



8 November 2024

Dear Shareholder,

RUMBLE RESOURCES LIMITED – ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING AND PROXY

Rumble Resources Limited ACN 148 214 260 (**Rumble** or the **Company**) attaches the following documents in relation to 2024 Annual General Meeting (**AGM**):

- AGM Addendum to the Notice of Meeting; and
- Proxy Voting Instruction Form

The 2024 Annual General Meeting will be held in person at CWA House, 1176 Hay Street, West Perth, WA 6005 on Thursday, 28 November 2024 at 2:00pm (AWST) (**Meeting**).

This Addendum to the Notice of AGM is issued in respect of Resolutions 9 to 11.

Resolution 9 and Resolution 10 seeks to ratify the prior issue of 54,203,614 and 67,407,491 shares issued under the Company's Listing Rule 7.1 and Listing Rule 7.1A placement capacities respectively, in respect of the placement announced on 1 November 2024 (**Capital Raising**).

Resolution 11 seeks the approval for the Company to issue up to 35,833,339 Tranche 2 placement shares, as part of the Capital Raising.

The Company has provided shareholders with detail of the Capital Raising via the Capital Raising Presentation and ASX announcement "\$7m Institutional Placement" lodged with the ASX on 1 November 2024. In addition to the ASX Releases dated 1 November 2024, The Company also provides further detail in the Explanatory Statement for Resolutions 9 to 11 on pages 4 - 7 (inclusive) of the Notice of AGM

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from Rumble's website at <https://rumblresources.com.au/> or the Company's ASX market announcements platform at www.asx.com.au (ASX: RTR). In accordance with the Corporations Amendment (Meetings and Documents) Act 2022, Shareholders will not be sent a hard copy of the Notice unless Shareholders have already notified the Company that they wish to receive the Notice in hard copy. If you have any difficulties obtaining a copy of the Notice, please contact the Company's Share Registry, Automic Registry Services, at meetings@automicgroup.com.au.

Proxy Form

A Proxy Form in relation to the Meeting is included with this letter. Voting on the resolutions at the Meeting is important and Shareholders who are unable to attend the Meeting in person are encouraged to exercise their voting rights by completing and returning the enclosed Proxy Form. Please refer to the full Notice for further important information.



Completed proxy forms must be returned to and received by the Company's Share Registry, Automatic Registry Services, by 2:00pm (AWST) on Tuesday, 26 November 2024, by following the lodgement instructions on the proxy form. Any proxy voting instructions received after that time will not be valid for the Meeting.

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting on +61 8 9322 7600 between 8:30am and 5:00pm (AWST) Monday to Friday or via email at info@rumbleresources.com.au. Copies of all Meeting related material including the Notice and the Company's Annual Report, are available to download from Rumble's website and the Company's ASX market announcements platform.

In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and Rumble's website.

Yours faithfully,
RUMBLE RESOURCES LIMITED

Trevor Hart
Joint Company Secretary

RUMBLE RESOURCES LIMITED

ACN 148 214 260

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Rumble Resources Limited (ACN 148 214 260) (**Company**) hereby gives notice to Shareholders that, in relation to the Notice of Annual General Meeting released on the ASX on 28 October 2024 (**Notice**) in respect of the Company's annual general meeting of members to be held at 2:00pm (AWST) on 28 November 2024 (**Meeting**), the Directors have resolved to include new Resolutions 9, 10 and 11 (**Additional Resolutions**), on the terms set out in this Addendum.

Capitalised terms in this Addendum have the same meaning as given in the Notice except as otherwise defined.

This Addendum is supplemental to the Notice and should be read in conjunction with the Notice. Apart from the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice remain unchanged.

Replacement Proxy Form

Annexed to this Addendum to the Notice is a replacement Proxy Form (**Replacement Proxy Form**). To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) If you have already completed and returned the Proxy Form annexed with the Notice (**Original Proxy Form**) and you wish to change your original vote for Resolutions 1 to 8 or cast votes for the Additional Resolutions, **you must complete and return the Replacement Proxy Form**.
- (b) If you have already completed and returned the Original Proxy Form and **you do not wish to change your original vote for Resolutions 1 to 8 or vote on the Additional Resolutions, you do not need to take any action** as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1 to 8 unless you submit a Replacement Proxy Form. For the sake of clarity, the Company notes that if you do not lodge a Replacement Proxy Form, **you will not have cast a vote on the Additional Resolutions**.
- (c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, **please complete and return the Replacement Proxy Form**.

Enquiries

Shareholders are requested to contact the Company Secretary on +61 8 6555 3980 if they have any queries in respect of the matters set out in these documents.

SUPPLEMENTARY BUSINESS OF THE MEETING

The agenda of the Notice is amended by including the following Additional Resolutions:

10. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 SHARES UNDER PLACEMENT – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 54,203,614 Shares on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 SHARES UNDER PLACEMENT – LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 67,407,491 Shares on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 11 – APPROVAL TO ISSUE TRANCHE 2 SHARES UNDER 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, approval is given for the Company to issue up to 35,833,339 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statements

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

Resolution 9 - Ratification of prior issue of Tranche 1 Shares under Placement – Listing Rule 7.1	Tranche 1 Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 10 - Ratification of prior issue of Tranche 1 Shares under Placement – Listing Rule 7.1A	Tranche 1 Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 11 - Approval to issue Tranche 2 Shares under Placement	Tranche 2 Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

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

SUPPLEMENTARY EXPLANATORY STATEMENT

The Explanatory Statement is supplemented by including the following additional Sections 9 to 11:

9. BACKGROUND TO ADDITIONAL RESOLUTIONS

As announced on 1 November 2024, the Company has received firm commitments from institutional investors for a placement of up to 157,444,444 Shares at an issue price of \$0.045 per Share to raise \$7,085,000 (**Placement**).

The Placement will be undertaken in two tranches as follows:

- (a) **Tranche 1:** an aggregate of 121,611,105 Shares to be issued to unrelated sophisticated and professional investors (**Tranche 1 Participants**) on 8 November 2024 under the Company's existing Listing Rule 7.1 (54,203,614 Shares) and 7.1A (67,407,491 Shares) capacity; and
- (b) **Tranche 2:** 35,833,339 Shares to be issued to unrelated sophisticated and professional investors (**Tranche 2 Participants**) subject to Shareholder approval for Resolution 11.

The purpose of the Placement is to raise capital to advance:

- (a) gold exploration at the Company's Western Queen Project, with a 20,000m RC/diamond program proposed;
- (b) the Western Queen South open pit mining to a final investment decision;
- (c) tungsten assaying and maiden resource estimate at the Western Queen Project; and
- (d) for general working capital and costs of the Placement.

Canaccord Genuity (Australia) Limited and MST Financial Services Pty Ltd acted as joint lead managers (**Joint Lead Managers**) to the Placement.

10. RESOLUTIONS 9 AND 10 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 SHARES UNDER PLACEMENT – LISTING RULES 7.1 AND 7.1A

10.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 121,611,105 Shares to the Tranche 1 Participants, at an issue price of \$0.045 per Share under Tranche 1 of the Placement. The Shares are proposed to be issued on 8 November 2024.

54,203,614 Tranche 1 Shares will be issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 9) and 67,407,491 Tranche 1 Shares will be issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 10).

10.2 Listing Rules 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 any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A 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%. The Company obtained this approval at its annual general meeting held on 23 November 2023.

The issues do not fit within any of the exceptions set out in Listing Rule 7.2 and, as the issues have not yet been approved by Shareholders, they effectively use up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issues.

10.3 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 is 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 in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issues.

10.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issues will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

If these Resolutions are not passed, the issues will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

Resolutions 9 and 10 are independent of one another.

10.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Tranche 1 Participants were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	54,203,614 Shares will be issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 9) and 67,407,491 Shares will be issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 10). The issues are proposed to be completed on 8 November 2024.
Terms of Securities	The Shares to be issued will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	The issues are proposed to be completed on 8 November 2024.
Price or other consideration the Company received for the Securities	\$0.045 per Share.

REQUIRED INFORMATION	DETAILS
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 9 for details of the proposed use of funds from the Placement.
Summary of material terms of agreement to issue	The Shares will not be issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue will not breach Listing Rule 7.1.

11. RESOLUTION 11 – APPROVAL TO ISSUE TRANCHE 2 SHARES UNDER PLACEMENT

11.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 35,833,339 Shares to the Tranche 2 Participants, at an issue price of \$0.045 per Share under Tranche 2 of the Placement.

A summary of Listing Rule 7.1 is set out in Section 10.2 above.

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

11.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and will raise \$1,612,500 less under the Placement.

11.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	<p>The Tranche 2 Participants will be identified through a bookbuild process, which will involve the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company.</p> <p>The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.</p>
Number of Securities and class to be issued	35,833,339 Shares.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company will receive for the Securities	\$0.045 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 9 for details of the proposed use of funds from the Placement.
Summary of material terms of agreement to issue	The Shares will not be issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

Addendum means this addendum to the Notice.

Additional Resolutions means Resolutions 9 to 11 of this Addendum.

Placement has the meaning given in Section 9.

Joint Lead Managers means together, Canaccord Genuity (Australia) Limited and MST Financial Services Pty Ltd.

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

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

Meeting means the Company's annual general meeting of members to be held at 2:00pm (AWST) 28 November 2024.

Notice means the Notice of Annual General Meeting released by the Company on the ASX on 28 October 2024.

Original Proxy Form means the proxy form annexed to the Notice.

Replacement Proxy Form means the replacement proxy form annexed to the Addendum to the Notice.

Tranche 1 Participants has the meaning given in Section 9.

Tranche 2 Participants has the meaning given in Section 9.



Rumble Resources Limited | ABN 74 148 214 260

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 **02.00pm (AWST) on Tuesday, 26 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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