
RECHARGE METALS LIMITED
ACN 647 703 839
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 12.00pm (WST)

DATE: Thursday, 28 November 2024

PLACE: Level 2, 25 Richardson Street, West Perth WA 6005

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm (WST) on 26 November 2024.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

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

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

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

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

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

3. RESOLUTION 2 – ELECTION OF BEN VALLERINE

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 11.13 of the Constitution, Listing Rule 14.4 and for all other purposes, Ben Vallerine, a Director who was appointed an additional Director on 29 October 2024, retires, and being eligible, is elected as a Director."

4. RESOLUTION 3 – 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."

5. RESOLUTION 4 – APPROVAL TO ISSUE CONSIDERATION SECURITIES

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 an aggregate of 16,000,000 Shares and an aggregate of 50,000,000 Performance Rights to DG Resource Management Aus Pty Ltd and Hale Court Holdings Pty Ltd (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

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

6. RESOLUTION 5 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO FELICITY REPACHOLI

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, sections 200C and 200E of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 10,000,000 Performance Rights to Felicity Repacholi (or her nominee(s)) and for the giving of benefits in connection with the transfer of whole or any part of the undertaking or property of the Company, on the terms and conditions set out in the Explanatory Statement."

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

7. RESOLUTION 6 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO BEN VALLERINE

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, sections 200C and 200E of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 5,000,000 Performance Rights to Ben Vallerine (or his nominee(s)) and for the giving of benefits in connection with the transfer of whole or any part of the undertaking or property of the Company, on the terms and conditions set out in the Explanatory Statement."

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

8. RESOLUTION 7 – APPROVAL TO ISSUE PLACEMENT SHARES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 100,000,000 Shares to Placement Participants on the terms and conditions set out in the Explanatory Statement."

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

9. RESOLUTION 8 – APPROVAL TO ISSUE PLACEMENT SHARES TO FELICITY REPACHOLI

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 800,000 Shares to Felicity Repacholi (or her nominee(s)) on the terms and conditions set out in the Explanatory Statement."

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

10. RESOLUTION 9 – APPROVAL TO ISSUE PLACEMENT SHARES TO BEN VALLERINE

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 1,000,000 Shares to Ben Vallerine (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

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

11. RESOLUTION 10 – APPROVAL TO ISSUE PLACEMENT SHARES TO SIMON ANDREW

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 800,000 Shares to Simon Andrew (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

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

12. RESOLUTION 11 – APPROVAL TO ISSUE PLACEMENT SHARES TO AMANDA BURGESS

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 Shares to Amanda Burgess (or her nominee(s)) on the terms and conditions set out in the Explanatory Statement."

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

13. RESOLUTION 12 – APPROVAL TO ISSUE OPTIONS TO LEAD MANAGER

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 5,000,000 Options to Pamplona Capital Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

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

14. RESOLUTION 13 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

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

“That, for the purposes of sections 136(2) and 648G of the Corporations Act and for all other purposes, approval is given for the Company to modify its existing Constitution by renewing clause 21 for a period of three years from the date of approval of this Resolution.”

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 5 - Approval to Issue Performance Rights to Felicity Repacholi	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 6 - Approval to Issue Performance Rights to Ben Vallerine	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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:

Resolution 4 – Approval to issue Consideration Securities	DG Resource Management Aus Pty Ltd and Hale Court Holdings Pty Ltd or any other 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) or an associate of that person (or those persons).
Resolution 5 - Approval to Issue Performance rights to Felicity Repacholi	Felicity Repacholi (or her nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 - Approval to Issue Performance Rights to Ben Vallerine	Ben Vallerine (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval to issue Placement Shares	The Placement Participants or any other 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) or an associate of that person (or those persons).
Resolution 8 – Approval to issue Placement Shares to Felicity Repacholi	Felicity Repacholi (or her nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 9 – Approval to issue Placement Shares to Ben Vallerine	Ben Vallerine (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

Resolution 10 – Approval to issue Placement Shares to Simon Andrew	Simon Andrew (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 11 – Approval to issue Placement Shares to Amanda Burgess	Amanda Burgess (or her nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 12 – Approval to issue Options to Lead Manager	Pamplona Capital Pty Ltd or any other 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) or an associate of that person (or those persons).

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

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

Voting by proxy

To vote by proxy, please complete 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

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 +61 418 342 762.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

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

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

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

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

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

2.2 Voting consequences

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

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

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

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

2.3 Previous voting results

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

3. RESOLUTION 2 – ELECTION OF BEN VALLERINE

3.1 General

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

Pursuant to section 11.13 of the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders.

Ben Vallerine, having been appointed by other Directors on 29 October 2024 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Ben Vallerine is set out below.

Qualifications, experience and other material directorships	<p>Mr Vallerine has more than 20 years' experience in the mining industry. He has been involved in a senior management capacity with exploration and development resource projects, across a range of commodities, including uranium, predominantly in Australia and North America. Mr Vallerine holds a Bachelor of Science degree with Honours in economic geology from the University of Tasmania and is a member of the Australian Institute of Geoscientists.</p> <p>Mr Vallerine was the Exploration Manager and Director of the former ASX-listed, uranium-focused explorer Black Range Minerals Limited. Whilst living in the USA, Mr Vallerine was responsible for in-country management and he built a portfolio of over 90mlbs of U₃O₈ through successful exploration and acquisitions with Black Range Minerals Limited.</p> <p>Ben was recently the Non-Executive Technical Director of Global Uranium and Enrichment Limited (ASX: GUE). Prior to that, he was the Exploration Manager for ASX-listed explorer Caspin Resources Limited and before that role was the CEO & Exploration Manager for ASX listed Renegade Exploration Limited.</p> <p>Ben is currently the Managing Director of Koba Resources Limited (ASX: KOB), Koba is currently focused on advancing the Yarramba Uranium Project in South Australia.</p>
Term of office	Mr Vallerine has served as a Director since 29 October 2024.
Independence	If re-elected, the Board considers that Mr Vallerine will be an independent Director.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Vallerine.
Board recommendation	Having received an acknowledgement from Mr Vallerine that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Vallerine since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Ben Vallerine) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Ben Vallerine will be elected to the Board as an independent Director.

If this Resolution is not passed, Ben Vallerine 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.

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 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.

4.2 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.

4.3 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> <ul style="list-style-type: none">(a) the date that is 12 months after the date of this Meeting;(b) the time and date of the Company's next annual general meeting; and(c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	<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> <ul style="list-style-type: none">(a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or

REQUIRED INFORMATION	DETAILS																																										
	(b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.																																										
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's mineral exploration projects (funds would then be used for project, feasibility studies and ongoing project administration), the development of the Company's current business and general working capital.																																										
Risk of economic and voting dilution	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue proposed to be issued as at 24 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> <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> <table><tr><th colspan="2"></th><th colspan="4">Dilution</th></tr><tr><th colspan="2" rowspan="3">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th><th rowspan="3">Shares issued – 10% voting dilution</th><th colspan="3">Issue Price</th></tr><tr><th>\$0.022</th><th>\$0.043</th><th>\$0.065</th></tr><tr><th>50% decrease</th><th>Issue Price</th><th>50% increase</th></tr><tr><th colspan="6">Funds Raised</th></tr><tr><td>Current</td><td>258,689,967</td><td>25,868,996</td><td>\$569,117</td><td>\$1,112,366</td><td>\$1,681,484</td></tr><tr><td>50% increase</td><td>388,034,951</td><td>38,803,495</td><td>\$853,676</td><td>\$1,668,550</td><td>\$2,522,227</td></tr><tr><td>100% increase</td><td>517,379,934</td><td>51,737,993</td><td>\$1,138,235</td><td>\$2,224,733</td><td>\$3,362,969</td></tr></table> <p>The table above uses the following assumptions:</p> <ol style="list-style-type: none">There are currently 258,689,967 Shares on issue comprising:<ol style="list-style-type: none">139,689,967 existing Shares as at the date of this Notice; and119,000,000 Shares which will be issued if Resolutions 4 and 7 to 11 are passed at this Meeting.The issue price set out above is the closing market price of the Shares on the ASX on 24 October 2024 (being \$0.043).The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.			Dilution				Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price			\$0.022	\$0.043	\$0.065	50% decrease	Issue Price	50% increase	Funds Raised						Current	258,689,967	25,868,996	\$569,117	\$1,112,366	\$1,681,484	50% increase	388,034,951	38,803,495	\$853,676	\$1,668,550	\$2,522,227	100% increase	517,379,934	51,737,993	\$1,138,235	\$2,224,733	\$3,362,969
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REQUIRED INFORMATION	DETAILS
	<p>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.</p> <p>5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.</p> <p>6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.</p> <p>7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</p> <p>8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.</p> <p>9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.</p> <p>Shareholders should note that there is a risk that:</p> <p>(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</p> <p>(b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.</p>
Allocation policy under 7.1A Mandate	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <p>(a) the purpose of the issue;</p> <p>(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;</p> <p>(c) the effect of the issue of the Equity Securities on the control of the Company;</p> <p>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</p> <p>(e) prevailing market conditions; and</p> <p>(f) advice from corporate, financial and broking advisers (if applicable).</p>
Previous approval under Listing Rule 7.1A.2	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 November 2023 (Previous Approval).</p>

REQUIRED INFORMATION	DETAILS		
	<p>During the 12-month period preceding the date of the Meeting, being on and from 27 November 2023, the Company issued 11,135,197 Shares pursuant to the Previous Approval (Previous Issue), which represent approximately 7.04% of the total diluted number of Equity Securities on issue in the Company on 28 November 2023, which was 158,151,474.</p> <p>Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.</p> <p>The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:</p>		
	<table><tr><td>Date of Issue and Appendix 2A</td><td>Date of Issue: 18 March 2024 Date of Appendix 2A: 18 March 2024</td></tr></table>	Date of Issue and Appendix 2A	Date of Issue: 18 March 2024 Date of Appendix 2A: 18 March 2024
	Date of Issue and Appendix 2A	Date of Issue: 18 March 2024 Date of Appendix 2A: 18 March 2024	
	<table><tr><td>Number and Class of Equity Securities Issued</td><td>11,135,197 Shares¹</td></tr></table>	Number and Class of Equity Securities Issued	11,135,197 Shares ¹
	Number and Class of Equity Securities Issued	11,135,197 Shares ¹	
	<table><tr><td>Issue Price</td><td>\$0.06 per Share.</td></tr></table>	Issue Price	\$0.06 per Share.
	Issue Price	\$0.06 per Share.	
	<table><tr><td>Recipients</td><td>Professional and sophisticated investors as part of a placement announced on 4 March 2024. The placement participants were identified through a bookbuild process, which involved the Company and its advisers seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.</td></tr></table>	Recipients	Professional and sophisticated investors as part of a placement announced on 4 March 2024. The placement participants were identified through a bookbuild process, which involved the Company and its advisers seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.
Recipients	Professional and sophisticated investors as part of a placement announced on 4 March 2024. The placement participants were identified through a bookbuild process, which involved the Company and its advisers seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.		
<table><tr><td>Total Cash Consideration and Use of Funds</td><td>Amount raised: \$668,111.82 Amount spent: \$380,088 Use of funds: the funds raised was applied to fund the cash component of the consideration for the Newnham Lake Uranium Project acquisition and the balance towards the Company's initial exploration programmes at the Newnham Lake Uranium Project. Amount remaining: \$288,022 Proposed use of remaining funds:² project evaluation and working capital.</td></tr></table>	Total Cash Consideration and Use of Funds	Amount raised: \$668,111.82 Amount spent: \$380,088 Use of funds: the funds raised was applied to fund the cash component of the consideration for the Newnham Lake Uranium Project acquisition and the balance towards the Company's initial exploration programmes at the Newnham Lake Uranium Project. Amount remaining: \$288,022 Proposed use of remaining funds: ² project evaluation and working capital.	
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Notes:			
<div><div>1.</div><div>Fully paid ordinary shares in the capital of the Company, ASX Code: REC (terms are set out in the Constitution).</div></div> <div><div>2.</div><div>This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.</div></div>			

REQUIRED INFORMATION	DETAILS
Voting exclusion statement	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.

5. RESOLUTION 4 – APPROVAL TO ISSUE CONSIDERATION SECURITIES

5.1 Background to Acquisition

As announced on the ASX on 29 October 2024, the Company has entered into a binding agreement (**Acquisition Agreement**) with DG Resource Management Aus Pty Ltd and Hale Court Holdings Pty Ltd (each a **Vendor** and together the **Vendors**) to acquire 100% of the issued share capital of CoreVista Energy Pty Ltd (**CoreVista**) which, through its wholly owned Montana-incorporated subsidiary, CoreVista Energy USA, LLC, holds a number of mineral leases in Montana which form the Carter Uranium Project (**Acquisition**).

The Vendors each hold 50%, and together hold 100%, of the issued share capital of CoreVista. The Vendors are each unrelated parties of the Company. DG Resource Management Aus Pty Ltd is a wholly owned subsidiary of DG Resource Management Ltd (**DGRM**). DGRM is a substantial shareholder of the Company. The Company has received confirmation from ASX that Chapter 11 of the Listing Rules and Listing Rule 10.1 do not apply to the Acquisition.

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

- the Company having received firm commitments from sophisticated and professional investors to subscribe for a minimum of \$1,500,000 worth of Shares under the Placement (this condition cannot be waived);
- the Company having obtained all necessary Shareholder and regulatory approvals required to complete the Acquisition and the Placement (this condition cannot be waived) being the subject of Resolutions 4 and 7; and
- the Company and CoreVista having obtained all necessary third-party approvals or consents required to give effect to the Acquisition (this condition may be waived by Recharge).

The conditions set out above must be satisfied (or waived) on or before 31 January 2025.

The consideration payable to the Vendors for the Acquisition comprises:

- a cash payment as reimbursement of shareholder loans advanced by the Vendors to CoreVista prior to entry into the Acquisition Agreement, capped at a maximum of \$250,000 (in aggregate);
- 16,000,000 fully paid ordinary shares in the capital of the Company (equal to \$400,000 worth of Shares at the subscription price of Shares subscribed under the Placement) (**Consideration Shares**); and
- 50,000,000 performance rights to be issued on the terms and conditions set out in Schedule 1 (**Performance Rights**) and comprising:

TRANCHE	AMOUNT	MILESTONE	EXPIRY DATE
Tranche 1 Performance Rights	10,000,000	Upon the Company's announcement to the ASX of a JORC Code 2012 (JORC Code) compliant mineral resource at the Project of at least 4mlbs at a minimum cut-off grade of 200ppm U308.	The date that is two (2) years from Completion.

TRANCHE	AMOUNT	MILESTONE	EXPIRY DATE
Tranche 2 Performance Rights	10,000,000	Upon the Company's announcement to the ASX of a JORC Code compliant mineral resource at the Project of at least 8mlbs at a minimum cut-off grade of 200ppm U308.	The date that is three (3) years from Completion.
Tranche 3 Performance Rights	10,000,000	Upon the Company's announcement to the ASX of a JORC Code compliant mineral resource at the Project of at least 15mlbs at a minimum cut-off grade of 200ppm U308.	The date that is four (4) years from Completion.
Tranche 4 Performance Rights	10,000,000	Upon the Company's announcement to the ASX of a JORC Code compliant mineral resource at the Project of at least 20mlbs at a minimum cut-off grade of 200ppm U308.	The date that is five (5) years from Completion.
Tranche 5 Performance Rights	10,000,000	Upon the Company's announcement to the ASX of a JORC Code compliant mineral resource at the Project of at least 40mlbs at a minimum cut-off grade of 200ppm U308.	The date that is five (5) years from Completion.

The Consideration Shares and Performance Rights are collectively referred to as the **Consideration Securities**.

The Company has also agreed to grant the Vendors a 2.0% gross overriding royalty (in aggregate) on revenue generated from production at the Carter Uranium Project.

On completion of the Acquisition, the Company will hold, through CoreVista and its US subsidiary, a 100% interest in the Carter Uranium Project. Completion is expected to occur shortly following the receipt of all necessary Shareholder approvals required to complete the Acquisition, which are included in this Notice.

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

5.2 Background to Resolution 4

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of an aggregate of 16,000,000 Consideration Shares and 50,000,000 Performance Rights to the Vendors as part consideration for the Acquisition.

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

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.3 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company will have to renegotiate the consideration payable under the Acquisition Agreement and the Acquisition may not proceed.

5.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Consideration Securities will be issued	DG Resource Management Aus Pty Ltd and Hale Court Holdings Pty Ltd.
Number of Consideration Securities and class to be issued	<p>An aggregate of 16,000,000 Consideration Shares will be issued to the Vendors, comprising:</p> <p>(a) 8,000,000 to DG Resource Management Aus Pty Ltd; and</p> <p>(b) 8,000,000 to Hale Court Holdings Pty Ltd; and</p> <p>an aggregate of 50,000,000 Performance Rights will be issued to the Vendors as follows:</p> <p>(c) 25,000,000 Performance Rights to DG Resource Management Aus Pty Ltd, comprising:</p> <p>(i) 5,000,000 Tranche 1 Performance Rights;</p> <p>(ii) 5,000,000 Tranche 2 Performance Rights;</p> <p>(iii) 5,000,000 Tranche 3 Performance Rights;</p> <p>(iv) 5,000,000 Tranche 4 Performance Rights;</p> <p>(v) 5,000,000 Tranche 5 Performance Rights; and</p> <p>(d) 25,000,000 Performance Rights to Hale Court Holdings Pty Ltd, comprising:</p> <p>(i) 5,000,000 Tranche 1 Performance Rights;</p> <p>(ii) 5,000,000 Tranche 2 Performance Rights;</p> <p>(iii) 5,000,000 Tranche 3 Performance Rights;</p> <p>(iv) 5,000,000 Tranche 4 Performance Rights; and</p> <p>(v) 5,000,000 Tranche 5 Performance Rights,</p> <p>on the terms and conditions set out in Schedule 1.</p>
Terms of Consideration Securities	The Consideration 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 and the Performance Rights will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Consideration Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Consideration 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).

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company will receive for the Securities	The Consideration Securities will be issued at a nil issue price, in consideration for the Acquisition.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of Consideration Securities is to satisfy the Company's obligations under the Acquisition Agreement.
Summary of material terms of agreement to issue	The Consideration Securities are being issued under the Acquisition Agreement, a summary of the material terms of which is set out in Section 5.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. RESOLUTIONS 5 AND 6 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTORS

6.1 General

Resolutions 5 and 6 seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of an aggregate of 15,000,000 Performance Rights to Directors, Felicity Repacholi and Ben Vallerine (or their respective nominee(s)), comprising:

TRANCHE	AMOUNT	MILESTONE	EXPIRY DATE
Tranche 1 Performance Rights	Resolution 5: 2,000,000	Upon the Company's announcement to the ASX of a JORC Code 2012 (JORC Code) compliant mineral resource at the Project of at least 4mlbs at a minimum cut-off grade of 200ppm U308.	The date that is two (2) years from Completion.
	Resolution 6: 1,000,000		
Tranche 2 Performance Rights	Resolution 5: 2,000,000	Upon the Company's announcement to the ASX of a JORC Code compliant mineral resource at the Project of at least 8mlbs at a minimum cut-off grade of 200ppm U308.	The date that is three (3) years from Completion.
	Resolution 6: 1,000,000		
Tranche 3 Performance Rights	Resolution 5: 2,000,000	Upon the Company's announcement to the ASX of a JORC Code compliant mineral resource at the Project of at least 15mlbs at a minimum cut-off grade of 200ppm U308.	The date that is four (4) years from Completion.
	Resolution 6: 1,000,000		
Tranche 4 Performance Rights	Resolution 5: 2,000,000	Upon the Company's announcement to the ASX of a JORC Code compliant mineral resource at the Project of at least 20mlbs at a minimum cut-off grade of 200ppm U308.	The date that is five (5) years from Completion.
	Resolution 6: 1,000,000		
Tranche 5 Performance Rights	Resolution 5: 2,000,000	Upon the Company's announcement to the ASX of a JORC Code compliant mineral resource at the Project of at least 40mlbs at a minimum cut-off grade of 200ppm U308.	The date that is five (5) years from Completion.
	Resolution 6: 1,000,000		

Resolutions 5 and 6 also seek Shareholder approval in accordance with Part 2D.2 of the Corporations Act (including sections 200C and 200E of the Corporations Act) to permit the giving of a benefit to Ms Repacholi and Mr Vallerine in circumstances where there is a transfer of the whole or any part of the undertaking or property of the Company. This benefit will be granted in connection with the vesting of the Performance Rights in the circumstances outlined in Section 6.3 below.

The Performance Rights the subject of these Resolutions are to be issued on the same terms as the Performance Rights issued pursuant to the Acquisition. Further details in respect of the Performance Rights proposed to be issued are set out in Schedule 1.

6.2 Chapter 2E of the Corporations Act

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

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

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

The issues constitute giving a financial benefit and Felicity Repacholi and Ben Vallerine are each a related party of the Company by virtue of being a Director.

At the time of the Board resolving to issue the Performance Rights to Felicity Repacholi and Ben Vallerine, the Board was comprised of Amanda Burgess, Simon Andrew, and Felicity Repacholi (**Previous Board**). The Previous Board (other than Felicity Repacholi and not including Ben Vallerine who each have a material personal interest in these Resolutions) considered that Shareholder approval pursuant to Chapter 2E of the Corporations Act was not required in respect of the issue because the agreement to issue the Performance Rights, reached as part of the remuneration package for Felicity Repacholi and Ben Vallerine, was considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

6.3 Part 2D.2 of the Corporations Act

(a) General

The Corporations Act restricts the benefits which can be given to individuals who hold a managerial or executive office (as defined in the Corporations Act) in the Company or its related bodies corporate in connection with the transfer of the whole or any part of the undertaking or property of the Company. In accordance with section 200C of the Corporations Act, to give a benefit in connection with the transfer of the whole or any part of the undertaking or property of the Company, the Company must obtain the approval of Shareholders in the manner set out in section 200E of the Corporations Act.

Ms Repacholi and Mr Vallerine each hold a 'managerial or executive office' by virtue of being Directors of the Company. The term 'benefit' has a wide operation and includes any vesting of convertible securities.

(b) Description of Benefit

The terms of all classes of the Performance Rights provide that they will automatically vest and convert into Shares, notwithstanding the relevant performance milestones have not been satisfied, upon the Company completing the disposal, in a single transaction or in a series of related transactions, of all or substantially all of the Project, unless the disposal is to a related body corporate (as defined in the Corporations Act) of the Company (**Disposal Event**).

(c) **Nature of Benefit**

The Company considers that the automatic vesting of all classes of Performance Rights held by Ms Repacholi and Mr Vallerine upon the occurrence of a Disposal Event may be considered to be a benefit (or fee) given in connection with the transfer of the whole or any part of the undertaking or property of the Company. Accordingly, the Company considers that it is prudent to seek Shareholder approval for the purposes of Part 2D.2 of the Corporations Act (including sections 200C and 200E of the Corporations Act) for the grant of such benefits under these Resolutions.

(d) **Maximum Benefits**

The maximum benefits that may be payable to Ms Repacholi and Mr Vallerine if Resolutions 5 and 6 are passed is the vesting of an aggregate of 15,000,000 Performance Rights and subsequent issue of 15,000,000 Shares.

(e) **Matters, events or circumstances that will, or are likely to, affect the calculation of the value of benefits**

The value of the benefits that may be provided to Ms Repacholi and Mr Vallerine in respect of their Performance Rights in accordance with these Resolutions cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting, the number of Performance Rights that vest or remain on foot and the extent to which any relevant vesting conditions have been satisfied (if applicable).

6.4 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

The issue fall 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.

6.5 Technical information required by Listing Rule 14.1A

If Resolutions 5 and 6 are passed, the Company will be able to proceed with the issues within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issues will not use up any of the Company's 15% annual placement capacity.

If Resolutions 5 and 6 are not passed, the Company will not be able to proceed with the issues and the Company may need to remunerate Felicity Repacholi and Ben Vallerine by other means, potentially including by cash payments.

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	Felicity Repacholi and Ben Vallerine (or their respective nominees).
Categorisation under Listing Rule 10.11	<p>The recipients each fall within the category set out in Listing Rule 10.11.1 as they are related parties of the Company by virtue of being Directors.</p> <p>Any nominee(s) of the recipients who receive Performance Rights may constitute 'associates' for the purposes of Listing Rule 10.11.4.</p>
Number of Securities and class to be issued	An aggregate of 15,000,000 Performance Rights are to be issued to Felicity Repacholi (10,000,000) and Ben Vallerine (5,000,000) (or their nominee(s)) as set out in Section 6.1.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Performance Rights within 5 Business Days of the Meeting. In any event, the Company will not issue any Performance Rights 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).
Price or other consideration the Company will receive for the Securities	The Performance Rights will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for Felicity Repacholi and Ben Vallerine to motivate and reward their performance as Directors and to provide cost effective remuneration to Felicity Repacholi and Ben Vallerine, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Felicity Repacholi and Ben Vallerine.
Remuneration packages - Felicity Repacholi	The current total remuneration package for Felicity Repacholi is \$277,800, comprising of directors' fees/salary of \$250,000 and a superannuation payment of \$27,500. If the Performance Rights are issued, the total remuneration package of Felicity Repacholi will increase by \$70,280 to \$348,080, being the value of the Performance Rights (based on an independent valuation).
Remuneration packages - Ben Vallerine	The current total remuneration package for Ben Vallerine is \$50,175, comprising of directors' fees/salary of \$45,000 and a superannuation payment of \$5,175. If the Performance Rights are issued, the total remuneration package of Ben Vallerine will increase by \$35,140 to \$85,315, being the value of the Performance Rights (based on independent valuation).
Summary of material terms of agreement to issue	The Performance Rights are not being issued under an agreement.

REQUIRED INFORMATION	DETAILS
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.
Voting prohibition statement	A voting prohibition statement applies to these Resolutions.

7. RESOLUTION 7 – APPROVAL TO ISSUE PLACEMENT SHARES

7.1 General

As announced on 29 October 2024, the Company is seeking firm commitments from sophisticated and professional investors (**Placement Participants**) for a conditional share placement of up to 100,000,000 Shares (**Placement Shares**), at an issue price of \$0.025 per Share to raise up to \$2,500,000 (**Placement**).

Shareholder approval of the Placement is a condition precedent to completion of the Acquisition, as set out in further detail in Section 5 above.

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

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

7.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Placement Shares, the Company will have to refund all monies received from the relevant Placement Participants and the Acquisition may not proceed.

7.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Placement Shares will be issued or the basis on which those persons were or will be identified/selected	Professional and sophisticated investors who will be identified through a bookbuild process, which will involve Pamplona Capital Pty Ltd seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Placement Shares and class to be issued	Up to 100,000,000 Placement Shares will be issued.
Terms of the Placement Shares	The Placement 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.
Date(s) on or by which the Placement Shares will be issued	The Company expects to issue the Placement Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Placement Shares 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).

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company will receive for the Placement Shares	\$0.025 per Placement Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply towards exploration of the Company's Carter Uranium Project and general working capital.
Summary of material terms of agreement to issue	The Placement Shares are not being issued pursuant to an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

8. RESOLUTIONS 8 TO 11 – APPROVAL TO ISSUE PLACEMENT SHARES TO RELATED PARTIES

8.1 General

Directors, Felicity Repacholi, Ben Vallerine and Simon Andrew and former Director, Amanda Burgess wish to participate in the Company's capital raising activities on the same terms as other Placement Participants (**Participation**).

Resolutions 8 to 11 seek Shareholder approval for purposes of Listing Rule 10.11 for the issue of up to 3,000,000 Shares (**Participation Shares**) to the Directors and Amanda Burgess (or their respective nominee(s)) as follows:

- (a) up to 800,000 Participation Shares to Felicity Repacholi (the subject of Resolution 8);
- (b) up to 1,000,000 Participation Shares to Ben Vallerine (the subject of Resolution 9);
- (c) up to 800,000 Participation Shares to Simon Andrew (the subject of Resolution 10); and
- (d) up to 400,000 Participation Shares to Amanda Burgess (the subject of Resolution 11),

to enable their participation in the Company's capital raising activities on the same terms as unrelated participants.

8.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 6.2 above.

The issue constitutes giving a financial benefit and the Directors are each a related party of the Company by virtue of being a Director. Amanda Burgess is a related party of the Company by virtue of being a director of the Company in the previous 6 months.

The Directors (other than Felicity Repacholi who has a material personal interest in Resolution 8) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 8 because the Placement Shares will be issued to Felicity Repacholi on the same terms as Placement Shares issued to other investors in the Placement, and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Ben Vallerine who has a material personal interest in Resolution 9) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 9 because the Placement Shares will be issued to Ben Vallerine on the same terms as Placement Shares issued to other investors in the Placement and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Simon Andrew who has a material personal interest in Resolution 10) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 10 because the Placement Shares will be issued to Simon Andrew on the same terms as Placement Shares issued to other investors in the Placement and as such the giving of the financial benefit is on arm's length terms.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 11 because the Placement Shares will be issued to Amanda Burgess on the same terms as Placement Shares issued to other investors in the Placement and as such the giving of the financial benefit is on arm's length terms.

8.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 6.4 above.

The issues fall within Listing Rule 10.11.1 and do not fall within any of the exceptions in Listing Rule 10.12. They therefore require the approval of Shareholders under Listing Rule 10.11.

8.4 Technical information required by Listing Rule 14.1A

If Resolutions 8 to 11 are passed, the Company will be able to proceed with the issues 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) and will raise additional funds which will be used in the manner set out in Section 7.3. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolutions 8 to 11 are not passed, the Company will not be able to proceed with the issues and no funds will be raised in respect of the Participation Shares that would have otherwise been issued to the Directors.

8.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Participation Shares will be issued	Felicity Repacholi, Ben Vallerine, Simon Andrew and Amanda Burgess.
Categorisation under Listing Rule 10.11	<p>Felicity Repacholi, Ben Vallerine and Simon Andrew each fall within the category set out in Listing Rule 10.11.1 as they are each a related party of the Company by virtue of being a Director. Amanda Burgess falls within the category set out in Listing Rule 10.11.1 as she is a related party of the Company by virtue of being a director in the previous 6 months.</p> <p>Any nominee(s) of Felicity Repacholi, Ben Vallerine, Simon Andrew and Amanda Burgess who receive Placement Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.</p>
Number of Participation Shares and class to be issued	<p>Up to 3,000,000 Participation Shares will be issued to the Directors and Amanda Burgess comprising:</p> <ul style="list-style-type: none"> (a) 800,000 Participation Shares to Felicity Repacholi; (b) 1,000,000 Participation Shares to Ben Vallerine; (c) 800,000 Participation Shares to Simon Andrew; and (d) 400,000 Participation Shares to Amanda Burgess.
Terms of Participation Shares	The Participation 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.
Date(s) on or by which the Participation Shares will be issued	The Company expects to issue the Participation Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Participation Shares later than one month after the date of the Meeting (or such

REQUIRED INFORMATION	DETAILS
	later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Participation Shares	\$0.025 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise a further \$75,000. Funds will be used for the purposes set out in Section 7.3.
Summary of material terms of agreement to issue	The Participation Shares are not being issued pursuant to any agreement.
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.

9. RESOLUTION 12 – APPROVAL TO ISSUE OPTIONS TO LEAD MANAGER

9.1 General

The Company has engaged Pamplona Capital Pty Ltd (**Pamplona**) to act as lead manager to the Placement, pursuant to a lead manager mandate (**Lead Manager Mandate**). The material terms of the Lead Manager Mandate are as follows:

- (a) **Fees:** the Company has agreed to pay Pamplona a cash management fee of 6% (plus GST) of the total funds raised under the Placement;
- (b) **Options:** the Company has agreed to issue Pamplona 5,000,000 Options, comprising:
 - (i) 2,500,000 Options exercisable at \$0.06 each on or before 3 years from the date of issue (**Class A Pamplona Options**); and
 - (ii) 2,500,000 Options exercisable at \$0.09 each on or before 3 years from the date of issue (**Class B Pamplona Options**),
 (together, the **Pamplona Options**).

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 5,000,000 Pamplona Options to Pamplona.

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

9.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue.

9.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Pamplona Options will be issued or the basis on which those persons were or will be identified/selected	Pamplona Capital Pty Ltd (or its nominee).
Number of Pamplona Options and class to be issued	5,000,000 Pamplona Options will be issued.

REQUIRED INFORMATION	DETAILS
Terms of Pamplona Options	The Pamplona Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Pamplona Options will be issued	The Company expects to issue the Pamplona Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Pamplona Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Pamplona Options	The Options will be issued at a nil issue price, in consideration for lead manager services provided by Pamplona.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate.
Summary of material terms of agreement to issue	The Pamplona Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 9.1
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

10. RESOLUTION 13 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

10.1 General

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.

In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.

A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders).

The proportional takeover provisions contained in clause 21 of the Constitution are no longer operative as it has been more than three years since they were last approved by Shareholders.

This Resolution is a special resolution which will enable the Company to modify its Constitution by re-inserting proportional takeover provisions into the Constitution in the form of clause 21. The new clause 21 is in the same form as the existing clause 21 (as set out in Annexure A of this Notice).

The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to three years on each occasion.

A copy of the Constitution was released to ASX on 7 October 2021 and is available for download from the Company's ASX announcements platform.

10.2 Re-insertion of partial (proportional) takeover provisions

Overview	<p>A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.</p> <p>Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional</p>
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	<p>takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.</p> <p>In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.</p> <p>A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders).</p> <p>This Resolution will have the effect of re-inserting proportional takeover provisions into the Proposed Constitution in the form of clause 21.</p>
Effect of proposed proportional takeover provisions	Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.
Reasons for proportional takeover provisions	A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.
Knowledge of any acquisition proposals	As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company other than pursuant to the Acquisition and/or Placement.
Potential advantages and disadvantages of proportional takeover provisions	<p>The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.</p> <p>The potential advantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed; (b) assisting in preventing Shareholders from being locked in as a minority; (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid. <p>The potential disadvantages of the proportional takeover provisions for Shareholders include:</p>

	<ul style="list-style-type: none"> (a) proportional takeover bids may be discouraged; (b) lost opportunity to sell a portion of their Shares at a premium; and (c) the likelihood of a proportional takeover bid succeeding may be reduced.
Recommendation of the Board	The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.1.

Acquisition has the meaning given in Section 5.1.

Acquisition Agreement has the meaning set out 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.

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 Recharge Metals Limited (ACN 647 703 839).

Completion means completion of the Acquisition.

Consideration Securities means the Consideration Shares and the Performance Rights the subject of Resolution 4.

Consideration Shares has the meaning set out in Section 5.1.

Constitution means the Company's constitution.

CoreVista has the meaning given in Section 5.1.

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.

Performance Right has the meaning set out in Section 5.1.

Placement has the meaning set out in Section 7.1.

Placement Participants has the meaning set out in Section 7.1.

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.

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

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

Shareholder means a registered holder of a Share.

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

Vendors has the meaning given in Section 5.1.

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

SCHEDULE 1– TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

The Performance Rights will vest into ordinary shares in the capital of Recharge Metals Limited (ACN 647 703 839) (**Company**) subject to the following terms and conditions:

(a) **Milestones**

The Performance Rights will be subject to the following milestones (each, a **Milestone**) and have the following expiry dates (each, an **Expiry Date**).

TRANCHE	MILESTONE	EXPIRY DATE
Tranche 1 Performance Rights	Upon the Company's announcement to the ASX of a JORC Code 2012 (JORC Code) compliant mineral resource at the Project of at least 4mlbs at a minimum cut-off grade of 200ppm U308.	The date that is two (2) years from Completion.
Tranche 2 Performance Rights	Upon the Company's announcement to the ASX of a JORC Code compliant mineral resource at the Project of at least 8mlbs at a minimum cut-off grade of 200ppm U308.	The date that is three (3) years from Completion.
Tranche 3 Performance Rights	Upon the Company's announcement to the ASX of a JORC Code compliant mineral resource at the Project of at least 15mlbs at a minimum cut-off grade of 200ppm U308.	The date that is four (4) years from Completion.
Tranche 4 Performance Rights	Upon the Company's announcement to the ASX of a JORC Code compliant mineral resource at the Project of at least 20mlbs at a minimum cut-off grade of 200ppm U308.	The date that is five (5) years from Completion.
Tranche 5 Performance Rights	Upon the Company's announcement to the ASX of a JORC Code compliant mineral resource at the Project of at least 40mlbs at a minimum cut-off grade of 200ppm U308.	The date that is five (5) years from Completion.

(b) **Project**

For the purposes of the Milestones set out in clause (a) above, the 'Project' will include the Carter Uranium Project together with any mineral leases which are acquired by the Company within Montana or Wyoming which are generated by the Vendors (including but not limited to their agents, employees and/or consultants) and/or following an introduction, finding or sale by the Vendors. For the avoidance of doubt, if a mineral lease is acquired independently by the Company, it will not fall within the definition of the 'Project'.

(c) **Notification to holder**

The Company shall immediately notify the holder in writing when the relevant Milestone has been satisfied.

(d) **Conversion**

- (i) Subject to paragraph (q), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.
- (ii) The holder may make an election to convert the Performance Rights into Shares by delivering a written notice to the Company (addressed to the Company Secretary) specifying the Performance Rights the holder has elected to convert into Shares (including the relevant class and number) (**Election Notice**).

- (iii) An Election Notice, once delivered, is an irrevocable direction by the holder to the Company to issue the applicable number of Shares on conversion of the relevant Performance Rights in accordance with paragraph (i) below.

(e) **Expiry Date**

If the Milestone attaching to a Performance Right has not been satisfied by the Expiry Date, that Performance Right will automatically lapse. If a vested Performance Right has not been converted by the Expiry Date, such Performance Right will automatically lapse.

(f) **Consideration**

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

(g) **Share ranking**

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

(h) **Application to ASX**

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

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

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

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

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

(j) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(k) **Participation in new issues**

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

(l) **Reorganisation of capital**

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

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

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

(n) **Dividend and voting rights**

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

(o) **Takeover of Scheme or arrangement**

Subject to paragraph(q), upon:

- (i) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
 - (A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
 - (B) having been declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies;

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

(p) **Change of control**

All Performance Rights which have not already lapsed automatically vest and convert to Shares if any of the following occur:

- (i) completion occurs under a binding agreement entered into by the Company which results in the acquisition of a Relevant Interest (as defined in the Corporations Act) in 50.1% or more of the issued share capital of the Company by a third party or parties; or
- (ii) completion occurs under a binding agreement entered into by the Company (or any of its subsidiaries) to dispose, in a single transaction or in a series of related transactions, of all or substantially all of the Project, unless the disposal is to a Related Body Corporate (as defined in the Corporation Act) of the Company.

For the purposes of this paragraph, "third party" means any entity or person other than the Vendors or any Associate (as defined in Section 12 of the Corporations Act) of the Vendors and which does not control the Company at the time the Performance Rights are issued.

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

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

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

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

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

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

(s) **Rights on winding up**

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

(t) **ASX Listing Rule compliance**

The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules, provided that, subject to compliance with the ASX Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.

(u) **No other rights**

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

SCHEDULE 2 – TERMS AND CONDITIONS OF PAMPLONA OPTIONS

The following is a summary of the key terms and conditions of the Pamplona Options (**Options**):

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph(j), the amount payable upon exercise of the Options is as follows:

(i) **Class A Pamplona Option Exercise Price:** \$0.06 per Option; and

(ii) **Class B Pamplona Option Exercise Price:** \$0.09 per Option,

(together, the **Exercise Price**).

(c) **Expiry Date**

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

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

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

Within five Business Days after the Exercise Date, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

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

(h) **Shares issued on exercise**

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

(i) **Quotation of Shares issued on exercise**

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

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

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

(l) **Change in exercise price**

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

(m) **Transferability**

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

ANNEXURE A – PROPORTIONAL TAKEOVER PROVISIONS (CLAUSE 21)

21 PROPORTIONAL TAKEOVER BID

- 21.1 Registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under a proportional takeover bid is prohibited unless and until an Approving Resolution approving the proportional takeover bid is passed or taken to have been passed in accordance with this clause 21.
- 21.2 A person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under the proportional takeover bid was made, held bid class shares is entitled to:
- 21.2.1 vote on an Approving Resolution; and
 - 21.2.2 has one vote for each bid class Share held.
- 21.3 Where offers have been made under a proportional takeover bid, the directors must ensure that an Approving Resolution is voted on at a meeting of the persons described in clause 21.2 before the Approving Resolution Deadline.
- 21.4 An Approving Resolution is passed if more than 50% of the votes cast on the resolution are cast in favour of the resolution and otherwise is taken to have been rejected.
- 21.5 The provisions of this constitution that apply to a general meeting of the Company apply, with such modifications as the circumstances require, to a meeting that is called under this clause 21 as if the meeting was a general meeting of the Company.
- 21.6 If an Approving Resolution to approve the proportional takeover bid is voted on in accordance with this clause 21 before the Approving Resolution Deadline, the Company must, on or before the Approving Resolution Deadline, give the bidder and ASX a written notice stating that an Approving Resolution to approve the proportional takeover bid has been voted on and whether it was passed or rejected.
- 21.7 If no resolution has been voted on in accordance with this clause 21 as at the end of the day before the Approving Resolution Deadline, a resolution to approve the proportional takeover bid is taken, for the purposes of this clause 21, to have been passed in accordance with this clause 21.
- 21.8 Under the Corporations Act, this clause 21 will automatically cease to have effect on the third anniversary of the date of its adoption or as of its most recent renewal.
- 21.9 In this clause:
- Approving Resolution** means a resolution passed in accordance with this clause 21; and
- Approving Resolution Deadline** in relation to a proportional takeover bid means the day that is the 14th day before the last day of the bid period.

Need assistance?

**Phone:**

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

**Online:**

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (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

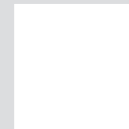
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at 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:
SRN/HIN:

For Intermediary Online subscribers (custodians) go to 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.

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Recharge Metals Limited 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 Recharge Metals Limited to be held at Level 2, 25 Richardson Street, West Perth, WA 6005 on Thursday, 28 November 2024 at 12:00pm (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 Resolutions 1, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 5 and 6 are 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 Resolutions 1, 5 and 6 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
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Approval to Issue Placement Shares to Felicity Repacholi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Ben Vallerine	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Approval to Issue Placement Shares to Ben Vallerine	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 7.1A Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	Approval to Issue Placement Shares to Simon Andrew	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to Issue Consideration Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 11	Approval to Issue Placement Shares to Amanda Burgess	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to Issue Performance Rights to Felicity Repacholi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 12	Approval to Issue Options to Lead Manager	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to Issue Performance Rights to Ben Vallerine	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 13	Renewal of Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval to Issue Placement Shares	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically