (**Principal Conversion**).

Accordingly, this Resolution seeks Shareholder approval for the issue of Shares up to the valued of \$100,000 to Peter Finnimore (or his nominee), as a result of the Principal Conversion of a Bridging Loan on the terms set out below.

### **11.2 Chapter 2E of the Corporations Act**

A summary of Chapter 2E of the Corporations Act is set out in Section 8.2 above.

The Principal Conversion will result in the issue of Shares which constitutes giving a financial benefit and Peter Finnimore, is a related party of the Company by virtue of being a Director.

The Directors (other than Peter Finnimore who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Principal Conversion because the Shares will be issued to Peter Finnimore (or their nominee) on the same terms as Shares issued to Unrelated Bridging Loan Participants and as such the giving of the financial benefit is on arm's length terms.

### **11.3 Listing Rule 10.11**

A summary of Listing Rule 10.11 is set out in Section 8.3 above.

The Principal Conversion 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.

This Resolution seeks Shareholder approval for the issue of Shares under the Principal Conversion under and for the purposes of Listing Rule 10.11.

### **11.4 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, the Company will be able to proceed with the issue of the Shares under the Principal Conversion 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 of the Shares in respect of the Principal Conversion (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Shares under the Principal Conversion and the Company will be required to repay the principal under the Bridging Loan with Peter Finnimore in cash.

### **11.5 Technical Information required by Listing Rule 10.13**

<b>REQUIRED INFORMATION</b>	<b>DETAILS</b>
<b>Name of the person to whom Securities will be issued</b>	Peter Finnimore (or his nominee).
<b>Categorisation under Listing Rule 10.11</b>	<p>Peter Finnimore 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.</p> <p>Any nominee(s) of Peter Finnimore who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.</p>

REQUIRED INFORMATION	DETAILS
<b>Number of Securities and class to be issued</b>	Set out below are worked examples of the number of Shares that may be issued to Peter Finnimore under Resolution 9 based on assumed issue prices of \$0.07 through to \$0.10:  (a) <b><u>\$0.07</u></b> : up to 1,428,572 Shares will be issued. (b) <b><u>\$0.08</u></b> : up to 1,250,000 Shares will be issued. (c) <b><u>\$0.09</u></b> : up to 1,111,112 Shares will be issued. (d) <b><u>\$0.10</u></b> : up to 1,000,000 Shares will be issued.
<b>Terms of Securities</b>	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	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).
<b>Price or other consideration the Company will receive for the Securities</b>	The Shares will be issued on conversion of the Bridging Loan.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Bridging Loan.  The issue is not intended to incentivise or remunerate the Director.
<b>Summary of material terms of agreement to issue</b>	A summary of the terms of the Bridging Loans is set out in Section 6 above.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 12. RESOLUTIONS 10 AND 11 – ISSUE OF SHARES TO RELATED PARTIES – MICHAEL ELLIOTT AND PETER FINNIMORE – BRIDGING LOAN INTEREST

### 12.1 General

As set out in Section 6 above, the Company may elect to convert the interest accrued on Bridging Loans with Directors Michael Elliott and Peter Finnimore accrued up until 28 December 2024 into Shares (**Interest Conversion**). As noted in Section 6, subject to Shareholder approval and at the sole discretion of the lender, interest accrued under the Bridging Loans may be repaid and offset by the issue of Shares.

Accordingly, Resolutions 10 and 11 seek Shareholder approval for the issue of Shares up to the value of \$5,667 and \$2,834 to Michael Elliott and Peter Finnimore, respectively (or their nominee), as a result of the Interest Conversion on the terms set out below.

### 12.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 8.2 above.

The Interest Conversion will result in the issue of Shares which constitutes giving a financial benefit and Michael Elliott and Peter Finnimore are related parties of the Company by virtue of being Directors.

The Directors (other than Michael Elliott and Peter Finnimore who have a material personal interest in Resolutions 10 and 11, respectively) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Interest Conversion because the Shares will be issued to Michael Elliott and Peter Finnimore (or their nominees) on the same terms as Shares issued to the Unrelated Bridging Loan Participants and as such the giving of the financial benefit is on arm's length terms.

### 12.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 8.3 above.

The Interest Conversion 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.

Resolutions 10 and 11 seek Shareholder approval for the issue of Shares upon the Interest Conversion under and for the purposes of Listing Rule 10.11.

### 12.4 Technical information required by Listing Rule 14.1A

If Resolutions 10 and 11 are passed, the Company will be able to proceed with the issue of the Shares under the Interest Conversion 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 of the Shares in respect of the Interest Conversion (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 10 and 11 are not passed, the Company will not be able to proceed with the issue of the Shares under the Interest Conversion and the Company will be required to repay the interest accrued under the Bridging Loans with Michael Elliott and Peter Finnimore in cash.

### 12.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued</b>	Michael Elliott and Peter Finnimore (or their nominees).
<b>Categorisation under Listing Rule 10.11</b>	Michael Elliott and Peter Finnimore fall within the category set out in Listing Rule 10.11.1 as they are a related parties of the Company by virtue of each being a Director.  Any nominee(s) of Michael Elliott or Peter Finnimore who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
<b>Number of Securities and class to be issued</b>	The maximum number of Shares to be issued is Shares up to the value of \$8,500 being:  (a) Shares up to the value of \$5,667 to Michael Elliott; and (b) Shares up to the value of \$2,833 to Peter Finnimore.  Set out below are worked examples of the number of the Shares that may be issued under Resolutions 10 and 11 to Michael Elliott and Peter Finnimore based on the assumed issue prices of \$0.07 through to \$0.10:  (a) <b>\$0.07:</b> up to 80,958 Shares and 40,472 Shares will be issued to Michael Elliott and Peter Finnimore, respectively.  (b) <b>\$0.08:</b> up to 70,838 Shares and 35,413 Shares will be issued to Michael Elliott and Peter Finnimore, respectively.  (c) <b>\$0.09:</b> up to 62,967 Shares and 31,478 Shares will be issued to Michael Elliott and Peter Finnimore, respectively.  (d) <b>\$0.10:</b> up to 56,670 Shares and 28,330 Shares will be issued to Michael Elliott and Peter Finnimore, respectively.

REQUIRED INFORMATION	DETAILS
<b>Terms of Securities</b>	The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	The Shares will be issued no later than 1 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) and it is anticipated the Shares will be issued on the same date.
<b>Price or other consideration the Company will receive for the Securities</b>	The Shares will be issued on conversion of interest accrued under the Bridging Loans.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue of Shares under the Interest Conversion is to satisfy the Company's obligations under the Bridging Loans. The issue is not intended to incentivise or remunerate the Director.
<b>Summary of material terms of agreement to issue</b>	A summary of the terms of the Bridging Loans is set out in Section 6 above.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

### 13. RESOLUTION 12 - APPROVAL TO ISSUE SHARES TO UNRELATED PARTIES – CONVERSION OF BRIDGING LOANS

#### 13.1 General

As set out in Section 6 above, the Unrelated Bridging Loan Participants may elect to convert the principal of their Bridging Loan into Shares (**Principal Conversion**).

Accordingly, this Resolution seeks Shareholder approval for the issue of Shares up to the value of \$300,000 to the Unrelated Bridging Loan Participants (or their nominees), as a result of the Principal Conversion of a Bridging Loan on the terms set out below.

#### 13.2 Technical information required by Listing Rule 14.1A

The issue of the Interest Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and whilst the number of Shares may not exceed the 15% limit in Listing Rule 7.1, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of the Shares under Listing Rule 7.1 so that it does not use up any of the 15% limit on issue equity securities without Shareholder approval set out in Listing Rule 7.1.

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

If this Resolution is not passed, the Company may not be able to proceed with the issue of the Shares and the Company will be required to repay the Bridging Loans in cash.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Shares.



### 13.3 Technical Information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued</b>	The Unrelated Bridging Loan Participants. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	Set out below are worked examples of the number of Shares that may be issued to the Unrelated Bridging Loan Participants under Resolution 12 based on assumed issue prices of \$0.07 through to \$0.10:  (a) <b><u>\$0.07</u></b> : up to 4,285,715 Shares will be issued. (b) <b><u>\$0.08</u></b> : up to 3,750,000 Shares will be issued. (c) <b><u>\$0.09</u></b> : up to 3,333,334 Shares will be issued. (d) <b><u>\$0.10</u></b> : up to 3,000,000 Shares will be issued.
<b>Terms of Securities</b>	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	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).
<b>Price or other consideration the Company will receive for the Securities</b>	The Shares will be issued on conversion of the Bridging Loan.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Bridging Loan.
<b>Summary of material terms of agreement to issue</b>	A summary of the terms of the Bridging Loans is set out in Section 6 above.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 14. RESOLUTION 13 – APPROVAL TO ISSUE SHARES TO UNRELATED PARTIES – BRIDGING LOAN INTEREST

### 14.1 General

As set out in Section 6 above, the Company may elect to convert the interest accrued on Bridging Loans with the Unrelated Bridging Loan Participants accrued up until 28 December 2024 into Shares (**Interest Shares**). As noted in Section 6, subject to shareholder approval and at the discretion of the lender, interest accrued under the Bridging Loans may be repaid and offset by the issue of Shares

Accordingly, this Resolution seeks Shareholder approval for the issue of Shares up to the value of \$8,500 to the Unrelated Bridging Loan Participants (or their nominees), as a result of the Interest Conversion on the terms set out below.

### 14.2 Technical information required by Listing Rule 14.1A

The issue of the Interest Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and whilst the number of Interest Shares may not exceed the 15% limit in Listing Rule 7.1, the Company wishes to retain as much flexibility as possible to issue additional



equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of the Interest Shares under Listing Rule 7.1 so that it does not use up any of the 15% limit on issue equity securities without Shareholder approval set out in Listing Rule 7.1.

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

If this Resolution is not passed, the Company may not be able to proceed with the issue of the Interest Shares and the Company will be required to repay the interest accrued under the Bridging Loans in cash.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Interest Shares.

### 14.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued</b>	The Unrelated Bridging Loan Participants.  The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	Set out below are worked examples of the number of Shares that may be issued to the Unrelated Bridging Loan Participants under Resolution 13 based on assumed issue prices of \$0.07 through to \$0.10:  (a) <b><u>\$0.07</u></b> : up to 121,429 Shares will be issued. (b) <b><u>\$0.08</u></b> : up to 106,250 Shares will be issued. (c) <b><u>\$0.09</u></b> : up to 94,445 Shares will be issued. (d) <b><u>\$0.10</u></b> : up to 85,000 Shares will be issued.
<b>Terms of Securities</b>	The Interest Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Interest Shares 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).
<b>Price or other consideration the Company will receive for the Securities</b>	The Shares will be issued on conversion of interest accrued under the Bridging Loans.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the Interest Shares is to satisfy the Company's obligations under the Bridging Loan.
<b>Summary of material terms of agreement to issue</b>	A summary of the terms of the Bridging Loans is set out in Section 6 above.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

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## GLOSSARY

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**\$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 5.1.

**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.

**Board** means the current board of directors of the Company.

**Bridging Loans** means the bridging loans for an aggregate of \$600,000 between the Company, the Unrelated Bridging Loan Participants, Michael Elliot and Peter Finnimore.

**Bridging Loan Options** means the Options to be issued pursuant to the Bridging Loans on the terms and conditions set out in Schedule 1.

**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 Walkabout Resources Limited (ACN 119 670 370).

**Constitution** means the Company's constitution.

**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.

**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.

**Managing Director** means the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office.

**Material Person** means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

**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.

**Proxy Form** means the proxy form accompanying the Notice.

**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.

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

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

**Unrelated Bridging Loan Participants** has the meaning given in Section 6.

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

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

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## ANNEXURE A – NOMINATION OF AUDITOR LETTER

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21 October 2024

Walkabout Resources Limited  
45 Ventnor Avenue  
WEST PERTH WA 6005

I, Andrew Cunningham, being a member of Walkabout Resources Limited (**Company**), nominate Ernst & Young in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Corporations Act.

Signed and dated:

A handwritten signature in black ink, appearing to be 'A. Cunningham', with a long, sweeping horizontal stroke extending to the right.

Andrew Cunningham  
21 October 2024

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## SCHEDULE 1 – TERMS AND CONDITIONS OF BRIDGING LOAN OPTIONS

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### 1. Entitlement

Each Option entitles the holder to subscribe for one fully paid ordinary share (**Share**) in the Company upon exercise.

### 2. Exercise Price and Expiry Date

Each Option shall have an exercise price of \$0.20 (**Exercise Price**) and expire 18 months from their date of issue (**Expiry Date**).

### 3. Exercise Period

Each Option is exercisable at any time before the Expiry Date (**Exercise Period**).

### 4. Notice of Exercise

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

### 5. Shares issued on exercise

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

### 6. Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

### 7. Timing of issue of Shares and quotation of Shares on exercise

Within 5 Business Days after the later of the following:

- (a) receipt of a Notice of Exercise given in accordance with these term and conditions and payment of the Exercise Price for each Option being exercised; and
- (b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information the relevant date will be the date of receipt of a Notice of Exercise as set out in clause 3 above,

the Company will:

- (c) allot and issue the Shares pursuant to the exercise of the Options;
- (d) 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 a prospectus with ASIC that qualifies the Shares issued upon exercise of the Options for resale under section 708A(11) of the Corporations Act; and
- (e) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

### 8. Participation in new issues

There are no participation rights or entitlements inherent in the Options and Option Holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options.

**9. Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the holder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

**10. Adjustments for reorganisation**

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

**11. Quotation of Options**

No application for quotation of the Options will be made by the Company.

**12. Options Transferable**

The Options are transferable provided that the transfer of Options complies with section 707(3) of the Corporations Act.

**13. Lodgement and Payment Instructions**

Unless directed by the Company otherwise the Exercise Price shall be paid by cheques in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.

WKT

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1:30pm (AWST) on Tuesday, 26 November 2024.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

XX

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

**Step 1** **Appoint a Proxy to Vote on Your Behalf**

**XX**

I/we being a member/s of Walkabout Resources Ltd hereby appoint

☐ the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Walkabout Resources Ltd to be held at Suite 1, Level 14, 221 St Georges Terrace, Perth, WA 6000 on Thursday, 28 November 2024 at 1:30pm (AWST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention in step 2) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2.

**Step 2** **Items of Business**

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Issue of Shares to Related Party – Peter Finnimore	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of a Director - Philip Montgomery	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Issue of Shares to Related Party – Michael Elliott – Bridging Loan Interest	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Confirmation of Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Issue of Shares to Related Party – Peter Finnimore – Bridging Loan Interest	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of 7.1A Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Approval to Issue Shares to Unrelated Parties – Conversion of Bridging Loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval to Issue Options to Unrelated Parties – Bridging Loan Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	Approval to Issue Shares to Unrelated Parties – Bridging Loan Interest	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Issue of Bridging Loan Options to Related Party – Michael Elliott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Issue of Bridging Loan Options to Related Party – Peter Finnimore	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Issue of Shares to Related Party – Michael Elliott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

**Step 3** **Signature of Securityholder(s)** *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3	/ /
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date
<b>Update your communication details</b> (Optional)			By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically
Mobile Number	Email Address		
<input type="text"/>	<input type="text"/>		