



ZINC OF IRELAND NL

(ACN 124 140 889)

NOTICE OF ANNUAL GENERAL MEETING

**Annual General Meeting to be held at
Automic Group, Level 5, 191 St Georges Terrace
Perth Western Australia, 6000
on 29 November 2024 at 11.00am (AWST).**

Important

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary by telephone on (08) 9287 4600.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Zinc of Ireland NL (ACN 124 140 889) ("**Company**") will be held at **Automic Group, Level 5, 191 St Georges Terrace, Perth** on **Friday 29 November 2024** commencing at **11.00am (AWST)**.

The Explanatory Memorandum that accompanies and forms part of this Notice describes in more detail the matters to be considered.

BUSINESS

Annual Report

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

Note: there is no requirement for Shareholders to approve the Annual Report.

Resolution 1 – Remuneration Report

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

"That, for the purpose of section 250R(2) of the Corporations Act and all other purposes, the Remuneration Report for the financial year ended 30 June 2024 be adopted."

Note: The votes on this Resolution are advisory only and do not bind the Directors or the Company.

Voting Prohibition Statement

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; and
- a Closely Related Party of such a member.

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:

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

Resolution 2 – Re-election of Thomas Corr

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

"That, for all purposes, Mr Thomas Corr, who retires in accordance with Clauses 11.1(c) and (f) of the Constitution and Listing Rule 14.4, and being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

Resolution 3 – Approval of 10% Placement Facility

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

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

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective Associates, or their nominees.

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

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

Resolution 4 – Ratification of prior issue of Initial Placement Shares

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

"That, pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, approval be given to ratify the prior issue of:

- (a) 31,971,642 Shares issued under Listing Rule 7.1; and*
- (b) 20,539,428 Shares issued under Listing Rule 7.1A,*

to investors at an issue price of \$0.007 per Share, to raise \$367,577 (before costs), on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the Initial Placement or an associate of those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on these Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on these Resolutions, in accordance with a direction given to the Chair to vote on these Resolutions as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 these Resolutions; and
 - the holder votes on these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 – Approval for the Issue of Director Options to Mr Thomas Corr

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

“That, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Director Options to Mr Thomas Corr (or his nominee(s)) on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of;

- Mr Thomas Corr (and/or his nominee(s)); or
- an Associate of Mr Thomas Corr (and/or his nominee(s)); or
- any other person who will obtain a material benefit as a result of the issue of the Director Options (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person (or those persons).

However, the Company need not disregard any vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 – Approval for the Issue of Lead Manager Options to the 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, Shareholders approve the issue of 10,000,000 Lead Manager Options to the Lead Manager (or its nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by, or on behalf of:

- the Lead Manager (and/or their nominee(s)); or
- an Associate of the Lead Manager (and/or its nominee(s)); or
- any other person who will obtain a material benefit as a result of the proposed issue of the Lead Manager Options to the Lead Manager (and/or its nominee(s)) (except a benefit solely by reason of being a Shareholder of the Company; or
- an Associate of that person or those persons.

However, the Company need not disregard a vote if:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on these Resolutions, in accordance with a direction given to the Chair to vote on these Resolutions as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 these Resolutions; and
 - the holder votes on these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 – Approval for the Issue of Consultant Options to Mr Matthew Banks

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, Shareholders approve the issue of 10,000,000 Consultant Options to Mr Matthew Banks (or his nominee(s)) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by, or on behalf of:

- Mr Matthew Banks (and/or his nominee(s)); or
- an Associate of Mr Matthew Banks (and/or his nominee(s)); or
- any other person who will obtain a material benefit as a result of the proposed issue of the Consultant Options to Mr Matthew Banks (and/or his nominee(s)) (except a benefit solely by reason of being a Shareholder of the Company); or an Associate of that person or those persons.

However, the Company need not disregard a vote if:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on these Resolutions, in accordance with a direction given to the Chair to vote on these Resolutions as the Chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 these Resolutions; and
 - the holder votes on these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolutions 8(a) and (b) – Issue of Shortfall Shares to Mr Peter Huljich and Mr Thomas Corr

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:

(a) 5,000,000 Shortfall Shares to Mr Peter Huljich (and/or his nominee(s)); and

(b) 7,856,448 Shortfall Shares to Mr Thomas Corr (and/or his nominee(s)),

at an issue price of \$0.007 per Shortfall Share, on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of;

- Mr Peter Huljich and/or Mr Thomas Corr (and/or their respective nominee(s)); or
- an Associate of Mr Peter Huljich and/or Mr Thomas Corr (and/or their respective nominee(s)); or
- any other person who will obtain a material benefit as a result of the issue of the Shortfall Shares to Mr Peter Huljich and/or Mr Thomas Corr (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person (or those persons).

However, the Company need not disregard any vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9 – Issue of Shortfall Shares to Mr John Corr

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 12,704,040 Shortfall Shares to Mr John Corr (and/or his nominee(s)) at an

issue price of \$0.007 per Shortfall Share, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by, or on behalf of:

- Mr John Corr (and/or his nominee(s)); or
- an Associate of Mr John Corr (and/or his nominee(s)); or
- any other person who will obtain a material benefit as a result of the proposed issue of the Shortfall Shares to Mr John Corr (and/or his nominee(s)) (except a benefit solely by reason of being a Shareholder of the Company), or an Associate of that person or those persons.

However, the Company need not disregard a vote if:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on these Resolutions, in accordance with a direction given to the Chair to vote on these Resolutions as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 these Resolutions; and
 - the holder votes on these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 10 – Approval for the Issue of Shares under a Proposed Placement

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, Shareholders approve the issue of up to 35,714,286 Shares to various non-related investors at an issue price of \$0.007 per Share, to raise up to \$250,000 (before costs), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by, or on behalf of:

- the non-related investors; or
- an Associate of those non-related investors; or
- any other person who will obtain a material benefit as a result of the issue of Shares to the non-related investors (except a benefit solely by reason of being a Shareholder of the Company); or
- an Associate of that person or those persons.

However, the Company need not disregard a vote if:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on these Resolutions, in accordance with a direction given to the Chair to vote on these Resolutions as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 these Resolutions; and
 - the holder votes on these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

OTHER BUSINESS

In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Meeting.

BY ORDER OF THE BOARD



Jerry Monzu
Company Secretary
30 October 2024

EXPLANATORY MEMORANDUM

Important information

This Explanatory Memorandum has been prepared for the information of the shareholders of Zinc of Ireland NL (ACN 124 140 889) (“**Company**”) in connection with the Resolutions to be considered at the Annual General Meeting to be held at the offices of **Automic Group, Level 5, 191 St Georges Terrace, Perth Western Australia, 6000** on **Friday, 29 November 2024** commencing at **11.00am (AWST)**.

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company, which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Notice of Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

Interpretation

Capitalised terms which are not otherwise defined in this Notice of Meeting and Explanatory Memorandum have the meanings given to those terms under the Definitions section of this Notice of Meeting.

References to “\$” and “A\$” in this Notice of Meeting and Explanatory Memorandum are references to Australian currency unless otherwise stated.

References to time in this Notice of Meeting and Explanatory Memorandum relate to the time in Perth, Western Australia.

Voting exclusion statements

Certain voting restrictions apply to the Resolutions as detailed beneath the applicable Resolutions in this Notice of Meeting.

Voting in person

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

Voting by proxy

Please note that:

- a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a Shareholder; and
- Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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

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

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

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

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

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

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

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

- post to c/- Automic Group, GPO Box 5193, Sydney NSW 2001;
- email to meetings@automicgroup.com.au; or
- online at www.automicgroup.com.au (refer to instructions on Proxy Form),

so that it is received by no later than 11:00am (AWST) on Wednesday 27 November 2024. Proxy Forms received later than this time will be invalid.

Voting entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as 5.00pm (AWST) on Wednesday 27 November 2024. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Annual General Meeting.

Chair's voting intentions

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 even

though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at jerry@monzucorp.com.au by 11.00am AWST on Monday 25 November 2024.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

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

REGULATORY INFORMATION

1. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report for the financial year ended 30 June 2024.

There is no requirement for Shareholders to approve the Annual Report. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Annual Report and the management of the Company.

A representative of the Company's auditor, Hall Chadwick, will be in attendance to respond to any questions raised of the auditor or on the Auditor's Report in accordance with section 250T of the Corporations Act.

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

2. Resolution 1 – Remuneration Report

The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the remuneration report will be put at an annual general meeting. In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. Resolution 1 seeks this approval.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more ("**Strike**") at two consecutive Annual General Meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive Annual General Meetings, the Company will be required to put to Shareholders at the second Annual General Meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

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

Following consideration of the Remuneration Report, the Chair, in accordance with section 250SA of the Corporations Act, will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

2.1 Additional information

Resolution 1 is an advisory only resolution.

2.2 Directors' recommendations

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

3. Resolution 2 – Re-election of Mr Thomas Corr

Resolution 2 is an ordinary resolution which seeks to approve the re-election of Mr Thomas Corr as Non-Executive Director of the Company.

Clause 11.1(f) of the Constitution provides that no Director (other than the Managing Director, if appointed) shall be entitled to hold office for more than 3 years without submitting themselves for re-election.

In addition, Clause 11.1(c) of the Constitution requires that at each annual general meeting, one third of the Directors (excluding the Managing Director) for the time being must retire, or, if their number is not 3 nor a multiple of 3, then such number as is appropriate to ensure that no Director (other than the Managing Director) holds office for more than 3 years.

A retiring director is eligible for re-election in accordance with Clause 11.1(d) of the Constitution.

Mr Thomas Corr is currently a Non-Executive Director and was last elected at the annual general meeting of the Company held on 18 November 2022. Accordingly, Mr Thomas Corr retires at this Meeting and, being eligible, seeks re-election as Non-Executive Director of the Company.

A brief biography of Mr Thomas Corr is set out below.

3.1 Mr Thomas Corr Biography

Mr Thomas Corr joined the Board on 7 October 2016. Mr Thomas Corr has over 10 years' experience in the finance and resources sector in both Australia and Europe. Mr Thomas Corr resides in Ireland and has significant experience with projects in Ireland and in the Australian and European capital markets. He was responsible for identifying the potential of Kildare and proceeded to successfully acquire the projects.

The Board confirms (with Mr Thomas Corr abstaining) that Mr Thomas Corr, if re-elected, will be considered to be a Non-Independent Director. The Board considers this to be the case due to Mr Thomas Corr's significant shareholding in the Company.

Mr Thomas Corr has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director. Mr Thomas Corr brings to the Board extensive resources industry experience and a detailed knowledge of the Company's major asset, the Kildare project.

3.2 Additional information

Resolution 2 is an ordinary resolution.

3.3 Directors' recommendation

The Directors (other than Mr Thomas Corr) unanimously recommend that Shareholders vote in favour of Resolution 2.

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

4. Resolution 3 – Approval of 10% Placement Facility

4.1 General

Resolution 3 is a special resolution which seeks Shareholder approval for the issue of Equity Securities totalling up to 10% of the issued capital of the Company under and in accordance with Listing Rule 7.1A ("**10% Placement Facility**").

4.2 Listing Rule 7.1A

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 securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 3 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

Is the Company an eligible entity?

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

What Equity Securities can be issued?

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

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

When can Equity Securities be issued?

Approval of the 10% Placement Facility is valid from the date of the Annual General Meeting until the earlier of:

- 12 months after the Annual General Meeting;
- the time and date of the Company's next annual general meeting; and
- the date shareholders approve a transaction under Listing Rule 11.1.2 (significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

("10% Placement Period").

How many Equity Securities can be issued?

The number of Equity Securities that the Company will have the capacity to issue under the 10% Placement Facility will be calculated in accordance with the following formula:

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

A = has the same meaning as in Listing Rule 7.1 when calculating an entity's 15% placement capacity – i.e. the number of shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2 other than exceptions 9, 16 or 17;
- plus the number of fully paid Equity Securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of fully paid Equity Securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- plus the number of any other Equity Securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;

- plus the number of partly paid Equity Securities that became fully paid in the relevant period;
- less the number of fully paid Equity Securities cancelled in the relevant period;

D = is 10%; and

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

What is the interaction with Listing Rule 7.1?

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

What is the effect of Resolution 3?

The effect of Resolution 3 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

4.3 Listing Rule 7.3A

For the purposes of Listing Rule 7.3A, the following information is provided to Shareholders in relation to Resolution 3:

(a) Minimum price at which the securities may be issued

In accordance with Listing Rule 7.1A.3, any Equity Securities issued under the 10% Placement Facility will be issued for at least 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- the date on which the price of the Equity Securities is agreed; or
- if the Equity Securities are not issued within 10 Trading Days of the above date, the date on which the Equity Securities are issued.

(b) Risk of economic and voting dilution

Any issue of Equity Securities under the 10% Placement Facility will dilute the holding of Shareholders who do not participate in the issue.

If this Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of convertible securities only if those convertible securities are converted into Shares).

The table below shows the potential economic and voting dilution of existing Shareholders as a result of the Company issuing Shares under the 10% Placement Facility, based on different issue prices and values for variable 'A' in the formula above.

Variable 'A'		Issue price		
		\$0.005 (50% decrease)	\$0.009 (Current) ²	\$0.018 (100% increase)
413,662,599 (Current) ¹	Shares issued	41,366,260	41,366,260	41,366,260
	Funds raised	\$186,148	\$372,296	\$744,593
620,493,899 (50% increase)	Shares issued	62,049,390	62,049,390	62,049,390
	Funds raised	\$279,222	\$558,445	\$1,116,889
827,325,198 (100% increase)	Shares issued	82,732,520	82,732,520	82,732,520
	Funds raised	\$372,296	\$744,593	\$1,489,185

Notes:

1. The current variable 'A' is assumed to be the number of Shares on issue as at the date of this Notice. The number of Shares on issue could increase as a result of, for example, an issue that does not require Shareholder approval (e.g. a pro rata offer to Shareholders) or an issue with Shareholder approval under Listing Rule 7.1.
2. The current price of Shares is the closing price on the ASX on 16 October 2024.
3. The table assumes that no Options or other convertible securities are exercised or converted into Shares prior to an issue under the 10% Placement Facility.
4. The table assumes that the Company issues the maximum number of Shares available under the 10% Placement Facility.
5. The table assumes that issues of Equity Securities under the 10% Placement Facility consist only of Shares.
6. The table does not show examples of dilution that may be caused to a particular Shareholder by reason of issues under the 10% Placement Facility. Shareholders should consider the potential dilution caused in the context of their own circumstances.
7. The table only shows the effect of issues under Listing Rule 7.1A, and not issues under the 15% placement capacity under Listing Rule 7.1.

Shareholders should further note that:

- the market price for the Equity Securities may be significantly lower on the date of issue than on the date of the Annual General Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for the Equity Securities on the date of issue.

(c) Date by which the securities may be issued

In accordance with Listing Rule 7.1A.1, any Equity Securities issued under the 10% Placement Facility will be issued during the 10% Placement Period. The 10% Placement Facility will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(d) Purposes for which the securities may be issued

Any Equity Securities issued under the 10% Placement Facility may only be issued for the following purposes (without limitation) for cash consideration to raise funds. In such circumstances, the Company may apply the funds raised towards the exploration

activities at its existing projects and/or for acquisition of new assets or investments (including expenses associated with such acquisition) and general working capital.

(e) **Allocation policy for issues of securities**

The Company's allocation policy for any Equity Securities issued under the 10% Placement Facility will depend on the prevailing market conditions at the relevant time, however, recipients will not be related parties of the Company. The identity of recipients of Equity Securities will otherwise be determined on a case-by-case basis having regard to the following factors (without limitation):

- the purpose of the issue;
- alternative methods for raising funds that are available to the Company including rights issues or other issues in which existing Shareholders can participate;
- the effect of the issue on the control of the Company;
- the financial situation and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issuing any Equity Securities.

(f) **Previous issues of securities**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 17 November 2023.

In the 12 months preceding the date of the Meeting, the Company issued a total number of 20,539,428 Equity Securities under Listing Rule 7.1A.2, which represents 9.63% of the total number of Equity Securities on issue at 17 November 2023, being 12 months prior to the date of the Meeting.

Pursuant to Listing Rule 7.3A.6, the details of the issue of Equity Securities are as follows:

Number of equity securities issued	20,539,428	
Basis upon which the Equity Securities were issued	Issued to new investors and existing shareholders identified by the Company and the Lead Manager.	
Class	Fully paid ordinary shares.	
Issue price and discount	\$0.007 (representing a 30% discount to the last trading price of Shares on the ASX on 16 August 2024).	
Consideration	(a) Cash consideration received:	\$143,775 (before costs);

	(b) Cash spent:	Approximately \$70,000
	(c) Purpose of expenditure:	To continue exploration on the Rathdowney Trend, Manitoban and Western Australian exploration projects.
	(d) Intended use for the remaining cash:	The Company intends to use the remaining cash to continue exploration on the Rathdowney Trend, Manitoban and Western Australian exploration projects, for general working capital, business development and new acquisitions.

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

4.4 Additional information

Resolution 3 is a special resolution.

4.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

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

5. Resolution 4 – Ratification of prior issue of Initial Placement Shares

5.1 Background

As announced on 22 and 23 August 2024, the Company received firm commitments from various investors to raise \$367,577 (before costs) through the issue of 52,511,070 Shares at an issue price of \$0.007 ("**Initial Placement**").

On 29 August 2024, the Company issued 31,971,642 Shares pursuant to Listing Rule 7.1 and 20,539,427 Shares pursuant to Listing Rule 7.1A ("**Initial Placement Shares**").

Resolution 4 seeks shareholder approval to ratify the prior issue of the Initial Placement Shares.

5.2 Listing Rule 7.1 and 7.1A

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 a 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue equity securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting on 17 November 2023.

The issue of the Initial Placement Shares does not fall within any of those exceptions and, as it has not been approved by the Company's shareholders, it effectively uses up part of the 15%

limit in Listing Rule 7.1 and the Company's 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 months following the date of issue of the Initial Placement Shares.

5.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue has been taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

If Resolution 4 is passed, the issue of the Initial Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue of the Initial Placement Shares.

If Resolution 4 is not passed, the issue of the Initial Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue of the Initial Placement Shares.

5.4 Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 4 for the purposes of Listing Rule 7.4:

- (a) a total of 52,511,070 Initial Placement Shares were issued, with 31,971,642 Shares being issued under Listing Rule 7.1 and 20,539,428 Shares being issued under Listing Rule 7.1A;
- (b) the Initial Placement Shares were issued at a price of \$0.007 per Share;
- (c) the Initial Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue;
- (d) the Initial Placement Shares were issued to institutional and professional investors identified by the Lead Manager and were not related parties of the Company; and
- (e) the funds are being used for the Company's continue exploration on the Rathdowney Trend, Manitoban and Western Australian exploration projects, for general working capital, business development and new acquisitions.

5.5 Listing Rule 14.1A

Listing Rule 14.1A provides that a notice of meeting which contains a resolution for the approval of security holders under the Listing Rules must summarise the relevant Listing Rule (see summary at section 5.2 and 5.3 above) and what will happen if security holders give, or do not give, that approval.

If Resolution 4 is passed, the issue of the Initial Placement Shares will be excluded in calculating the Company's 15% limit for the purposes of Listing Rule 7.1 and the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without

shareholder approval over the 12-month period following the date of issue of the Initial Placement Shares.

If Resolution 4 is not passed, the issue of the Initial Placement Shares will be included in calculating the Company's 15% limit for the purposes of Listing Rule 7.1 and the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Initial Placement Shares.

5.6 Additional information

Resolution 4 is an ordinary resolution.

5.7 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

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

6. Resolution 5 – Approval for the Issue of Director Options to Mr Thomas Corr

Resolution 5 is an ordinary resolution that seeks Shareholder approval under Listing Rule 10.11 for the issue of 10,000,000 Director Options to Mr Thomas Corr (and/or his nominee(s)), exercisable at \$0.015 each and expiring 3 years from the date of issue.

6.1 Background

The Board, taking into account the Company's present circumstances, considers the issue of the Director Options to Mr Thomas Corr to be a cost effective and efficient way by which the Company can appropriately incentivise and reward the continued performance of Mr Thomas Corr and ensure alignment of the Board with the strategic goals and targets of the Company.

Given the speculative nature of the Company's activities, the Board considers the performance of Mr Thomas Corr and the performance and value of the Company to be closely related. As such, the Director Options proposed to be granted to Mr Thomas Corr will generally only be of benefit if the performance is to the level whereby the value of the Company increases sufficiently to warrant exercising those Director Options.

6.2 Chapter 2E of the Corporations Act

Section 208(1)(a) of the Corporations Act prohibits a public company from giving a financial benefit (including an issue of securities) to a related party of the company without the approval of shareholders by a resolution passed at a general meeting at which no votes are cast in relation to the resolution in respect of any shares held by the related party (or an associate of such related party), unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of Director Options to Mr Thomas Corr (and/or his nominee(s)) constitutes giving a financial benefit and Mr Thomas Corr is (subject to the approval of Resolution 2) a related party by virtue of being a Director. However, the Board (other than Mr Thomas Corr who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Section 208 of the Corporations Act is not required in respect of the issue of Director Options, given the provision of the financial benefit is to be considered reasonable remuneration in the circumstances.

6.3 Listing Rule 10.11

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

- a related party;
- 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;
- 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;
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Director Options falls within Listing Rule 10.11.1 (a related party) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

6.4 Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of securities the subject of Resolution 5:

(a) **Name of the person and category of person for the purposes of Listing Rule 10.11**

The name of the allottee of the Director Options is Mr Thomas Corr (and/or his nominee(s)), a Company Director (subject to the passing of Resolution 2) and therefore a related party pursuant to Listing Rule 10.11.1.

(b) **Maximum number of securities to be issued**

The maximum number of securities to be issued to Mr Thomas Corr pursuant to Resolution 5 is 10,000,000 Director Options.

(c) **Date by which the entity will issue the securities**

The Director Options will be issued shortly after the meeting. In any event, no Director Options will be issued later than one (1) month following the date of the Meeting (or any such other later date as permitted by ASX).

(d) **Relationship that requires Shareholder approval**

Mr Thomas Corr is a related party for the purposes of Listing Rule 10.11.1 by virtue of being a Director of the Company (subject to the passing of Resolution 2).

(e) **Issue price of the securities**

The Director Options will be issued for nominal consideration (i.e. \$100 in total), however, if exercised in accordance with the terms and conditions (as set out in the Schedule), the Director Options have an exercise price of \$0.015 per option.

(f) Terms of the Securities

The Director Options will be issued on the terms and conditions set out in the Schedule.

(g) Purpose of the issue and intended use of funds raised

The purpose of the issue of the Director Options is to incentivise and reward the continued performance of Mr Thomas Corr in a cost effective and efficient way.

The Director Options will be issued for nominal consideration (i.e. \$100 in total). Accordingly, minimal funds will be raised from the issue of the Director Options. However, if all of the Director Options issued are exercised in accordance with the terms and conditions (as set out in the Schedule), a total of \$150,000 will be raised from the exercise thereof which will be used to continue exploration on the Rathdowney Trend, Manitoban and Western Australian exploration projects, for general working capital, business development and new acquisitions.

(h) Directors' total remuneration for the current financial year

The total remuneration package for the current financial year for Mr Thomas Corr is \$60,000.

(i) If the securities are to be issued under an agreement, a summary of the material terms of the agreement

The Director Options are not being issued under an agreement.

6.5 Listing Rule 14.1A

Listing Rule 14.1A provides that a notice of meeting which contains a resolution for the approval of security holders under the Listing Rules must summarise the relevant Listing Rule (see summary at section 6.3 and 6.4 above) and what will happen if security holders give, or do not give, that approval.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Director Options to Mr Thomas Corr (and/or his nominee(s)). As approval pursuant to Listing Rule 7.1 is not required for the issue of Director Options to the Directors (as approval is being obtained under Listing Rule 10.11), the issue of Director Options to the Directors will not use up any of the Company's 15% annual placement capacity.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Director Options to Mr Thomas Corr.

6.6 Additional information

Resolution 5 is an ordinary resolution.

6.7 Directors' recommendation

The Directors (other than Mr Thomas Corr who has a material personal interest in the outcome of Resolution 5) unanimously recommend that Shareholders vote in favour of Resolution 5.

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

7. Resolution 6 – Approval for the Issue of Lead Manager Options to the Lead Manager

Resolution 6 is an ordinary resolution that seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of 10,000,000 Lead Manager Options to the Lead Manager (and/or its nominee(s)), exercisable at \$0.015 each and expiring 3 years from the date of issue.

7.1 Background

Refer to the background details of the Placement at section 5.1 of this notice.

The Company engaged the services of Prenzler Group Pty Ltd (ACN 621 100 730) as lead manager ("**Lead Manager**") to the Placement and a subsequent non-renounceable entitlement offer to eligible shareholders ("**Entitlement Offer**") (collectively, the "**Capital Raising**") pursuant to a mandate dated 16 August 2024 ("**Lead Manager Mandate**").

In consideration for the services provided by the Lead Manager for the Capital Raising, the Company agreed to:

- pay a fee of two percent (2%) of the gross amount raised by the Placement;
- pay a fee of one percent (1%) of the total amount raised by the Entitlement Offer;
- pay a fee of five percent (5%) of the total amount raised by the shortfall of the Entitlement Offer,

(collectively, the "**Capital Raising Fees**"); and
- issue up to 10,000,000 listed Lead Manager Options to the Lead Manager, exercisable at \$0.015 each, expiring 3 years from the date of issue and subject to shareholder approval.

The Lead Manager Mandate otherwise contains terms and conditions considered standard for an agreement of its nature.

The Board, taking into account the Company's present circumstances, considers the issue of the Lead Manager Options to be a cost effective and efficient way by which the Company can appropriately reward the efforts of the Lead Manager for the services provided as part of the Capital Raising, in addition to the Capital Raising Fees.

7.2 Listing Rule 7.1 and 7.3

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 a 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Lead Manager Options does not fall within any of those exceptions and, as it has not been approved by the Company's shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1 and the Company's 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 months following the date of issue of the Placement Shares.

The Company therefore seeks the approval of Shareholders under Listing Rule 7.1 for the issue of the Lead Manager Options. For the purposes of Listing Rule 7.3, the following information is provided to Shareholders in relation to Resolution 6:

(a) Names of the persons to whom the entity will issue the securities or basis upon which those persons will be identified or selected

The Lead Manager Options will be issued to the Lead Manager (and/or its nominee(s)).

In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that:

- the Lead Manager is considered an adviser of the Company, however, they are not, or will not be, considered related parties or substantial holders of the Company, members of the Company's Key Management Personnel or an Associate of any of those persons; and
- the Lead Manager Options issued to the Lead Manager will represent exactly 2.2% of the fully diluted share capital of the Company following the issue (subject to approval of Resolution 7, 8(a) and (b) and 9).

(b) Maximum number and class of securities the entity is to issue

Up to 10,000,000 Lead Manager Options.

(c) Terms of the securities

Refer to the Schedule of this Notice for a detailed summary of the material terms and conditions of the Lead Manager Options.

(d) Date by which the entity will issue the securities

The Lead Manager Options will be issued to the Lead Manager in December 2024. In any event, no Lead Manager Options will be issued later than three (3) months following the date of the Meeting (or any such other later date as permitted by ASX).

(e) Issue price of the securities

The Lead Manager Options will be issued for nominal consideration (i.e. \$100 in total), however, if exercised in accordance with the terms and conditions (as set out in the Schedule), the Lead Manager Options will have an exercise price of \$0.015 per option and will expire on the date that is 3 years from the date of issue of the Lead Manager Options.

(f) Purpose of the issue and intended use of the funds raised

No funds will be raised from the issue of the Lead Manager Options and the purpose of the issue is part consideration for the lead manager services provided by the Lead Manager in relation to the Capital Raising. However, upon exercise of the Lead Manager Options, as applicable, the Company intends to use those funds raised to continue exploration on the Rathdowney Trend, Manitoban and Western Australian exploration projects, for general working capital, business development and new acquisitions.

(g) If the securities are to be issued under an agreement, a summary of the material terms of the agreement

In addition to the key terms set out at section 7.1 of this notice, the key terms of the Lead Manager Mandate are as follows:

- all fees, commissions and expenses will be due and payable to the Lead Manager upon the earlier of:
 - the allotment of the shortfall shares following the close of the Entitlement Offer; or
 - within five (5) business days of the Company being presented a relevant valid tax invoice,
- amounts outstanding shall incur interest at the rate of ten percent (10%) per annum, calculated daily in arrears from the date upon which the amount becomes due and payable to the Lead Manager; and
- the Company agrees and acknowledges that:
 - the Lead Manager will not be required to provide tax, legal, regulatory or accounting or other specialist or technical advice or services in relation to the Capital Raising;
 - if the Lead Manager provides any valuation advice to the Company, it does so on the basis that it does not warrant the accuracy or accept responsibility for accounting and/or commercial assumptions on which the valuation advice is based unless otherwise agreed by the Lead Manager and the Company in writing; and
 - the Lead Manager will not underwrite the Capital Raising.

The Lead Manager Mandate otherwise contains terms and conditions considered standard for this type of agreement.

(h) If the securities are to be issued under, or to fund, a reverse takeover, information about the reverse takeover

The Lead Manager Options are not to be issued under, or to fund, a reverse takeover.

(i) Voting Exclusion Statement

Refer to the Voting Exclusion Statement beneath Resolution 6 in this Notice.

7.3 Listing Rule 14.1A

Listing Rule 14.1A provides that a notice of meeting which contains a resolution for the approval of security holders under the Listing Rules must summarise the relevant Listing Rule (see summary at section 7.2 above) and what will happen if security holders give, or do not give, that approval.

If Resolution 6 is passed, then the Lead Manager Options will be excluded in calculating the Company's fifteen percent (15%) limit in Listing Rule 7.1 and the Company will retain the flexibility to issue shares in the future up to the fifteen percent (15%) placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options to the Lead Manager.

7.4 Additional information

Resolution 6 is an ordinary resolution.

7.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

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

8. Resolution 7 – Approval for the Issue of Consultant Options to Mr Matthew Banks

Resolution 7 is an ordinary resolution that seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of 10,000,000 Consultant Options to Mr Matthew Banks (and/or his nominee(s)), exercisable at \$0.015 each and expiring 3 years from the date of issue.

8.1 Background

Mr Matthew Banks is a strategic consultant to the Company, providing advice in relation to business development and mergers and acquisitions.

The Board, taking into account the Company's present circumstances, considers the issue of the Consultant Options to be a cost effective and efficient way by which the Company can appropriately reward the efforts of Mr Matthew Banks for the strategic consulting services provided in relation to business development and mergers and acquisitions.

8.2 Listing Rule 7.1 and 7.3

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 a 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Consultant Options does not fall within any of those exceptions and, as it has not been approved by the Company's shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1 and the Company's 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 months following the date of issue of the Placement Shares.

The Company therefore seeks the approval of Shareholders under Listing Rule 7.1 for the issue of the Consultant Options. For the purposes of Listing Rule 7.3, the following information is provided to Shareholders in relation to Resolution 7:

(a) Names of the persons to whom the entity will issue the securities or basis upon which those persons will be identified or selected

The Consultant Options will be issued to Mr Matthew Banks (and/or his nominee(s)).

In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that:

- Mr Matthew Banks is considered an adviser of the Company, however, he is not, or will not be, considered a related party or substantial holder of the Company, a

member of the Company's Key Management Personnel or an Associate of any of those persons; and

- the Consultant Options issued to Mr Matthew Banks will represent exactly 2.2% of the fully diluted share capital of the Company following the issue (subject to approval of Resolution 6, 8(a) and (b) and 9).

(b) Maximum number and class of securities the entity is to issue

Up to 10,000,000 Consultant Options.

(c) Terms of the securities

Refer to the Schedule of this Notice for a detailed summary of the material terms and conditions of the Consultant Options.

(d) Date by which the entity will issue the securities

The Consultant Options will be issued to Mr Matthew Banks in December 2024. In any event, no Consultant Options will be issued later than three (3) months following the date of the Meeting (or any such other later date as permitted by ASX).

(e) Issue price of the securities

The Consultant Options will be issued for nominal consideration (i.e. \$100 in total), however, if exercised in accordance with the terms and conditions (as set out in the Schedule), the Consultant Options will have an exercise price of \$0.015 per option and will expire on the date that is 3 years from the date of issue of the Consultant Options.

(f) Purpose of the issue and intended use of the funds raised

No funds will be raised from the issue of the Consultant Options and the purpose of the issue is part consideration for the strategic consulting services provided by Mr Matthew Banks in relation to business development and mergers and acquisitions. However, upon exercise of the Consultant Options, as applicable, the Company intends to use those funds raised to continue exploration on the Rathdowney Trend, Manitoban and Western Australian exploration projects, for general working capital, business development and new acquisitions.

(g) If the securities are to be issued under an agreement, a summary of the material terms of the agreement

The Consultant Options are not being issued under an agreement.

(h) If the securities are to be issued under, or to fund, a reverse takeover, information about the reverse takeover

The Lead Manager Options are not to be issued under, or to fund, a reverse takeover.

(i) Voting Exclusion Statement

Refer to the Voting Exclusion Statement beneath Resolution 7 in this Notice.

8.3 Listing Rule 14.1A

Listing Rule 14.1A provides that a notice of meeting which contains a resolution for the approval of security holders under the Listing Rules must summarise the relevant Listing Rule (see summary at section 8.2 above) and what will happen if security holders give, or do not give, that approval.

If Resolution 7 is passed, then the Consultant Options will be excluded in calculating the Company's fifteen percent (15%) limit in Listing Rule 7.1 and the Company will retain the flexibility to issue shares in the future up to the fifteen percent (15%) placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Consultant Options to Mr Matthew Banks.

8.4 Additional information

Resolution 7 is an ordinary resolution.

8.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

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

9. Resolutions 8(a) and (b) – Issue of Shortfall Shares to Director(s)

Resolutions 8(a) and (b) are ordinary resolutions that seek Shareholder approval pursuant to Listing Rule 10.11, for the issue of up to:

- (a) 5,000,000 Shortfall Shares to Mr Peter Huljich (and/or his nominee(s)); and
- (b) 7,856,448 Shortfall Shares to Mr Thomas Corr (and/or his nominee(s)),

at an issue price of \$0.007 per Shortfall Share.

9.1 Background

Refer to the background details of the Placement and Entitlement Offer at section 5.1 and section 7.1 of this notice.

In addition to the Placement, the Company conducted the Entitlement Offer, which opened at 9am (AEST) on Tuesday, 10 September 2024 and closed at 5pm (AEST) on Thursday, 19 September 2024, on the terms set out in an offer document released on Monday, 2 September 2024 ("**Offer Document**"). The eligible shareholders to whom the Entitlement Offer was made were also entitled to participate in the shortfall to the Entitlement Offer ("**Shortfall**"), comprising any Shares which were not taken up as part of the Entitlement Offer ("**Shortfall Shares**").

The Company raised approximately \$997,659 (before costs) under the Entitlement Offer and approximately \$38,391 (before costs) under the Shortfall. The details of the Entitlement Offer and Shortfall are set out below:

Details	Funds raised (\$) (before costs)	Shares
Entitlements taken up by Shareholders under the Entitlement Offer	997,659.68	142,522,793
Additional applications taken up by Shareholders under the Shortfall as at the closing date of the Entitlement Offer	38,391.25	5,484,455
Total	1,036,050.93	148,007,248
Remaining Shortfall Shares to be placed by the directors at their discretion	823,536.72	117,648,103

Subject to Shareholder approval, Mr Peter Huljich (Non-Executive Chairman) and Mr Thomas Corr (Non-Executive Director) have agreed to take up part of the remaining Shortfall up to the amount of:

- (a) \$35,000, being 5,000,000 Shortfall Shares; and
- (b) \$54,995, being 7,856,448 Shortfall Shares.

Mr Peter Huljich and Mr Thomas Corr are related parties of the Company for the purposes of section 228 of the Corporations Act as they are current Directors of the Company.

9.2 Chapter 2E of the Corporations Act

Section 208(1)(a) of the Corporations Act prohibits a company from giving a financial benefit (including an issue of securities) to a related party of the company without the approval of shareholders by a resolution passed at a general meeting at which no votes are cast in relation to the resolution in respect of any shares held by the related party or by an associate of the related party, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shortfall Shares to Mr Peter Huljich and Mr Thomas Corr (and/or their respective nominee(s)) constitutes giving of a financial benefit as they are both related parties of the Company by virtue of being Directors. As noted above, directors are related parties of a Company under section 228 of the Corporations Act.

However, the Company considers that the proposed issue of the Shortfall Shares under Resolutions 8(a) and (b) to Mr Peter Huljich and Mr Thomas Corr (and/or their respective nominee(s)) falls within the 'arm's length' exception at section 210 of the Corporations Act (i.e. the exception that member approval is not needed to provide a financial benefit to a related party if the financial benefit given is reasonable in the circumstances if the public company and the related party were dealing at arm's length) for the following reasons and, therefore, Shareholder approval is not required to be obtained pursuant to section 208 of the Corporations Act:

- Mr Peter Huljich and Mr Thomas Corr will be issued their respective portions of the Shortfall Shares on the same terms (i.e. the same issue price of \$0.007) as the eligible shareholders who took part in the Entitlement Offer;
- the ability of Mr Peter Huljich and Mr Thomas Corr to be issued the Shortfall Shares will facilitate the Company's ability to place the remaining Shortfall Shares from the Entitlement Offer;

- the issue of the Shortfall Shares to Mr Peter Huljich and Mr Thomas Corr would be reasonable in the circumstances if the Company was dealing at arm's length with unrelated parties; and
- the issue of the Shortfall Shares to Mr Peter Huljich and Mr Thomas Corr is in accordance with current market and industry standards.

The current Directors of the Company (excluding Mr Peter Huljich and Mr Thomas Corr) are therefore of the view that the issue of the Shortfall Shares to Mr Peter Huljich and Mr Thomas Corr (and/or their respective nominee(s)) subject to approval under Resolutions 8(a) and (b) therefore does not require Shareholder approval under section 208 of the Corporations Act to allow the Company to issue the Shortfall Shares to Mr Peter Huljich and Mr Thomas Corr (and/or their respective nominee(s)).

9.3 Listing Rule 10.11

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

- a related party;
- 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;
- 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;
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Shortfall Shares to Mr Peter Huljich and Mr Thomas Corr (and/or their respective nominee(s)) falls within Listing Rule 10.11.1 (a related party) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

9.4 Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of securities the subject of Resolutions 8(a) and (b):

(a) Name of the person and category of person for the purposes of Listing Rule 10.11

The names of the Directors to whom Shortfall Shares are to be allotted to are:

- for Resolution 8(a), Mr Peter Huljich (and/or his nominee(s)); and
- for Resolution 8(b), Mr Thomas Corr (and/or his nominee(s)),

both being Directors of the Company and therefore related parties pursuant to Listing Rule 10.11.

(b) Maximum number of securities to be issued

The maximum number of Shortfall Shares to be issued pursuant to Resolutions 8(a) and (b) are as follows:

- 5,000,000 to Mr Peter Huljich (and/or his nominee(s)); and
- 7,856,448 to Mr Thomas Corr (and/or his nominee(s)).

(c) Date by which the entity will issue the securities

The Shortfall Shares will be issued shortly after the meeting. In any event, no Shortfall Shares will be issued later than one (1) month following the date of the Meeting (or any such other later date as permitted by ASX).

(d) Relationship that requires Shareholder approval

Mr Peter Huljich and Mr Thomas Corr are related parties for the purposes of Listing Rule 10.11.1 by virtue of being Directors of the Company.

(e) Issue price of the securities

The Shortfall Shares will be issued to Mr Peter Huljich and Mr Thomas Corr (and/or their respective nominee(s)) at an issue price of \$0.007 per Shortfall Share, representing a 30% discount to the last trading price of Shares prior to the announcement of the Capital Raising.

(f) Terms of the Securities

The Shortfall Shares will be fully paid ordinary shares of the Company that rank equally with the Company's current issued Shares.

(g) Purpose of the issue and intended use of funds raised

The Company intends to use the funds raised from the issue of Shortfall Shares to Mr Peter Huljich and Mr Thomas Corr to continue exploration on the Rathdowney Trend, Manitoban and Western Australian exploration projects, for general working capital, business development and new acquisitions.

(h) Directors' total remuneration for the current financial year

The details of the total remuneration package for the current financial year for each Director are as follows:

- for Mr Peter Huljich, \$64,704; and
- for Mr Thomas Corr, \$60,000.

(i) If the securities are to be issued under an agreement, a summary of the material terms of the agreement

The Shortfall Shares are not being issued under an agreement.

9.5 Listing Rule 14.1A

Listing Rule 14.1A provides that a notice of meeting which contains a resolution for the approval of security holders under the Listing Rules must summarise the relevant Listing Rule (see summary at section 9.3 and 9.4 above) and what will happen if security holders give, or do not give, that approval.

If Resolutions 8(a) and (b) are passed, then 5,000,000 Shortfall Shares will be issued to Mr Peter Huljich (and/or his nominee(s)) and 7,856,448 will be issued to Mr Thomas Corr (and/or his nominee(s)).

If Resolutions 8(a) and (b) are not passed, the Company will not be able to proceed with the issue of Shortfall Shares to Mr Peter Huljich and Mr Thomas Corr.

9.6 Additional information

Resolutions 8(a) and (b) are ordinary resolutions.

9.7 Directors' recommendation

The Directors (other than Mr Peter Huljich and Mr Thomas Corr) unanimously recommend that Shareholders vote in favour of Resolutions 8(a) and (b).

The Chair intends to exercise all available proxies in favour of Resolutions 8(a) and (b).

10. Resolution 9 – Issue of Shortfall Shares to Mr John Corr

Resolution 9 is an ordinary resolution that seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of up to 12,704,040 Shortfall Shares to Mr John Corr (and/or his nominee(s)).

10.1 Background

Refer to the background details of the Placement and Entitlement Offer at sections 5.1, 7.1 and 9.1 of this notice.

Subject to Shareholder approval, Mr John Corr has agreed to take up part of the remaining Shortfall up to the amount of \$88,928, being 12,704,040 Shortfall Shares.

Mr John Corr is a related party of the Company for the purposes of section 228 of the Corporations Act, as he is the parent of one of the Company's Directors, Mr Thomas Corr.

10.2 Chapter 2E of the Corporations Act

Section 208(1)(a) of the Corporations Act prohibits a company from giving a financial benefit (including an issue of securities) to a related party of the company without the approval of shareholders by a resolution passed at a general meeting at which no votes are cast in relation to the resolution in respect of any shares held by the related party or by an associate of the related party, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shortfall Shares to Mr John Corr (and/or his nominee(s)) constitutes giving of a financial benefit as he is a related party of the Company pursuant to section 228 of the Corporations Act by virtue of being a parent to Company Director, Mr Thomas Corr.

However, the Company considers that the proposed issue of the Shortfall Shares under Resolution 9 to Mr John Corr (and/or his nominee(s)) falls within the 'arm's length' exception at section 210 of the Corporations Act (i.e. the exception that member approval is not needed to provide a financial benefit to a related party if the financial benefit given is reasonable in the circumstances if the public company and the related party were dealing at arm's length) for the following reasons and, therefore, Shareholder approval is not required to be obtained pursuant to section 208 of the Corporations Act:

- Mr John Corr will be issued the Shortfall Shares on the same terms as the eligible shareholders who took part in the Entitlement Offer and who were not related parties to the Company;
- the ability of Mr John Corr to be issued the Shortfall Shares will facilitate the Company's ability to place the remaining Shortfall Shares from the Entitlement Offer;
- the issue of the Shortfall Shares to Mr John Corr would be reasonable in the circumstances if the Company was dealing at arm's length; and
- the issue of the Shortfall Shares to Mr John Corr is in accordance with current market and industry standards.

The current Directors of the Company (excluding Mr Thomas Corr) are therefore of the view that the issue of the Shortfall Shares to Mr John Corr (and/or his nominee(s)) subject to approval under Resolution 9 therefore does not require Shareholder approval under section 208 of the Corporations Act to allow the Company to issue the Shortfall Shares to Mr John Corr (and/or his nominee(s)).

10.3 Listing Rule 10.11

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

- a related party;
- 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;
- 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;
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Shortfall Shares to Mr John Corr (and/or his nominee(s)) falls within Listing Rule 10.11.1 (a related party) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

10.4 Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of securities the subject of Resolution 9:

(a) Name of the person and category of person for the purposes of Listing Rule 10.11

The name of the allottee of the Shortfall Shares pursuant to Resolution 9 is Mr John Corr (and/or his nominee(s)), who is a related party of the Company pursuant to Listing Rule 10.11.

(b) Maximum number of securities to be issued

The maximum number of Shortfall Shares to be issued pursuant to Resolution 9 is 12,704,040 Shortfall Shares, being a contribution of \$88,928.

(c) Date by which the entity will issue the securities

The Shortfall Shares will be issued shortly after the meeting. In any event, no Shortfall Shares will be issued later than one (1) month following the date of the Meeting (or any such other later date as permitted by ASX).

(d) Relationship that requires Shareholder approval

Mr John Corr is a related party of the Company for the purposes of Listing Rule 10.11.1 by virtue of being a parent of Company Director, Mr Thomas Corr.

(e) Issue price of the securities

The Shortfall Shares will be issued to Mr John Corr (and/or his nominee(s)) at an issue price of \$0.007 per Shortfall Share, representing a 30% discount to the last trading price of Shares on the ASX on 16 August 2024.

(f) Terms of the Securities

The Shortfall Shares will be fully paid ordinary shares of the Company that rank equally with the Company's current issued Shares.

(g) Purpose of the issue and intended use of funds raised

The Company intends to use the funds raised from the issue of Shortfall Shares to Mr John Corr to continue exploration on the Rathdowney Trend, Manitoban and Western Australian exploration projects, for general working capital, business development and new acquisitions.

(h) If the securities are to be issued under an agreement, a summary of the material terms of the agreement

The Shortfall Shares are not being issued under an agreement.

10.5 Listing Rule 14.1A

Listing Rule 14.1A provides that a notice of meeting which contains a resolution for the approval of security holders under the Listing Rules must summarise the relevant Listing Rule (see summary at section 10.3 and 10.4 above) and what will happen if security holders give, or do not give, that approval.

If Resolution 9 is passed, then 12,704,040 Shortfall Shares will be issued to Mr John Corr (and/or his nominee(s)).

If Resolution 9 is not passed, then the Company will not be able to proceed with the issue of Shortfall Shares to Mr John Corr (and/or his nominee(s)).

10.6 Additional information

Resolution 9 is an ordinary resolution.

10.7 Directors' recommendation

The Directors (other than Mr Thomas Corr) unanimously recommend that Shareholders vote in favour of Resolution 9.

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

11. Resolution 10 – Approval for the Issue of Shares under a Proposed Placement

11.1 Background

The Company has received firm commitments from various sophisticated and professional investors to raise up to \$250,000 (before costs) through the issue of up to 35,714,286 Shares (“**Proposed Placement Shares**”) at an issue price of \$0.007 (“**Proposed Placement**”).

The Board, taking into account the Company’s present circumstances, considers the issue of Shares under the Proposed Placement to be a cost effective and efficient way by which the Company can obtain additional funding to continue exploration on the Rathdowney Trend, Manitoban and Western Australian exploration projects, for general working capital, business development and new acquisitions.

Resolution 10 seeks shareholder approval to proceed with the Proposed Placement.

11.2 Listing Rule 7.1 and 7.3

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 a 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Proposed Placement does not fall within any of those exceptions and, as it has not been approved by the Company’s shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1 and the Company’s 10% placement capacity under Listing Rule 7.1A. This reduces the Company’s capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 months following the date of issue of the Shortfall Shares.

The Company therefore seeks the approval of Shareholders under Listing Rule 7.1 for the Proposed Placement. For the purposes of Listing Rule 7.3, the following information is provided to Shareholders in relation to Resolution 10:

(a) Names of the persons to whom the entity will issue the securities or basis upon which those persons will be identified or selected

The investors to whom the Proposed Placement Shares are to be issued are sophisticated and professional parties who have been selected by a broker of the Company with the Company’s consultation and are non-related parties of the Company. The non-related investors consist of current and new shareholders.

In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that:

- the non-related investors are not or will not be considered related parties or substantial holders of the Company, members of the Company’s Key Management Personnel or an Associate of any of those persons; and
- the Proposed Placement Shares will represent exactly 7.02% of the fully diluted share capital of the Company following the issue (subject to approval of Resolutions 6, 7, 8(a) and (b) and 9).

(b) Maximum number and class of securities the entity is to issue

Up to 35,714,286 fully paid ordinary shares.

(c) Terms of the Securities

The Proposed Placement Shares are fully paid ordinary shares in the Company and rank equally in all respects with the Company's existing Shares on issue.

(d) Date by which the entity will issue the securities

The Proposed Placement Shares will be issued to the non-related investors in December 2024. In any event, the Proposed Placement Shares will be issued no later than three (3) months following the date of the Meeting (or any such other later date as permitted by ASX).

(e) Issue price of the securities

The Proposed Placement Shares will be issued at an issue price of \$0.007.

(f) Purpose of the issue and intended use of the funds raised

The Company intends to use the funds raised from the Proposed Placement to continue exploration on the Rathdowney Trend, Manitoban and Western Australian exploration projects, for general working capital, business development and new acquisitions.

(g) If the securities are to be issued under an agreement, a summary of the material terms of the agreement

The Proposed Placement Shares are not being issued under an agreement.

(h) If the securities are to be issued under, or to fund, a reverse takeover, information about the reverse takeover

The Proposed Placement Shares are not to be issued under, or to fund, a reverse takeover.

(i) Voting Exclusion Statement

Refer to the Voting Exclusion Statement beneath Resolution 10 in this Notice.

11.3 Listing Rule 14.1A

Listing Rule 14.1A provides that a notice of meeting which contains a resolution for the approval of security holders under the Listing Rules must summarise the relevant Listing Rule (see summary at section 11.2 above) and what will happen if security holders give, or do not give, that approval.

If Resolution 10 is passed, then the Proposed Placement Shares will be excluded in calculating the Company's fifteen percent (15%) limit in Listing Rule 7.1 and the Company will retain the flexibility to issue shares in the future up to the fifteen percent (15%) placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 10 is not passed, the issue of the Proposed Placement Shares will be included in calculating the Company's 15% limit for the purposes of Listing Rule 7.1 and the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Placement Shares.

11.4 Additional information

Resolution 10 is an ordinary resolution.

11.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 10.

The Chair intends to exercise all available proxies in favour of Resolution 10.

DEFINITIONS

In this Notice of Meeting and Explanatory Memorandum, the following terms have the following meanings:

"10% Placement Facility" has the meaning given in Section 3 of this Notice.

"10% Placement Period" has the meaning given in Section 3 of this Notice.

"Annual Report" means the Directors' Report, the Financial Report, the Remuneration Report and Auditor's Report, in respect to the year ended 30 June 2024.

"ASIC" means the Australian Securities and Investments Commission.

"Associate" has the meaning set out in sections 11 to 17 of the Corporations Act, as applicable and as applied in accordance with the note to Listing Rule 14.11.

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

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

"Board" means the board of Directors.

"Capital Raising" has the meaning given in Section 7.1 of this Notice.

"Chair" means the person appointed to chair the Meeting.

"Clause" means a clause of the Constitution.

"Closely Related Party" has the meaning given in section 9 of the Corporations Act, and includes a spouse or child of the member.

"Company" means Zinc of Ireland NL (ACN 124 140 889).

"Constitution" means the constitution of the Company as at the date of the Meeting.

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

"Director" means a director of the Company.

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

"Entitlement Offer" has the meaning given in Section 7.1 of this Notice.

"Equity Security" has the meaning given in the Listing Rules.

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

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

"Initial Placement" has the meaning given in Section 5.1 of this Notice.

“Initial Placement Shares” has the meaning given in Section 5.1 of this Notice.

“Key Management Personnel” or **“KMP”** 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.

“Lead Manager” has the meaning given in Section 7.1 of this Notice.

“Lead Manager Mandate” has the meaning given in Section 7.1 of this Notice.

“Meeting” or **“Annual General Meeting”** means the Annual General Meeting of Shareholders to be held at **Automic Group, Level 5, 191 St Georges Terrace, Perth Western Australia, 6000** on Friday **29 November 2024** commencing at **11.00am (AWST)**.

“Notice” means this notice of annual general meeting.

“Offer Document” has the meaning given in Section 9.1 of this Notice.

“Options” has the meaning given in the Schedule.

“Proposed Placement” has the meaning given in Section 11.1 of this Notice.

“Proposed Placement Shares” has the meaning given in Section 11.1 of this Notice.

“Proxy Form” means the proxy form attached to the Notice.

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

“Resolution” means a resolution referred to in the Notice.

“Schedule” means a schedule to the Notice.

“Section” means a section of the Explanatory Memorandum.

“Securities” means any Equity Securities of the Company (including Shares, Options and Performance Rights).

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

“Shareholder” means a shareholder of the Company.

“Shortfall” has the meaning given in Section 9.1 of this Notice.

“Shortfall Shares” has the meaning given in Section 9.1 of this Notice.

“Strike” means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

“Trading Day” has the meaning given in the Listing Rules.

“VWAP” means volume weighted average market price.

“WST” means Western Standard Time being the time in Perth, Western Australia.

SCHEDULE – TERMS AND CONDITIONS OF DIRECTOR, LEAD MANAGER AND CONSULTANT OPTIONS

Each Director, Lead Manager and Consultant Option (“**Option**”) is subject to the following terms and conditions.

- | | | |
|-----|---|--|
| (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 each Option will be \$0.015 (“ Exercise Price ”). |
| (c) | Expiry Date: | Each Option will expire at 5:00 pm (WST) on the date that is 3 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: | <p>Within 5 Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> • allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; • 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 • 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:	If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.
(j)	Reconstruction of capital:	If at any time the issued capital of the Company is reconstructed, all rights of an Option-holder are to be changed in a manner consistent with the Corporations Act and the 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)	Unquoted:	The Company will not apply for quotation of the Options on ASX.
(n)	Transferability:	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



Zinc of Ireland NL | ABN 23 124 140 889

Proxy Voting Form

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

Your proxy voting instruction must be received by **11.00am (AWST) on Wednesday, 27 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

