



**Infinity Lithium Corporation Limited  
ACN 147 413 956**

## **Notice of General Meeting**

**The General Meeting of the Company will be held as follows:**

**Time and date: 10.00am (AWST) on Friday, 1 August 2025**

**In-person: Vibe Hotel,  
9 Alvan Street,  
Subiaco, WA 6008**

The Notice of General Meeting should be read in its entirety.

If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other suitably qualified professional advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the Company by telephone on (08) 6146 5325.**

**Shareholders are urged to attend or vote by lodging the Proxy Form attached to the Notice.**

**Infinity Lithium Corporation Limited**  
**ACN 147 413 956**  
**(Company)**

**Notice of General Meeting**

Notice is hereby given that the General Meeting of Shareholders of Infinity Lithium Corporation Limited ACN 147 413 956 (**Company**) will be held at the Vibe Hotel, 9 Alvan Street, Subiaco, WA 6008 at 10.00am (AWST) on Friday, 1 August 2025 (**Meeting**).

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 5.00pm (AWST) on Wednesday, 30 July 2025.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form forms part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1.

## **Agenda**

### **Resolution 1 – Ratification of issue of Highland Consideration Shares**

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

*‘That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Highland Consideration Shares issued under Listing Rule 7.1 to Jubilee, on the terms and conditions in the Explanatory Memorandum.’*

### **Resolution 2 – Ratification of issue of Highland Consideration Performance Rights**

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

*‘That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 30,000,000 Highland Consideration Performance Rights issued under Listing Rule 7.1 to Jubilee, on the terms and conditions in the Explanatory Memorandum.’*

### **Resolution 3 – Approval to issue Dart Consideration Shares**

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

*‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 10,000,000 Dart Consideration Shares to Dart (or its nominees), on the terms and conditions set out in the Explanatory Memorandum.’*

## **Resolution 4 – Approval to issue Dart Consideration Performance Rights**

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

*‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 35,000,000 Dart Consideration Performance Rights to Dart (or its nominees), on the terms and conditions set out in the Explanatory Memorandum.’*

## **Resolution 5 – Approval to issue Director Shares to Mr Remy Welschinger in lieu of Directors' Fees**

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

*‘That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of Director Shares to Mr Remy Welschinger (or his nominees), on the terms and conditions in the Explanatory Memorandum with the number of Director Shares to be issued to be calculated in accordance with the following formula:*

*Director Shares = £17,500 / 20-day VWAP.’*

## **Resolution 6 – Approval to issue Director Shares to Mr Ramón Jiménez Serrano in lieu of Directors' Fees**

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

*‘That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of Director Shares to Mr Ramón Jiménez Serrano (or his nominees), on the terms and conditions in the Explanatory Memorandum with the number of Director Shares to be issued to be calculated in accordance with the following formula:*

*Director Shares = €29,166 / 20-day VWAP.’*

## **Resolution 7 – Change of Company name**

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

*‘That, pursuant to and in accordance with section 157(1) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to ‘Infinity Metals Limited’, with effect from the date that ASIC alters the details of the Company’s registration.’*

## **Resolution 8 – Approval to issue Placement Shares**

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

*‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 100,000,000 Placement Shares on the terms and*

*conditions in the Explanatory Memorandum.'*

## Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 1:** by or on behalf of Jubilee and any person who participated in the issue of the Highland Consideration Shares, or any of their respective associates.
- (b) **Resolution 2:** by or on behalf of Jubilee and any person who participated in the issue of the Highland Consideration Performance Rights, or any of their respective associates.
- (c) **Resolution 3:** by or on behalf of Dart (or its nominees) and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Dart Consideration Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (d) **Resolution 4:** by or on behalf of Dart (or its nominees) and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Dart Consideration Performance Rights (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (e) **Resolution 5:** by or on behalf of Mr Remy Welschinger (or his nominees) and any person who will obtain a material benefit as a result of, the proposed issue of these Director Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (f) **Resolution 6:** by or on behalf of Mr Ramón Jiménez Serrano (or his nominees) and any person who will obtain a material benefit as a result of, the proposed issue of these Director Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (g) **Resolution 8:** by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

## Voting Prohibitions

**Resolution 5 and Resolution 6:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on these Resolutions.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though these Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### BY ORDER OF THE BOARD



**Jonathan Whyte**

Company Secretary and Chief Financial Officer  
Infinity Lithium Corporation Limited  
Dated: 25 June 2025

**Infinity Lithium Corporation Limited**  
**ACN 147 413 956**  
**(Company)**

**Explanatory Memorandum**

**1. Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Vibe Hotel, 9 Alvan Street, Subiaco, WA 6008 on 10.00am (AWST) on Friday, 1 August 2025.

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Ratification of issue of Highland Consideration Shares
Section 4	Resolution 2 – Ratification of issue of Highland Consideration Performance Rights
Section 5	Resolution 3 – Approval to issue Dart Consideration Shares
Section 6	Resolution 4 – Approval to issue Dart Consideration Performance Rights
Section 7	Resolution 5 and Resolution 6 – Approval to issue Director Shares in lieu of Directors' Fees
Section 8	Resolution 7 – Change of Company name
Section 9	Resolution 8 – Approval to issue Placement Shares
Schedule 1	Definitions
Schedule 2	Terms and conditions of the Highland Consideration Performance Rights
Schedule 3	Terms and conditions of the Dart Consideration Performance Rights

A Proxy Form is located at the end of the Explanatory Memorandum.

**2. Action to be taken by Shareholders**

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

## **2.1 Voting in person**

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

## **2.2 Voting by a corporation**

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

## **2.3 Voting by proxy**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast 2 or more votes may appoint 2 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);
- (b) 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;
- (c) 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
- (d) 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 on the resolution, or is otherwise required under section 250JA of the Corporations Act 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.

Your proxy voting instruction must be received by 10.00am (AWST) on Wednesday, 30 July 2025, being not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

## 2.4 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention. In exceptional circumstances, the Chair of the Meeting may change his or her voting intention on any Resolution, in which case an ASX announcement will be made.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 5 and Resolution 6 by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though these Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

## 2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [admin@infinitylithium.com](mailto:admin@infinitylithium.com) by no later than 5 Business Days before the Meeting.

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).

## 3. Resolution 1 – Ratification of issue of Highland Consideration Shares

### 3.1 General

On 31 March 2025, the Company announced its acquisition of 100% of the issued share capital in Highland Resources Limited (ACN 650 165 183) (**Highland**) under a share purchase agreement with Jubilee Metals Limited (ACN 155 213 619) (**Jubilee**), (**Highland Acquisition**). Highland, via its wholly owned subsidiary, Pele Resources Pty Ltd (ACN 635 524 579) holds a



100% interest in 4 granted exploration licences located in Victoria, Australia (**Highland Group Project**).

Pursuant to the Highland Acquisition, the Company issued 10,000,000 Highland Consideration Shares to Jubilee, within the Company's 15% Placement Capacity, without the need for Shareholder approval.

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Highland Consideration Shares.

### 3.2 Material terms of the Highland Acquisition Agreement

The Company entered into a binding share purchase agreement with Jubilee for the acquisition of 100% of the issued share capital in Highland (**Highland Acquisition Agreement**), the material terms of which are summarised below:

- (a) **(Tenements)**: the 4 exploration licences that comprise the Highland Group Project are EL 7071, EL 7072, EL 7073 and EL 7074.
- (b) **(Consideration)**: the consideration payable by the Company to Jubilee comprises:
  - (i) a total cash consideration of \$50,000;
  - (ii) the issue of 10,000,000 Shares (**Highland Consideration Shares**), the subject of this Resolution 1; and
  - (iii) the issue of 30,000,000 Performance Rights (**Highland Consideration Performance Rights**), the subject of Resolution 2, in two tranches, subject to the following vesting conditions:

Tranche	Number of Performance Rights	Vesting Condition	Expiry Date
A	20,000,000	The Company announcing to ASX that it has completed at least 3,000 metres of drilling (excluding auger drilling) on a tenement within the Highland Group Project.	2 years from the date of issue
B	10,000,000	The satisfaction of the Tranche A vesting condition, and the Company announcing to ASX, either: <ul style="list-style-type: none"> <li>(a) the definition of a JORC Code compliant Mineral Resource Estimate (of any category) on a tenement within the Highland Group Project in excess of 50,000 oz gold at a minimum grade of 1.5 g/t gold; or</li> </ul>	3 years from the date of issue

		(b) it has completed an additional 5,000 metres of drilling (excluding auger drilling) on a tenement within the Highland Group Project. For the avoidance of doubt, this 5,000 metres of drilling is in addition to the 3,000 metres of drilling announced to ASX pursuant to Tranche A.	
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The Highland Consideration Performance Rights are otherwise issued subject to the terms and conditions in Schedule 2.

The Highland Acquisition Agreement contains additional provisions, including warranties, indemnities and other rights and obligations that are considered standard for a transaction of this nature.

### 3.3 Listing Rules 7.1 and 7.4

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 (**15% Placement Capacity**).

The issue of the Highland Consideration Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% Placement Capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Highland Consideration Shares.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the Company's 15% Placement Capacity without the requirement to obtain prior Shareholder approval.

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

If Resolution 1 is passed, the Highland Consideration Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Highland Consideration Shares.

If Resolution 1 is not passed, the Highland Consideration Shares will continue to be included in the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 10,000,000 Equity Securities for the 12-month period following the issue of the Highland Consideration Shares.

### **3.5 Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Highland Consideration Shares:

- (a) The Highland Consideration Shares were issued to Jubilee, which is not a related party of the Company or a Material Investor.
- (b) A total of 10,000,000 Highland Consideration Shares were issued within the Company's 15% Placement Capacity. Accordingly, the issue did not breach Listing Rule 7.1.
- (c) The Highland Consideration Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Highland Consideration Shares were issued on 1 April 2025.
- (e) The Highland Consideration Shares were issued for nil cash as partial consideration for the Highland Acquisition. Accordingly, no funds were raised from the issue.
- (f) A summary of the material terms of the Highland Acquisition Agreement is set out in Section 3.2 above.
- (g) A voting exclusion statement is included in the Notice.

### **3.6 Additional information**

Resolution 1 is an ordinary resolution.

The Board recommends Shareholders vote in favour of Resolution 1.

## **4. Resolution 2 – Ratification of issue of Highland Consideration Performance Rights**

### **4.1 General**

The background to the Highland Acquisition, including the issue of the Highland Consideration Performance Rights is set out in Sections 3.1 and 3.2 above.

Pursuant to the Highland Acquisition, the Company issued 30,000,000 Highland Consideration Performance Rights to Jubilee, within the Company's 15% Placement Capacity, without the need for Shareholder approval.

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Highland Consideration Performance Rights.

### **4.2 Listing Rules 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is set out in Section 3.3 above.

The issue of the Highland Consideration Performance Rights does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% Placement Capacity. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under

Listing Rule 7.1 for the 12-month period following the issue of the Highland Consideration Performance Rights.

The effect of Shareholders passing Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the Company's 15% Placement Capacity without the requirement to obtain prior Shareholder approval.

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

If Resolution 2 is passed, the Highland Consideration Performance Rights will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Highland Consideration Performance Rights.

If Resolution 2 is not passed, the Highland Consideration Performance Rights will continue to be included in the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 30,000,000 Equity Securities for the 12-month period following the issue of the Highland Consideration Performance Rights.

#### **4.4 Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Highland Consideration Performance Rights:

- (a) The Highland Consideration Performance Rights were issued to Jubilee, which is not a related party of the Company or a Material Investor.
- (b) A total of 30,000,000 Highland Consideration Performance Rights were issued within the Company's 15% Placement Capacity. Accordingly, the issue did not breach Listing Rule 7.1.
- (c) The Highland Consideration Performance Rights are subject to the vesting conditions set out in Section 3.2(b)(iii) above and are otherwise subject to the terms and conditions in Schedule 2.
- (d) The Highland Consideration Performance Rights were issued on 1 April 2025.
- (e) The Highland Consideration Performance Rights were issued for nil cash as partial consideration for the Highland Acquisition. Accordingly, no funds were raised from the issue.
- (f) A summary of the material terms of the Highland Acquisition Agreement is set out in Section 3.2 above.
- (g) A voting exclusion statement is included in the Notice.

#### **4.5 Additional information**

Resolution 2 is an ordinary resolution.

The Board recommends Shareholders vote in favour of Resolution 2.

## 5. Resolution 3 – Approval to issue Dart Consideration Shares

### 5.1 General

On 28 April 2025, the Company announced that it had entered into binding option agreements with Dart Mining NL (ACN 119 904 880) (**Dart**) in respect to the acquisition of a 100% interest in the Mitta Mitta Project (**Mitta Mitta Option Agreement**) and to enter into an earn-in joint venture on the Corryong Project (**Corryong Option Agreement**).

Under the Mitta Mitta Option Agreement and following the payment of a \$25,000 non-refundable fee, the Company has been granted a 60-day exclusivity period (**Exclusivity Period**) in which it can elect to enter into a purchase agreement (**Purchase Agreement**) to acquire a 100% interest in the Mitta Mitta Project (**Mitta Mitta Option**). As announced on 25 June 2025, the Company and Dart have agreed to a 30-day extension of the Exclusivity Period to 25 July 2025.

In the event that the Company elects to exercise the Mitta Mitta Option to acquire a 100% interest in the Mitta Mitta Project (**Mitta Mitta Acquisition**), the Purchase Agreement shall be on terms consistent with the following key commercial terms set out in the Mitta Mitta Option Agreement:

- (a) (**Consideration**): the consideration payable by the Company to Dart (or its nominees) for the Mitta Mitta Acquisition shall comprise:
- (i) a total cash consideration of \$175,000;
  - (ii) the issue of 10,000,000 Shares (**Dart Consideration Shares**), the subject of this Resolution 3; and
  - (iii) the issue of 35,000,000 Performance Rights (**Dart Consideration Performance Rights**), the subject of Resolution 4, in two tranches, subject to the following vesting conditions:

Tranche	Number of Performance Rights	Vesting Condition	Expiry Date
A	10,000,000	The Company completing 5,000 metres of drilling (excluding auger drilling) on the Mitta Mitta Project.	3 years from the date of issue
B	25,000,000	The Company announcing to the ASX the definition of a JORC Code compliant Mineral Resource Estimate on a tenement within the Mitta Mitta Project of 250,000 oz gold > 1.0 g/t or gold equivalent Au, Cu, Ag.	4 years from the date of issue

The Dart Consideration Performance Rights are otherwise to be issued subject to the terms and conditions in Schedule 3.

- (b) **(Subsequent Sale)**: an additional payment of \$200,000 in cash or Shares, at the Company's election, if the Company sells all or part of the Mitta Mitta Project for \$1,200,000 or more within 3 years of acquiring the Mitta Mitta Project (i.e. Dart shall receive the first \$200,000 worth of value received by the Company when the consideration payable for the sale exceeds \$1,000,000).
- (c) **(Other terms)**: the Purchase Agreement shall contain additional provisions, including warranties, indemnities and other rights and obligations that are considered standard for a transaction of this nature.

Resolution 3 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Dart Consideration Shares.

## **5.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 3.3 above.

The proposed issue of the Dart Consideration Shares does not fit within any of the exceptions to Listing Rule 7.1. Whether the proposed issued of the Dart Consideration Shares would exceed the Company's 15% Placement Capacity will be determined at the date of the Company entering into the Purchase Agreement, subject to the Company electing to exercise the Mitta Mitta Option.

The effect of Shareholders passing Resolution 3 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% Placement Capacity, without the requirement to obtain prior Shareholder approval.

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

If Resolution 3 is passed, the Company will be able to proceed with the issue of the 10,000,000 Dart Consideration Shares to Dart (or its nominees). In addition, the issue of the Dart Consideration Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 3 is not passed and the issue of the Dart Consideration Shares:

- (a) does not exceed the Company's 15% Placement Capacity at the time of entering into the Purchase Agreement, the Company will still be able to proceed with the issue of the 10,000,000 Dart Consideration Shares, but it will reduce, to that extent, the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 10,000,000 Equity Securities for the 12-month period following the issue of the Dart Consideration Shares; or
- (b) will exceed the Company's 15% Placement Capacity at the time of entering into the Purchase Agreement, the Company will not be able to proceed with the Mitta Mitta Acquisition or may have to renegotiate the terms of the Mitta Mitta Acquisition. Such terms may be less favourable for the Company and Shareholders.

## **5.4 Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Dart Consideration Shares:

- (a) The Dart Consideration Shares will be issued to Dart (or its nominees), none of whom is a related party of the Company or a Material Investor.
- (b) A maximum of 10,000,000 Dart Consideration Shares will be issued.
- (c) The Dart Consideration Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Dart Consideration Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The Dart Consideration Shares will be issued for nil cash as partial consideration in connection with the Mitta Mitta Acquisition. Accordingly, no funds will be raised from the issue.
- (f) A summary of the material terms of the Mitta Mitta Acquisition is set out in Section 5.1 above. As at the date of this Notice, the Company has not exercised the Mitta Mitta Option and no Purchase Agreement has been signed. If the Company exercises the Mitta Mitta Option, the Purchase Agreement will be on terms consistent with the key commercial terms set out in Section 5.1 above.
- (g) A voting exclusion statement is included in the Notice.

## **5.5 Additional information**

Resolution 3 is an ordinary resolution.

The Board recommends Shareholders vote in favour of Resolution 3.

## **6. Resolution 4 – Approval to issue Dart Consideration Performance Rights**

### **6.1 General**

The background to the Mitta Mitta Acquisition, including the proposed issue of the Dart Consideration Performance Rights is set out in Section 5.1 above.

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Dart Consideration Performance Rights.

### **6.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 3.3 above.

The proposed issue of the Dart Consideration Performance Rights does not fit within any of the exceptions to Listing Rule 7.1. Whether the proposed issue of the Dart Consideration Performance Rights would exceed the Company's 15% Placement Capacity will be determined at the date of the Company entering into the Purchase Agreement, subject to the Company electing to exercise the Mitta Mitta Option.

The effect of Shareholders passing Resolution 4 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% Placement Capacity, without the requirement to obtain prior Shareholder approval.

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

If Resolution 4 is passed, the Company will be able to proceed with the issue of the 35,000,000 Dart Consideration Performance Rights to Dart (or its nominees). In addition, the issue of the Dart Consideration Performance Rights will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 4 is not passed, and the issue of the Dart Consideration Performance Rights:

- (a) does not exceed the Company's 15% Placement Capacity at the time of entering into the Purchase Agreement, the Company will still be able to proceed with the issue of the 35,000,000 Dart Consideration Performance Rights, but it will reduce, to that extent, the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 35,000,000 Equity Securities for the 12-month period following the issue of the Dart Consideration Performance Rights; or
- (b) If Resolution 4 is not passed, and the issue of the Dart Consideration Performance Rights will exceed the Company's 15% Placement Capacity at the time of entering into the Purchase Agreement, the Company will not be able to proceed with the Mitta Mitta Acquisition or may have to renegotiate the terms of the Mitta Mitta Acquisition. Such terms may be less favourable for the Company and Shareholders.

### **6.4 Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Dart Consideration Performance Rights:

- (a) The Dart Consideration Performance Rights will be issued to Dart (or its nominees), which is not a related party of the Company or a Material Investor.
- (b) A maximum of 35,000,000 Dart Consideration Performance Rights will be issued.
- (c) The Dart Consideration Performance Rights are subject to the terms and conditions set out in Schedule 3.
- (d) The Dart Consideration Performance Rights will be issued no later than 3 months after the date of the Meeting.
- (e) The Dart Consideration Performance Rights will be issued for nil cash as partial consideration in connection with the Mitta Mitta Acquisition. Accordingly, no funds will be raised from the issue.
- (f) A summary of the material terms of the Mitta Mitta Acquisition is set out in Section 5.1 above. As at the date of this Notice, the Company has not exercised the Mitta Mitta Option and no Purchase Agreement has been signed. In the event that the Company exercises the Mitta Mitta Option, the Purchase Agreement will be on terms consistent with the key commercial terms set out in Section 5.1 above.
- (g) A voting exclusion statement is included in the Notice.

### **6.5 Additional information**

Resolution 4 is an ordinary resolution.



The Board recommends that Shareholders vote in favour of Resolution 4.

## **7. Resolution 5 and Resolution 6 – Approval to issue Director Shares in lieu of Directors' Fees**

### **7.1 General**

The Company is proposing, subject to obtaining Shareholder approval, to issue Director Shares to Mr Remy Welschinger and Mr Ramón Jiménez Serrano (or their respective nominees) in lieu of their Directors' Fees calculated as detailed below.

On 30 October 2024, the Company announced a series of amendments to the remuneration for the Board, effective from 1 November 2024 (**Board Remuneration Amendments**). In accordance with the terms of their appointment:

(a) Mr Welschinger receives non-executive director fees of £60,000 per annum; and

(b) Mr Serrano receives a base salary of €200,000 per annum,

(together the **Directors' Fees**), and, in accordance with the Board Remuneration Amendments and subject to receipt of Shareholder approval:

(c) Mr Welschinger agreed that 50% of his Directors' Fees shall be satisfied by the issue of Shares; and

(d) Mr Serrano agreed that 25% of his Directors' Fees shall be satisfied by the issue of Shares.

This arrangement was subject to review after 6 months, with the arrangement extended for a further month until 31 May 2025 and accordingly, Resolution 5 and Resolution 6 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of Director Shares to Messrs Welschinger and Serrano (or their respective nominees), in lieu of 50% and 25% (respectively) worth of their respective Directors' Fees for the period 1 November 2024 to 31 May 2025 in accordance with the formula set out below.

It is not clear at the date of this Notice the exact number of Director Shares that may be issued to Messrs Welschinger and Serrano (or their respective nominees) because the maximum number of Director Shares to be issued to Messrs Welschinger and Serrano (or their respective nominees) will be calculated by dividing the value of their respective Directors' Fees for the period 1 November 2024 to 31 May 2025 by the volume weighted average price of the Company's Shares over the 20 Trading Days prior to the date of the Meeting (**20-day VWAP**).

By way of illustration only, the table below shows the number of Director Shares that may be issued to Messrs Welschinger and Serrano (or their respective nominees), calculated in accordance with the formula below, based on:

(a) the current market price (A\$0.014, being closing price of Shares on ASX on the latest practicable date before finalising this Notice i.e. 23 June 2025);

(b) twice the current market price (A\$0.028); and

(c) half the current market price (A\$0.007).

Price	Number of Director Shares to be issued <sup>(1)</sup>		Dilution effect on existing Shareholders <sup>(2)</sup>
	Mr Remy Welschinger	Mr Ramón Jiménez Serrano	
A\$0.014	2,604,167	3,720,153	1.32%
A\$0.028	1,302,083	1,860,077	0.66%
A\$0.007	5,208,333	7,440,306	2.61%

**Note:**

- Number of Director Shares to be issued is subject to the applicable exchange rate as at the date of the issue of the Director Shares. For the purposes of this table, the number of Director Shares to be issued has been calculated based on the following exchange rates as at the date of this Notice:
  - in respect of Mr Welschinger's Director Shares, an AUD/GDP exchange rate of 1:0.48; and
  - in respect of Mr Serrano's Director Shares, an AUD/EUR exchange rate of 1:0.56.
- This table assumes 472,592,093 Shares are on issue as at the date of this Notice and assuming that no further Shares are issued or convertible securities exercised.

Expressed as a formula, the number of Director Shares that each of Messrs Welschinger and Serrano (or their respective nominees) are entitled to receive will be determined as follows:

<p style="text-align: center;"><b>Director Shares = <math>X / 20\text{-day VWAP}</math></b></p> <p><i>Where:</i></p> <p><b><math>X</math></b> = £17,500 (in respect of Resolution 5) or €29,166 (in respect of Resolution 6), as the context requires.</p>
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## 7.2 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 any of the following persons without the approval of its Shareholders:

- a related party (Listing Rule 10.11.1);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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 (Listing Rule 10.11.3);
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

- (e) a person whose relation with the company or a person referred to in Listing Rules 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

Messrs Welschinger and Serrano are each a related party of the Company by virtue of being a Director.

Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board (with Messrs Welschinger and Serrano abstaining) that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Shares to Messrs Welschinger and Serrano (or their respective nominees) will not be included in the Company's 15% Placement Capacity.

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

If Resolution 5 is passed, the Company will be able to proceed with the issue of the relevant Director Shares to Mr Welschinger (or his nominees) in lieu of paying £17,500 in cash worth of Directors' Fees for the period 1 November 2024 to 31 May 2025.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the relevant Director Shares to Mr Serrano (or his nominees) in lieu of paying €29,166 in cash worth of Directors' Fees for the period 1 November 2024 to 31 May 2025.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the relevant Director Shares to Mr Welschinger (or his nominees) and will have to pay Mr Welschinger's Directors' Fees in cash using its available cash reserves.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the relevant Director Shares to Mr Serrano (or his nominees) and will have to pay Mr Serrano's Directors' Fees in cash using its available cash reserves.

### **7.4 Specific 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 the Director Shares:

- (a) The Director Shares will be issued to Messrs Welschinger and Serrano (or their respective nominees).
- (b) Each of Messrs Welschinger and Serrano fall into the category stipulated by Listing Rule 10.11.1 by virtue of being a Director of the Company. If either Messrs Welschinger or Serrano elects for their respective Director Shares to be granted to a nominee, that person will fall into the category stipulated by Listing Rule 10.11.4.
- (c) The number of Director Shares to be issued is not fixed or subject to any floor price. Accordingly, the issue of the Director Shares may be dilutive to Shareholders if the market price of the Company's Shares falls substantially during the 20 Trading Days prior to the date of the Meeting. By way of illustration only, see Section 7.1 above for worked examples.

- (d) The Director Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Director Shares will be issued no later than 1 month after the date of the Meeting.
- (f) The Director Shares will be issued for nil cash consideration, as they are being issued in lieu of Messrs Welschinger's and Serrano's respective Directors' Fees for the 1 November 2024 to 31 May 2025. Accordingly, no funds will be raised from the issue.
- (g) The current total annual remuneration package for each of Messrs Welschinger and Serrano as at the date of this Notice is set out below:

Director	Salary / fees (exclusive of superannuation)
Mr Remy Welschinger	£60,000
Mr Ramón Jiménez Serrano	€200,000

- (h) There are no other material terms to the proposed issue of the Director Shares to Messrs Welschinger and Serrano (or their respective nominees).
- (i) A voting exclusion statement is included in the Notice.

## 7.5 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

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

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

The proposed issue of the Director Shares to Messrs Welschinger and Serrano (or their respective nominees) constitutes giving a financial benefit to related parties of the Company.

The Board (with each of Messrs Welschinger and Serrano abstaining) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the issue of these Director Shares falls within the "reasonable remuneration" exception stipulated by section 211 of the Corporations Act.

## 7.6 Additional information

Each of Resolution 5 and Resolution 6 is an ordinary resolution.

The Board (other than Messrs Welschinger and Serrano who each have a personal interest in the outcome of these Resolutions) recommends Shareholder vote in favour of Resolution 5 and Resolution 6.

## **8. Resolution 7 – Change of Company name**

### **8.1 General**

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

Resolution 7 seeks the approval of Shareholders for the Company to change its name to 'Infinity Metals Limited' under and for the purposes of section 157(1)(a) of the Corporations Act.

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

If Resolution 7 is passed, the change of name will take effect when ASIC alters the details of the Company's registration in accordance with section 164 of the Corporations Act.

If Resolution 7 is not passed, the Company will not be able to proceed with the name change.

### **8.3 Additional information**

Resolution 7 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 7.

## **9. Resolution 8 – Approval to issue Placement Shares**

### **9.1 General**

Resolution 8 seeks approval of Shareholders to be authorised to undertake a share placement (**Placement**) of up to 100,000,000 Shares (**Placement Shares**) at a minimum issue price equal to 75% of the volume weighted average price of the Company's Shares over the 5 Trading Days immediately prior to the date of announcement of the Placement (**5-day VWAP**).

The actual number of Placement Shares issued under the Placement may be less than the number for which approval is being sought under this Resolution 8. The actual number of Placement Shares issued by the Company will depend on various factors including, the level of demand under the Placement and the price at which Placement Shares are able to be issued.

In addition, the Company may also choose to utilise some or all of its placement capacity under Listing Rules 7.1 and 7.1A. The Company may determine to use its existing placement capacity in respect of any additional securities issued in connection with the Placement that exceed the number of Placement Shares approved by Shareholders for issue under this Resolution 8.

### **9.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 3.3 above.

The proposed issue of Placement Shares under Resolution 8 does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% Placement Capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 8 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% Placement Capacity without the requirement to obtain prior Shareholder approval.

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

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Placement Shares.

If Resolution 8 is not passed, the Company will be limited to the issuing of Placement Shares pursuant to the Company's existing placement capacity under Listing Rules 7.1 and 7.1A.

### 9.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Placement Shares:

- (a) The persons to whom the Placement Shares will be issued have not yet been identified but will be unrelated parties of the Company and are likely to be professional and sophisticated investors identified through a bookbuild process by seeking expressions of interest to participate in the Placement at the discretion of the Directors and with the involvement of a lead manager or broker should one be appointed by the Company. As at the date of this Notice, there is no agreement with a Material Person to be issued more than 1% of the issued capital of the Company from participation in the Placement.
- (b) A maximum of 100,000,000 Placement Shares will be issued.
- (c) The Placement Shares will be fully paid ordinary shares and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Placement Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The issue price per Placement Share has not yet been determined but will not be less than 75% of the 5-day VWAP. By way of illustration only, the following table shows the issue price per Placement Share and amount that could be raised (before costs), based on:
  - (i) the current market price (A\$0.014, being closing price of Shares on ASX on the latest practicable date before finalising this Notice i.e. 23 June 2025);
  - (ii) twice the current market price (A\$0.028); and
  - (iii) half the current market price (A\$0.007),

and assuming the Company issues 100,000,000 Placement Shares.

5-day VWAP	Issue Price	Proceeds (before costs)
A\$0.014	A\$0.011	A\$1,050,000
A\$0.028	A\$0.021	A\$2,100,000
A\$0.007	A\$0.005	A\$525,000

- (f) The proceeds from the Placement are intended to be used for:
  - (i) exploration activities, including geophysics, drilling and target generation, on the company's Victorian Projects such as Cobungra;
  - (ii) project evaluation activities targeting precious metals in the Lachlan Fold Belt in Victoria and New South Wales; and
  - (iii) working capital purposes.
- (g) As at the date of this Notice, there are no agreements in relation to the issue of the Placement Shares. However, it is likely the Company will enter into customary placement agreements with participants of the Placement once identified.
- (h) A voting exclusion statement is included in the Notice.

#### **9.5 Additional information**

Resolution 8 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 8.

## Schedule 1      Definitions

In the Notice, words importing the singular include the plural and vice versa.

<b>15% Placement Capacity</b>	has the meaning given in Section 3.3.
<b>5-day VWAP</b>	has the meaning given in Section 9.1.
<b>20-day VWAP</b>	has the meaning given in Section 7.1.
<b>\$ or A\$</b>	means Australian Dollars.
<b>£</b>	means British Pounds Sterling.
<b>€</b>	means Euro.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASX</b>	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>AWST</b>	means Australian Western Standard Time, being the time in Perth, Western Australia.
<b>Board</b>	means the board of Directors.
<b>Board Remuneration Amendments</b>	has the meaning given in Section 7.1.
<b>Business Day</b>	means a day that is not a Saturday, Sunday or public holiday in Perth, Western Australia.
<b>Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Closely Related Party</b>	means: <ul style="list-style-type: none"><li>(a) a spouse or child of the member; or</li><li>(b) has the meaning given in section 9 of the Corporations Act.</li></ul>
<b>Company</b>	means Infinity Lithium Corporation Limited (ACN 147 413 956).
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth), as amended.
<b>Dart</b>	means Dart Mining NL (ACN 119 904 880).
<b>Dart Consideration Performance Rights</b>	has the meaning given in Section 5.1(a)(iii).
<b>Dart Consideration Shares</b>	has the meaning given in Section 5.1(a)(ii).



<b>Dart Option Agreements</b>	has the meaning given in Section 5.1.
<b>Dart Transaction</b>	has the meaning given in Section 5.1.
<b>Director</b>	means a director of the Company.
<b>Director Shares</b>	means the Shares proposed to be issued to the Directors Mr Remy Welschinger and Mr Ramón Jiménez Serrano in lieu of their Directors' Fees, the subject of Resolution 5 and Resolution 6.
<b>Directors' Fees</b>	has the meaning given in Section 7.1.
<b>Equity Security</b>	has the same meaning as in the Listing Rules.
<b>Exclusivity Period</b>	has the meaning given in Section 5.1.
<b>Explanatory Memorandum</b>	means the explanatory memorandum which forms part of the Notice.
<b>Highland</b>	means Highland Resources Limited (ACN 650 165 183).
<b>Highland Acquisition</b>	has the meaning given in Section 3.1.
<b>Highland Acquisition Agreement</b>	has the meaning given in Section 3.2.
<b>Highland Consideration Performance Rights</b>	has the meaning given in Section 3.2(b)(iii).
<b>Highland Consideration Shares</b>	has the meaning given in Section 3.2(b)(ii).
<b>Highland Group Project</b>	means the exploration project located in the Victoria, Australia, comprising of the tenements set out in Section 3.2(a).
<b>JORC Code</b>	means the Joint Ore Reserves Committee's Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition), or any update to that edition.
<b>Jubilee</b>	means Jubilee Metals Limited (ACN 155 213 619).
<b>Key Management Personnel</b>	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.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Material Investor</b>	means a Material Person who received Shares which constituted more than 1% of the Company's capital structure at the time of issue.

<b>Material Person</b>	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above.
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice.
<b>Mineral Resource Estimate</b>	means a mineral resource estimate that has been prepared in accordance with or would otherwise qualify as a mineral resource estimate under the JORC Code.
<b>Mitta Mitta Acquisition</b>	has the meaning given in Section 5.1.
<b>Mitta Mitta Option</b>	has the meaning given in Section 5.1.
<b>Mitta Mitta Option Agreement</b>	has the meaning given in Section 5.1.
<b>Mitta Mitta Project</b>	means the exploration project located in the Lachlan Fold Belt in Victoria, Australia, comprising of the following tenements: EL 6277, EL 6300, EL 5315, EL 6486, EL 7099 and EL 7754.
<b>Notice</b>	means this notice of general meeting.
<b>Option</b>	means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and within a specified time in the future.
<b>Performance Right</b>	means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.
<b>Placement</b>	has the meaning given in Section 9.1.
<b>Placement Shares</b>	means the Shares proposed to be issued under the Placement, the subject of Resolution 8.
<b>Proxy Form</b>	means the proxy form attached to the Notice.
<b>Purchase Agreement</b>	has the meaning given in Section 5.1.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Schedule</b>	means a schedule to the Notice.
<b>Section</b>	means a section of the Explanatory Memorandum.
<b>Securities</b>	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.

<b>Shareholder</b>	means the holder of a Share.
<b>Trading Day</b>	has the meaning given in the Listing Rules.
<b>VWAP</b>	has the meaning given to the term 'volume weighted average market price' in the Listing Rules.

## Schedule 2      Terms and conditions of the Highland Consideration Performance Rights

The terms and conditions of the Highland Consideration Performance Rights (hereinafter referred to as **Performance Rights**) are set out below:

1. **(Entitlement):** Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
2. **(Issue Price):** The Performance Rights are issued for nil cash consideration.
3. **(Vesting Condition):** Subject to the terms and conditions set out below, the Performance Rights will be subject to the following vesting conditions (**Vesting Conditions**):

Tranche	Number of Performance Rights	Vesting Condition	Expiry Date
A	20,000,000	The Company announcing to ASX that it has completed at least 3,000 metres of drilling (excluding auger drilling) on a tenement within the Highland Group Project.	2 years from the date of issue
B	10,000,000	The satisfaction of the Tranche A Vesting Condition, and the Company announcing to ASX, either: (a) the definition of a JORC Code compliant Mineral Resource Estimate (of any category) on a tenement within the Highland Group Project in excess of 50,000 oz gold at a minimum grade of 1.5 g/t gold; or (b) it has completed an additional 5,000 metres of drilling (excluding auger drilling) on a tenement within the Highland Group Project. For the avoidance of doubt, this 5,000 metres of drilling is in addition to the 3,000 metres of drilling announced to ASX pursuant to Tranche A.	3 years from the date of issue

4. **(Vesting):** Subject to the satisfaction of the Vesting Condition, the Company will notify the holder in writing (**Vesting Notice**) within 3 Business Days of becoming aware that the Vesting Condition has been satisfied.
5. **(Expiry Date):** The Performance Rights will expire and lapse at 5:00pm (AWST) on the dates specified in paragraph 3 above.
6. **(Exercise):** At any time between receipt of a Vesting Notice and the Expiry Date (as defined in paragraph 5 above), the holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary of the Company. The holder is not required to pay a fee to exercise the Performance Rights.

7. **(Issue of Shares):** As soon as practicable after the valid exercise of a vested Performance Right, the Company will:
- (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
  - (b) issue a substitute certificate for any remaining unexercised Performance Rights held by the holder;
  - (c) if required, and subject to paragraph 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
  - (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
8. **(Cleansing Prospectus):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice 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 issue a prospectus pursuant to section 708A(11) of the Corporations Act within 15 Business Days following the issue of the Shares.
9. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
10. **(Transferability of the Performance Rights):** The Performance Rights are not transferable, except to the extent that they are transferred in-specie to shareholders of Jubilee.
11. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
12. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.
13. **(Quotation of the Performance Rights):** The Company will not apply for quotation of the Performance Rights on any securities exchange.
14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
15. **(Entitlements and bonus issues):** Subject to the rights under paragraph 16, holders will not be entitled to participate in new issues of capital offered to Shareholders such as bonus issues and entitlement issues.
16. **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.
17. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

18. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
19. **(Takeovers prohibition):** The issue of Shares on exercise of the Performance Rights is subject to and conditional upon:
- (a) the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
  - (b) the Company not being required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.
20. **(No other rights):** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
21. **(Amendments required by ASX):** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated. In the event that the amendments concern the Vesting Condition, the Company and the holder agree to negotiate any requisite amendments in good faith and without undue delay.
22. **(Constitution):** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.

## Schedule 3      Terms and conditions of the Dart Consideration Performance Rights

The proposed terms and conditions of the Dart Consideration Performance Rights (hereinafter referred to as **Performance Rights**) are set out below:

1. **(Entitlement)**: Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
2. **(Issue Price)**: The Performance Rights are issued for nil cash consideration.
3. **(Vesting Condition)**: Subject to the terms and conditions set out below, the Performance Rights be subject to the following vesting conditions (**Vesting Condition**):

Tranche	Number of Performance Rights	Vesting Condition	Expiry Date
A	10,000,000	The Company completing 5,000 metres of drilling (excluding auger drilling) on the Mitta Mitta Project.	3 years from the date of issue
B	25,000,000	The Company announcing to the ASX the definition of a JORC Code compliant Mineral Resource Estimate on a tenement within the Mitta Mitta Project of 250,000 oz gold > 1.0 g/t or gold equivalent Au, Cu, Ag.	4 years from the date of issue

4. **(Vesting)**: Subject to the satisfaction of the Vesting Condition, the Buyer will notify the holder in writing (**Vesting Notice**) within 3 Business Days of becoming aware that the Vesting Condition has been satisfied.
5. **(Expiry Date)**: The Performance Rights will expire and lapse at 5:00pm (AWST) on the date specified in paragraph 3 above.
6. **(Exercise)**: At any time between receipt of a Vesting Notice and the Expiry Date (as defined in paragraph 5 above), the holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary of the Buyer. The holder is not required to pay a fee to exercise the Performance Rights.
7. **(Issue of Shares)**: As soon as practicable after the valid exercise of a vested Performance Right, the Buyer will:
  - (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
  - (b) issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder;
  - (c) if required, and subject to paragraph 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

- (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
8. **(Restrictions on transfer of Shares):** If the Buyer is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Buyer, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Buyer is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
  9. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
  10. **(Transferability of the Performance Rights):** The Performance Rights are not transferable, except to the extent that they are transferred in-specie to shareholders of the Seller.
  11. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
  12. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Buyer, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
  13. **(Quotation of the Performance Rights):** The Buyer will not apply for quotation of the Performance Rights on any securities exchange.
  14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Buyer, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
  15. **(Entitlements and bonus issues):** Subject to the rights under paragraph 16, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
  16. **(Bonus issues):** If the Buyer makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.
  17. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
  18. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Buyer upon a winding up of the Buyer.
  19. **(Takeovers prohibition):** The issue of Shares on exercise of the Performance Rights is subject to and conditional upon:
    - (a) the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
    - (b) the Buyer not being required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.



20. **(No other rights):** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
21. **(Amendments required by ASX):** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
22. **(Constitution):** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Buyer's Constitution.

# 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 **10.00am (AWST) on Wednesday, 30 July 2025**, 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](mailto: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)

