



NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

AND PROXY FORM

**ANNUAL GENERAL MEETING OF
STAVELY MINERALS LIMITED**

**TO BE HELD AT FIRST FLOOR, 168 STIRLING HIGHWAY
NEDLANDS, WESTERN AUSTRALIA**

AND HELD VIRTUALLY VIA ZOOM

Registration Link:

<https://us06web.zoom.us/meeting/register/tZ0ucu2rpj8rHtSaFhLxh2bfTI8RxAnDmW7Q>

**THURSDAY 21 NOVEMBER 2024
COMMENCING AT 12:00 PM (WST)**

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9287 7630.

Stavely Minerals Limited
ABN 33 119 826 907
First Floor, 168 Stirling Highway, Nedlands WA 6009
Phone: +61 8 9287 7630 Email: info@stavely.com.au

NOTICE OF ANNUAL GENERAL MEETING

**Notice is given that the Annual General Meeting of Stavely Minerals Limited will be held at First Floor,
168 Stirling Highway, Nedlands, Western Australia on
Thursday 21 November 2024 at 12:00 PM (WST)**

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IMPORTANT INFORMATION

Your Vote is Important

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

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 12:00 pm (WST) on 19 November 2024. Any proxy form received after that time will not be valid for the scheduled meeting.

Online	www.investorvote.com.au
By mail	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By mobile	Scan the QR Code on your proxy form and follow the prompts
Custodian voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Voting Eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm (WST) on Tuesday 19 November 2024.

Voting in Person

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

Voting by Proxy

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

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

- ☐ each Shareholder has a right to appoint a proxy;
- ☐ the proxy need not be a Shareholder of the Company; and
- ☐ a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2

proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Your proxy form is enclosed.

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they apply to this Annual General Meeting. Broadly, the sections mean that:

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

Further details are set out below.

Proxy vote if appointment specifies way to vote

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:**

- ☐ 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); and
- ☐ 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; and
- ☐ 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
- ☐ 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).

Transfer of non-chair proxy to chair in certain circumstances

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

- ☐ an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's Shareholders; and
- ☐ the appointed proxy is not the chair of the meeting; and
- ☐ at the meeting, a poll is duly demanded on the resolution; and
- ☐ either of the following applies:
 - ☐ the proxy is not recorded as attending the meeting;
 - ☐ 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.

STAVELY MINERALS LIMITED
BUSINESS OF THE MEETING - AGENDA

ORDINARY BUSINESS

1. Financial Statements and Reports – Agenda Item

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

2. Resolution 1 – Adoption of Remuneration Report

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

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

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

Note: In accordance with section 250R(3) of the Corporations Act, this Resolution is advisory only and does not bind the Directors or the Company.

3. Resolution 2 – Re-election of Ms Jennifer Murphy as a Director

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

"That, for the purposes of clause 14.2 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Ms Jennifer Murphy, a director, retires, and being eligible, is re-elected as a Director."

4. Resolution 3 – Re-election of Mr Peter Ironside as a Director

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

"That, for the purposes of clause 14.2 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Mr Peter Ironside, a director, retires, and being eligible, is re-elected as a Director."

5. Resolution 4 – Issue of Director Options – Mr Christopher Cairns

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

"That, for the purposes of ASX Listing Rule 10.11, section 195(4) and section 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue 1,000,000 Options to Mr Christopher Cairns (or his nominee), in accordance with the terms and conditions set out in the Explanatory Statement."

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

6. Resolution 5 – Issue of Director Options – Ms Jennifer Murphy

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

"That, for the purposes of ASX Listing Rule 10.11, section 195(4) and section 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue 800,000 Options to Ms Jennifer Murphy (or her nominee), in accordance with the terms and conditions set out in the Explanatory Statement."

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

7. Resolution 6 – Issue of Director Options – Ms Amanda Sparks

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

"That, for the purposes of ASX Listing Rule 10.11, section 195(4) and section 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue 500,000 Options to Ms Amanda Sparks (or her nominee), in accordance with the terms and conditions set out in the Explanatory Statement."

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

8. Resolution 7 – Issue of Director Options – Mr Peter Ironside

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

"That, for the purposes of ASX Listing Rule 10.11, section 195(4) and section 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue 200,000 Options to Mr Peter Ironside (or his nominee), in accordance with the terms and conditions set out in the Explanatory Statement."

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

9. Resolution 8 – Issue of Director Options – Mr Robert Dennis

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

"That, for the purposes of ASX Listing Rule 10.11, section 195(4) and section 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue 200,000 Options to Mr Robert Dennis (or his nominee), in accordance with the terms and conditions set out in the Explanatory Statement."

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

10. Resolution 9 – Approval of 7.1A Mandate

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

"That, for the purposes of ASX Listing Rule 7.1A, and for all other purposes, Shareholders approve the future issue of that number of Equity Securities equal to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, and otherwise on the terms and conditions in the Explanatory Statement"

11. Resolution 10 – Appointment of Auditor

To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

"That, for the purposes of section 327B(1)(b) of the Corporations Act, and for all other purposes, BDO Audit Pty Ltd, having consented to act as auditor in writing and being duly nominated by a Shareholder in accordance with section 328B(1) of the Corporations Act, be appointed Auditor of the Company effective from the close of the Meeting until it resigns or is removed from the office of Auditor of the Company."

12. General

To transact any other business as may be brought before the Meeting in accordance with the Constitution of the Company, the Corporations Act, or otherwise.

BY ORDER OF THE BOARD



AMANDA SPARKS
DIRECTOR AND COMPANY SECRETARY
20 September 2024

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:</p> <ul style="list-style-type: none">(a) <input type="checkbox"/> a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or(b) <input type="checkbox"/> a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none">(a) <input type="checkbox"/> the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on this Resolution; or(b) <input type="checkbox"/> the voter is the Chair and the appointment of the Chair as proxy:<ul style="list-style-type: none">(i) <input type="checkbox"/> does not specify the way the proxy is to vote on this Resolution; and(ii) <input type="checkbox"/> expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.
Resolutions 4 -8 – Issue of Director Options	<p>In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the specific Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 4-8 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4-8 Excluded Party.</p> <p>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 this Resolution if:</p> <ul style="list-style-type: none">(a) <input type="checkbox"/> the proxy is either:<ul style="list-style-type: none">(i) <input type="checkbox"/> a member of the Key Management Personnel; or(ii) <input type="checkbox"/> a Closely Related Party of such a member; and(b) <input type="checkbox"/> the appointment does not specify the way the proxy is to vote on the specific Resolution. <p>Provided the Chair is not a Resolution 4- 8 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none">(a) <input type="checkbox"/> the proxy is the Chair; and(b) <input type="checkbox"/> the appointment expressly authorises the Chair to exercise the proxy even though the specific Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolutions 4 -8 – Issue of Director Options	<p>In respect to:</p> <p>(a) <input type="checkbox"/> Resolution 4, Mr Christopher Cairns (or his nominee);</p> <p>(b) <input type="checkbox"/> Resolution 5, Ms Jennifer Murphy (or her nominee);</p> <p>(c) <input type="checkbox"/> Resolution 6, Ms Amanda Sparks (or her nominee)</p> <p>(d) <input type="checkbox"/> Resolution 7, Mr Peter Ironside (or his nominee); and</p> <p>(e) <input type="checkbox"/> Resolution 8, Mr Robert Dennis (or his nominee),</p> <p>and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.</p>
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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.

EXPLANATORY STATEMENT

This Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

1. FINANCIAL STATEMENT AND REPORTS

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

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

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company. The Chair of the Meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the Remuneration Report at the annual general meeting.

The Remuneration Report is set out in the Company's Annual Report which:

- ☐ outlines the Board's policy for determining the nature and amount of remuneration of Directors and other Key Management Personnel of the Company;
- ☐ discusses the relationship between the Board's remuneration policy and the Company's performance;
- ☐ details and explains any performance condition applicable to the remuneration of a Director or other Key Management Personnel;
- ☐ details the remuneration (including options) of each Director and other Key Management Personnel of the Company for the period; and
- ☐ summarises the terms of any contract under which any Director or other Key Management Personnel is engaged, including the period of notice required to terminate the contract and any termination payments provided for under the contract.

2.2 Voting consequences

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

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

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

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

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were 7.85%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. RESOLUTION 2 – RE-ELECTION OF MS JENNIFER MURPHY AS A DIRECTOR

3.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Clause 14.2 of the Constitution provides that:

- (a) ☐ at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) ☐ the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
- (c) ☐ a Director who retires by rotation under clause 14.2 of the Constitution is eligible for re-election; and
- (d) ☐ in determining the number of Directors to retire, no account is to be taken of:
 - (i) ☐ a Director who only holds office until the next annual general meeting pursuant to clause 14.4 of the Constitution; and/ or
 - (ii) ☐ a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is

entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

The Company currently has 5 Directors, 4 of whom are included for the purpose of the calculation in paragraph (d) above.

Ms Jennifer Murphy, who has served as a Director since 8 March 2013 and was last re-elected on 11 November 2022, retires by rotation and seeks re-election.

3.2 Qualifications

Ms Murphy completed a First Class Honours Degree in Geology in 1989, and subsequently a Master of Science Degree in 1993 at the University of Witwatersrand in South Africa. Ms Murphy joined Anglo American Corporation in 1993 as an exploration geologist working in Tanzania and Mali. In 1996, she immigrated to Australia and joined Normandy Mining Limited, working initially as a project geologist in the Eastern Goldfields and Murchison Greenstone Provinces and afterwards was responsible for the development and management of the GIS and administration of the exploration database.

Between 2004 and 2007, Ms Murphy provided contract geological services to a range of junior exploration companies. Ms Murphy joined Integra Mining Limited in 2007, initially as an administration geologist, and in 2010 the role was expanded to that of corporate geologist. In 2013 Ms Murphy joined Stavely Minerals as part of the management team to provide technical and geological expertise. Ms Murphy is a member of the Australian Institute of Geoscientists and has a broad range of geological experience ranging from exploration program planning and implementation, GIS and database management, business development, technical and statutory, and ASX reporting, as well as corporate research and analysis and investor liaison.

3.3 Independence

The Board considers that Ms Murphy is not an independent Director due to her executive role with the Company.

3.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Ms Murphy will be re-elected to the Board as a Director.

In the event that Resolution 2 is not passed, Ms Murphy will not join the Board as a Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision, and lose a senior executive director.

3.5 Board Recommendation

The Board has reviewed Ms Murphy's performance since her appointment to the Board and considers that Ms Murphy's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board of Directors recommend vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF MR PETER IRONSIDE AS A DIRECTOR

4.1 General

Clause 14.2 of the Constitution provides that:

- (a) ☐ at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) ☐ the Directors to retire at an annual general meeting are those who have been longest in office

since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;

- (c) ☐ a Director who retires by rotation under clause 14.2 of the Constitution is eligible for re-election; and
- (d) ☐ in determining the number of Directors to retire, no account is to be taken of:
 - (i) ☐ a Director who only holds office until the next annual general meeting pursuant to clause 14.4 of the Constitution; and/ or
 - (ii) ☐ a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

The Company currently has 5 Directors, 3 of whom are included for the purpose of the calculation in paragraph (d) above.

Mr Peter Ironside, who has served as a Director since 23 May 2006 and was last re-elected on 11 November 2022, retires by rotation and seeks re-election.

4.2 Qualifications

Mr Peter Ironside has a Bachelor of Commerce Degree and is a Chartered Accountant and business consultant with over 30 years' experience in the exploration and mining industry. Mr Ironside has a significant level of accounting, financial compliance and corporate governance experience including corporate initiatives and capital raisings. Mr Ironside has been a Director and/or Company Secretary of several ASX listed companies including Integra Mining Limited and Extract Resources Limited (before \$2.18Bn takeover) and is currently a non-executive director of E79 Gold Mines Limited.

Mr Ironside is a member of the Company's Audit and Risk Committee.

4.3 Independence

The Board considers that Mr Ironside is not an independent Director due to his significant Shareholding in the Company.

4.4 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, Mr Ironside will be re-elected to the Board as a Director.

In the event that Resolution 3 is not passed, Mr Ironside will not join the Board as a Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4.5 Board Recommendation

The Board has reviewed Mr Ironside's performance since his appointment to the Board and considers that Mr Ironside's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board of Directors recommend that Shareholders that Shareholders vote in favour of Resolution 3.

5. RESOLUTIONS 4 TO 8 - ISSUE OF RELATED PARTY OPTIONS

5.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 2,700,000 Options (**Related Party Options**) to Mr Christopher Cairns, Ms Jennifer Murphy, Ms Amanda Sparks, Mr Peter Ironside and Mr Robert Dennis (together, the **Related Parties**) as part of each Director's broader remuneration package in the proportions and on the terms and conditions set out below.

Resolutions 4 to 8 seek Shareholder approval for the issue of the Related Party Options to the Related Parties.

5.2 Director recommendation

Each Director has a material personal interest in the outcome of Resolutions 4 to 8 on the basis that all of the Directors (or their nominees) are to be issued Options should Resolutions 4 to 8 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 4 to 8 of this Notice.

5.3 Chapter 2E of the Corporations Act

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

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

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

The issue of the Related Party Options constitutes giving a financial benefit to the Related Parties, as each of the Related Parties are related parties of the Company by virtue of being Directors.

The purpose of the issue of the Related Party Options to the Directors is to provide a broader remuneration for the Related Parties as Directors of the Company. By offering these incentives in the form of Related Party Options, rather than cash, the Company can maximise the availability of cash for the Company's future exploration activities.

The Related Party Options will have an exercise price at a significant premium to the current Share price.

As the Related Party Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Related Party Options. Accordingly, Shareholder approval for the issue of Related Party Options to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

5.4 ASX Listing Rule 10.11

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

- (a) ☐ (10.11.1) a Related Party;
- (b) ☐ (10.11.2) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) ☐ (10.11.3) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

- (d) ☐ (10.11.4) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or
- (e) ☐ (10.11.5) a person whose relationship with the company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

This issue of the Related Party Options falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11. Resolutions 4 to 8 seek the required Shareholder approval for the issue under and for the purposes of ASX Listing Rule 10.11.

5.5 Information required by ASX Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolutions 4 to 8:

Which category in ASX Listing Rules 10.11.1 - 10.11.5 the person falls within and why.	10.11.1, each of the Related Parties are Directors of the Company.										
The number and class of securities to be issued to the person.	<table> <tr> <td>Resolution 4: C Cairns</td><td>1,000,000 Unlisted Options</td></tr> <tr> <td>Resolution 5: J Murphy</td><td>800,000 Unlisted Options</td></tr> <tr> <td>Resolution 6: A Sparks</td><td>500,000 Unlisted Options</td></tr> <tr> <td>Resolution 7: P Ironside</td><td>200,000 Unlisted Options</td></tr> <tr> <td>Resolution 8: R Dennis</td><td>200,000 Unlisted Options</td></tr> </table>	Resolution 4: C Cairns	1,000,000 Unlisted Options	Resolution 5: J Murphy	800,000 Unlisted Options	Resolution 6: A Sparks	500,000 Unlisted Options	Resolution 7: P Ironside	200,000 Unlisted Options	Resolution 8: R Dennis	200,000 Unlisted Options
Resolution 4: C Cairns	1,000,000 Unlisted Options										
Resolution 5: J Murphy	800,000 Unlisted Options										
Resolution 6: A Sparks	500,000 Unlisted Options										
Resolution 7: P Ironside	200,000 Unlisted Options										
Resolution 8: R Dennis	200,000 Unlisted Options										
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities.	A summary of the material terms of the Related Party Options is set out in Schedule 1 to this Notice of Meeting.										
The date or dates on or by which the entity will issue the securities, which must not be more than 1 month after the date of the meeting.	No later than 1 month after the date of the Meeting (or such other date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of the Related Party Options will occur on the same date.										
The price or other consideration the entity will receive for the issue.	<p>Issue Price: Nil</p> <p>Exercise Price for Related Party Options: To be determined at the date of issue of the Options and be a 50% premium to the volume weighted average Share price (VWAP) over the five trading days preceding the date of issue of the Options (and including the day of issue).</p> <p>The Company will not receive any other consideration in respect of the issue of the Related Party Options (other than in respect of funds received on exercise of the Related Party Options).</p>										

The purpose of the issue, including the intended use of any funds raised by the issue.	<p>The purpose for the issue of the Related Party Options is to provide an incentive component in the remuneration package for the Related Parties to align the interests of the Related Parties with those of Shareholders, to motivate and reward the performance of the recipients of the Related Party Options under Resolutions 4 to 8 in their roles as Directors and to provide a cost effective way from the Company to remunerate the Related Parties, which will allow the Company to spend a greater proportion of its cash reserves on exploration than it would if alternative cash forms of remuneration were given to the Related Parties.</p> <p>The Company will not receive any other consideration in respect of the issue of the Related Party Options (other than in respect of funds received on exercise of the Related Party Options).</p>																								
If the person is: (a) a director and therefore a Related Party under rule 10.11.1; or (b) an associate of, or person connected with, a director under rules 10.11.4 or 10.14.5, and the issue is intended to remunerate or incentivise the director, details (including the amount) of the director's current total remuneration package.	<table><tr><th>Resolution</th><th>Director Name</th><th>Annual remuneration including superannuation</th><th></th></tr><tr><td>4</td><td>C Cairns</td><td>\$369,932 <u>\$ 16,400</u> \$386,332</td><td>Cash (includes super) 1,000,000 Unlisted Options¹</td></tr><tr><td>5</td><td>J Murphy</td><td>\$298,932 <u>\$ 13,120</u> \$312,052</td><td>Cash (includes super & insur) 800,000 Unlisted Options¹</td></tr><tr><td>6</td><td>A Sparks</td><td>\$111,000 <u>\$ 8,200</u> \$119,200</td><td>Cash (includes super) 500,000 Unlisted Options¹</td></tr><tr><td>7</td><td>P Ironside</td><td>\$ 55,500 <u>\$ 3,280</u> \$ 58,780</td><td>Cash (includes super) 200,000 Unlisted Options¹</td></tr><tr><td>8</td><td>R Dennis</td><td>\$ 55,500 <u>\$ 3,280</u> \$ 58,780</td><td>Cash (includes super) 200,000 Unlisted Options¹</td></tr></table> <p>1. <input type="checkbox"/> Being the value of the Related Party Options the subject of these Resolutions: Exercise Price to be 150% of the Company Share price calculated based on the five (5) day volume weighted average trading price preceding the date of issue (and including the day of issue). Expiry 30 November 2027. The value of the Related Party Options and the pricing methodology is set out in Schedule 2.</p>	Resolution	Director Name	Annual remuneration including superannuation		4	C Cairns	\$369,932 <u>\$ 16,400</u> \$386,332	Cash (includes super) 1,000,000 Unlisted Options ¹	5	J Murphy	\$298,932 <u>\$ 13,120</u> \$312,052	Cash (includes super & insur) 800,000 Unlisted Options ¹	6	A Sparks	\$111,000 <u>\$ 8,200</u> \$119,200	Cash (includes super) 500,000 Unlisted Options ¹	7	P Ironside	\$ 55,500 <u>\$ 3,280</u> \$ 58,780	Cash (includes super) 200,000 Unlisted Options ¹	8	R Dennis	\$ 55,500 <u>\$ 3,280</u> \$ 58,780	Cash (includes super) 200,000 Unlisted Options ¹
Resolution	Director Name	Annual remuneration including superannuation																							
4	C Cairns	\$369,932 <u>\$ 16,400</u> \$386,332	Cash (includes super) 1,000,000 Unlisted Options ¹																						
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6	A Sparks	\$111,000 <u>\$ 8,200</u> \$119,200	Cash (includes super) 500,000 Unlisted Options ¹																						
7	P Ironside	\$ 55,500 <u>\$ 3,280</u> \$ 58,780	Cash (includes super) 200,000 Unlisted Options ¹																						
8	R Dennis	\$ 55,500 <u>\$ 3,280</u> \$ 58,780	Cash (includes super) 200,000 Unlisted Options ¹																						
If the securities are issued under an agreement, a summary of any other material terms of the agreement.	The Related Party Options are not being issued under an agreement.																								
Voting exclusion statement	Voting exclusion statements are included in Resolutions 4 to 8 of this Notice.																								

5.6 Technical information required by ASX Listing Rule 14.1A

If Resolutions 4 to 8 are passed, the Company will be able to proceed with the issue of the Related Party Options to the Related Parties within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules). As approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Related Party Options (because approval is

being obtained under ASX Listing Rule 10.11), the issue of the Related Party Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 4 to 8 are not passed, the Company will not be able to proceed with the issue of the Related Party Options to the Related Parties and the Company may be required to re-negotiate the remuneration arrangements with the Related Parties, which may require additional cash payments and affect the Company's available cash position.

5.7 Technical information required by section 219 of the Corporations Act

Identity of the Related Party: s219(1)(a)	Mr Christopher Cairns, Ms Jennifer Murphy, Mr Peter Ironside, Ms Amanda Sparks and Mr Robert Dennis (or their nominees).										
Nature of the financial benefit: s219(1)(b)	<p>The maximum number of Related Party Options (being the nature of the financial benefit being provided) to be granted to the Related Parties is:</p> <table> <tr> <td>Resolution 4: C Cairns</td><td>1,000,000 Unlisted Options</td></tr> <tr> <td>Resolution 5: J Murphy</td><td>800,000 Unlisted Options</td></tr> <tr> <td>Resolution 6: A Sparks</td><td>500,000 Unlisted Options</td></tr> <tr> <td>Resolution 7: P Ironside</td><td>200,000 Unlisted Options</td></tr> <tr> <td>Resolution 8: R Dennis</td><td>200,000 Unlisted Options</td></tr> </table>	Resolution 4: C Cairns	1,000,000 Unlisted Options	Resolution 5: J Murphy	800,000 Unlisted Options	Resolution 6: A Sparks	500,000 Unlisted Options	Resolution 7: P Ironside	200,000 Unlisted Options	Resolution 8: R Dennis	200,000 Unlisted Options
Resolution 4: C Cairns	1,000,000 Unlisted Options										
Resolution 5: J Murphy	800,000 Unlisted Options										
Resolution 6: A Sparks	500,000 Unlisted Options										
Resolution 7: P Ironside	200,000 Unlisted Options										
Resolution 8: R Dennis	200,000 Unlisted Options										
Directors' recommendations: s219(1)(c) and Directors' interest in the outcome: s219(1)(d)	Each Director has a material personal interest in the outcome of Resolutions 4 to 8 on the basis that all of the Directors (or their nominees) are to be issued Related Party Options should Resolutions 4 to 8 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 4 to 8 of this Notice.										
Valuation of the financial benefit	The value of the Related Party Options and the pricing methodology is set out in Schedule 2.										
Dilution	<p>The Related Party Options are unquoted; therefore, the issue of the Related Party Options has no immediate dilutionary impact on Shareholders.</p> <p>If the Related Party Options granted to the Related Parties are exercised, a total of 2,700,000 Shares would be issued. This will increase the number of Shares on issue from 481,540,424 to 484,240,424 (assuming that no other Options or Rights are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.56%, comprising approximately 0.21% by Mr Cairns, 0.30% by Ms Murphy, 0.19% by Ms Sparks, 0.07% by Mr Ironside and 0.07% by Mr Dennis.</p>										
Other information	<p>The number of Related Party Options to be issued to each of the Related Parties has been determined based upon a consideration of:</p> <ul style="list-style-type: none"> - <input type="checkbox"/> current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company; - <input type="checkbox"/> the remuneration of the Related Parties; and - <input type="checkbox"/> incentives to attract and ensure continuity of service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. <p>The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Options upon the terms proposed.</p>										

	<p>The Related Party Options will have an exercise price at a significant premium to the current Share price to minimise taxation upfront for the Related Parties which is also beneficial to the Company as it means the Related Parties are not required to immediately sell the Related Party Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company. There are no significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Options on the terms proposed.</p> <p>The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 4 to 8.</p>
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5.8 Other Information

- (a) ☐ the relevant interests of the Related Parties in securities of the Company are set out below:

As at the date of this Notice

Related Party	Number of Shares	Number of Options
Mr Christopher Cairns	10,037,729	<ul style="list-style-type: none"> 1,000,000 unlisted options expiring 30/11/24 at \$0.71 1,500,000 unlisted options expiring 30/11/25 at \$0.22 1,000,000 unlisted options expiring 30/11/26 at \$0.14 675,675 Listed options expiring 31/12/25 at \$0.07
Ms Jennifer Murphy	6,984,165	<ul style="list-style-type: none"> 850,000 unlisted options expiring 30/11/24 at \$0.71 1,250,000 unlisted options expiring 30/11/25 at \$0.22 800,000 unlisted options expiring 30/11/26 at \$0.14 675,675 Listed options expiring 31/12/25 at \$0.07
Ms Amanda Sparks	3,392,529	<ul style="list-style-type: none"> 575,000 unlisted options expiring 30/11/24 at \$0.71 1,000,000 unlisted options expiring 30/11/25 at \$0.22 500,000 unlisted options expiring 30/11/26 at \$0.14 675,675 Listed options expiring 31/12/25 at \$0.07
Mr Peter Ironside	38,048,944	<ul style="list-style-type: none"> 575,000 unlisted options expiring 30/11/24 at \$0.71 700,000 unlisted options expiring 30/11/25 at \$0.22 200,000 unlisted options expiring 30/11/26 at \$0.14 2,702,703 Listed options expiring 31/12/25 at \$0.07
Mr Robert Dennis	644,444	<ul style="list-style-type: none"> 300,000 unlisted options expiring 30/11/24 at \$0.71 700,000 unlisted options expiring 30/11/25 at \$0.22 200,000 unlisted options expiring 30/11/26 at \$0.14

Post issue of the Related Party Options to the Related Parties

Related Party	Number of Shares	Number of Options
Mr Christopher Cairns	10,037,729	<ul style="list-style-type: none"> 1,000,000 unlisted options expiring 30/11/24 at \$0.71 1,500,000 unlisted options expiring 30/11/25 at \$0.22 1,000,000 unlisted options expiring 30/11/26 at \$0.14 675,675 Listed options expiring 31/12/25 at \$0.07 1,000,000 unlisted options exercisable at a 50% premium to the VWAP over the five trading days prior to the issue of the Related Party Options, expiry 30/11/2027
Ms Jennifer Murphy	6,984,165	<ul style="list-style-type: none"> 850,000 unlisted options expiring 30/11/24 at \$0.71 1,250,000 unlisted options expiring 30/11/25 at \$0.22 800,000 unlisted options expiring 30/11/26 at \$0.14 675,675 Listed options expiring 31/12/25 at \$0.07 800,000 unlisted options exercisable at a 50% premium to the VWAP over the five trading days prior to the issue of the Related Party Options, expiry 30/11/2027

Ms Amanda Sparks	3,392,529	<ul style="list-style-type: none"> 575,000 unlisted options expiring 30/11/24 at \$0.71 1,000,000 unlisted options expiring 30/11/25 at \$0.22 500,000 unlisted options expiring 30/11/26 at \$0.14 675,675 Listed options expiring 31/12/25 at \$0.07 500,000 unlisted options exercisable at a 50% premium to the VWAP over the five trading days prior to the issue of the Related Party Options, expiry 30/11/2027
Mr Peter Ironside	38,048,944	<ul style="list-style-type: none"> 575,000 unlisted options expiring 30/11/24 at \$0.71 700,000 unlisted options expiring 30/11/25 at \$0.22 200,000 unlisted options expiring 30/11/26 at \$0.14 2,702,703 Listed options expiring 31/12/25 at \$0.07 200,000 unlisted options exercisable at a 50% premium to the VWAP over the five trading days prior to the issue of the Related Party Options, expiry 30/11/2027
Mr Robert Dennis	644,444	<ul style="list-style-type: none"> 300,000 unlisted options expiring 30/11/24 at \$0.71 700,000 unlisted options expiring 30/11/25 at \$0.22 200,000 unlisted options expiring 30/11/26 at \$0.14 200,000 unlisted options exercisable at a 50% premium to the VWAP over the five trading days prior to the issue of the Related Party Options, expiry 30/11/2027

- (b) ☐ the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	0.077	6/10/2023
Lowest	0.019	8/08/2024
Last	0.032	19/09/2024

- (c) ☐ ASX 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, subject to specific exemptions.

ASX Listing Rule 7.2, exception 14, provides that ASX Listing Rule 7.1 does not apply to an issue of securities under ASX Listing Rule 10.11.

Pursuant to ASX Listing Rule 7.2, exception 14, the effect of passing Resolutions 4 to 8 will be to allow the Company to issue Related Party Options to the Related Parties without using up any of the Company's 15% placement capacity under ASX Listing Rule 7.1.

- (d) ☐ The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.
- (e) ☐ Voting exclusion statements and voting prohibition statements are included in Resolutions 4 to 8 of this Notice.

6. RESOLUTION 9 – APPROVAL OF 7.1A MANDATE

6.1 General

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under ASX Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

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

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$13.96 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 16 September 2024).

Resolution 9 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 9 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 9 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under ASX Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

Resolution 9 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 9 for it to be passed.

6.2 Technical Information required by ASX listing Rule 7.1A.

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

(a) ☐ Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expiring on the first to occur of the following:

- (i) ☐ the date that is 12 months after the date of this Meeting;
- (ii) ☐ the time and date of the Company's next annual general meeting; and
- (iii) ☐ the time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of the main undertaking).

(b) ☐ Minimum Issue Price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded before:

- (i) ☐ the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) ☐ if the Equity Securities are not issued within 10 trading days of the date in Section 6.2(b)(i), the date on which the Equity Securities are issued.

(c) ☐ Use of funds raised under the 7.1A Mandate

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate towards funding expenditure associated with the exploration and development of the Company's gold and copper assets within Australia, cash acquisitions of new assets or investments and/or general working capital.

(d) ☐ Risk of economic and voting dilution

Any issue of Equity Securities under the 7.1A Mandate will have a dilutive effect on the interests of existing Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at 16 September 2024.

The table below also shows:

- (i) ☐ the hypothetical voting dilution impact where the number of Shares on issue (variable 'A' in the formula) changes. Specifically, the table shows three examples where variable 'A' has increased by 25%, 50% and 100%. These examples of a 25%, 50% and 100% increase in variable 'A' are provided as required under Listing Rule 7.3A.2. We note however that, even in the event Resolution 9 is passed, it is not possible for the Company to issue additional Shares in excess of 25% of its current issued capital without Shareholder approval, unless the Share issue is as a result of an issue that falls within an exemption within Listing Rule 7.2 (such as a pro rata entitlements issue or a share purchase plan); and
- (ii) ☐ the hypothetical economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Issued Share Capital (Number of Shares on issue – variable 'A' in ASX Listing Rule 7.1A2)	50% decrease in current Market Price \$0.015		Current Market Price (as at 16 September 2024) \$0.03		100% increase in current Market Price \$0.06	
	10% Voting Dilution	Capital Raised \$	10% Voting Dilution	Capital Raised \$	10% Voting Dilution	Capital Raised \$
Current variable 'A' 481,540,424	48,154,042	722,311	48,154,042	1,444,621	48,154,042	2,889,243
25% Increase in Share Capital 601,925,530	60,192,553	902,888	60,192,553	1,805,777	60,192,553	3,611,553
50% Increase in Share Capital 722,310,636	72,231,064	1,083,466	72,231,064	2,166,932	72,231,064	4,333,864
100% Increase in share capital 963,080,848	96,308,085	1,444,621	96,308,085	2,889,243	96,308,085	5,778,485

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

Assumptions and explanations

- ☐ There are currently 481,540,424 Shares on issue as at the date of this Notice of Meeting, and the Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued either under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.

- ☐ The issue price set out above is the closing price of the Shares on the ASX on 16 September 2024.
- ☐ The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options or Performance Rights are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- ☐ The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- ☐ The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- ☐ The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- ☐ This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed.
- ☐ The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a specific risk that:

- (i) ☐ the market price for the Company's Shares may be significantly lower on the date of the issue than it is on the date of the Meeting; and
- (ii) ☐ the Shares may be issued at a price that is at a discount to the market price for those Shares on the issue date.

(e) ☐ Allocation under the 7.1A Mandate

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) ☐ the purpose of the issue;
- (ii) ☐ alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) ☐ the effect of the issue of the Equity Securities on the control of the Company;
- (iv) ☐ the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) ☐ prevailing market conditions; and
- (vi) ☐ advice from corporate, financial and broking advisers (if applicable).

(f) ☐ Previous approval under ASX Listing Rule 7.1A.

The Company has previously obtained Shareholder approval under ASX Listing Rule 7.1A at its annual general meeting held on 16 November 2023 (**Previous Approval**).

During the 12 month period preceding the date of this Meeting, the Company issued a total of 38,194,009 Shares under rule 7.1A which represents approximately 9.1% of the total diluted number of Equity Securities on issue 12 months ago, which was 421,057,859 (377,462,816 Shares, 38,692,766 Options and 4,902,277 Performance Rights).

Details of the issues of Equity Securities by the Company under Listing Rule 7.1A during the 12 month period preceding the date of this annual general meeting are set out in the table below:

Date of Issue	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price on the trading day prior to the issue	Consideration
18/06/24	38,194,009	Ordinary Shares (issued under Listing Rule 7.1A)	Issued to sophisticated and institutional investors pursuant to a placement	\$0.037 Market Price day before issue was \$0.034. Discount of Nil%.	Cash \$1,413,178 plus one (1) free Placement Option for every two (2) Placement Shares exercisable at \$0.07 with an expiry of 31 December 2025. Funds have been applied to exploration at Stavely's Copper-Gold Project in Western Victoria, the Hawkstone Nickel-Copper-Cobalt Project in the East Kimberley region of Western Australia, commercial viability studies and working capital.
TOTAL EQUITY ISSUED UNDER 7.1A	38,194,009				

(g) ☐ **Compliance with ASX Listing Rules 7.1A.4**

When the Company issues Equity Securities pursuant to the 7.1A Mandate, it must give to ASX a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4.

6.3 Voting exclusion statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

7. RESOLUTION 10 – APPOINTMENT OF AUDITOR

7.1 General

Resolution 10 seeks Shareholder approval, to appoint BDO Audit Pty Ltd (**BDO**) as the Company's Auditor. BDO was appointed the Company's Auditor with effect on 20 May 2024, following the resignation of the firm of BDO Audit (WA) Pty Ltd as the Company's Auditor and receipt of ASIC's consent to that resignation in accordance with Section 329(5) of the Corporations Act.

In accordance with the Corporations Act:

- a) ☐ BDO holds office as Auditor until this Annual General Meeting of the Company.
- b) ☐ BDO has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.
- c) ☐ The Company has sought and obtained a nomination from a Shareholder for BDO to be appointed as the Company's Auditor. A copy of this nomination is attached to this Explanatory Statement as Schedule 3.
- d) ☐ The Company now seeks Shareholder approval for the ongoing appointment of BDO as auditor of the Company and its controlled entities.

If Resolution 10 is passed, the appointment of BDO as the Company's Auditor will take effect at the

close of this Meeting.

If Resolution 10 is not passed, the position of the Company's Auditor will fall vacant and the Board will look to appoint an Auditor on an interim basis (in accordance with the Corporations Act).

8. ENQUIRIES

Shareholders are invited to contact Director and Company Secretary, Ms Amanda Sparks, on (08) 9287 7630 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in section 6 of the Explanatory Statement which accompanies the Notice.

Annual General Meeting or Meeting means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) ☐ a spouse or child of the member;
- (b) ☐ a child of the member's spouse;
- (c) ☐ a dependent of the member or the member's spouse;
- (d) ☐ anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) ☐ a company the member controls; or
- (f) ☐ a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means Stavelly Minerals Limited (ABN 33 119 826 907).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting is not included in the S&P/ASX 300 Index; and has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice or Notice of Meeting means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option which enables the holder to subscribe for one Share.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' Report of the Company's annual financial report for the period ended 30 June 2024.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Securities includes Shares, Options and Performance Rights.

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

Shareholder means a holder of a Share.

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

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

Schedule 1 –Terms and Conditions of Related Party Options

(a) ☐ **Entitlement**

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

(b) ☐ **Exercise Price**

(i) ☐ Subject to paragraphs (b)(ii) and (k), the amount payable upon exercise of each Option will be set at 150% of the Company Share Price based on the volume weighted average Share price (VWAP) over the five trading days prior to the issue of the Options (**Exercise Price**);

(ii) ☐ A cashless exercise facility will be offered for all Related Party Options. The Cashless Exercise Facility entitles an Optionholder to set-off the Exercise Price in (b)(i) above against the number of Shares which the Optionholder is entitled to receive upon exercise of the Optionholder's Options. By using the Cashless Exercise Facility, the Optionholder will receive Shares to the value of the surplus after the Exercise Price has been set-off. If an Optionholder elects to use the Cashless Exercise Facility, the Optionholder will only be issued that number of Shares (rounded down to the nearest whole number) as are equal in value to the difference between the Exercise Price otherwise payable for the Options and the then market value of the Shares at the time of exercise (determined as the daily market VWAP of Shares traded multiplied by the number of Shares traded for that day, and that value is divided by the total number of shares over the 5 trading days prior to exercise).

(c) ☐ **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 November 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) ☐ **Vesting Conditions**

Vesting Conditions – C Cairns Options:

Number of Options	Vesting Condition
1,000,000	That the Director continues to hold the position of Managing Director as at 30 June 2025.

Vesting Conditions – J Murphy Options:

Number of Options	Vesting Condition
800,000	That the Director continues to hold the position of Technical Director as at 30 June 2025.

There are no vesting conditions for the Options to be issued to P Ironside, A Sparks or R Dennis.

(e) ☐ **Exercise Period**

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

(f) ☐ **Notice of Exercise**

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

(g) ☐ **Exercise Date**

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

(h) ☐ **Timing of issue of Shares on exercise**

Within 10 Business Days after the Exercise Date, the Company will:

- (i) ☐ allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) ☐ if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) ☐ if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

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

(i) ☐ **Shares issued on exercise**

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

(j) ☐ **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(k) ☐ **Reconstruction of capital**

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

(l) ☐ **Participation in new issues**

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

(m) ☐ **Change in exercise price**

An Option does not confer the right to a change in Exercise Price (other than in accordance with (b)(ii) above) or a change in the number of underlying securities over which the Option can be exercised.

(n) ☐ **Unquoted**

The Company will not apply for quotation of the Options on ASX.

(o) ☐ **Change of control events:** Unvested Options shall become exercisable if:

- (i) ☐ **(Takeover)** a takeover bid for the Company's issued Shares is declared unconditional;
- (ii) ☐ **(Compromise or Arrangement):** a court approves under Section 411(4)(b) of the Corporations Act a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (iii) ☐ **(Sale of Main Business):** the Company enters into an agreement to sell its main business undertaking or principal assets and that agreement becomes unconditional.

(p) ☐ **Transferability**

The Options are only transferable with Board approval.

Schedule 2 - Valuation of Related Party Options

The Related Party Options to be issued to the Related Parties pursuant to Resolutions 4 to 8 have been valued internally by management.

Using the Black-Scholes option pricing model and based on the assumptions set out below, the Related Party Options were ascribed the following value:

Assumptions:	Remuneration Options (Resolutions 4 and 5)	Remuneration Options (Resolutions 6 to 8)
Valuation Date	16 September 2024	16 September 2024
Spot Price of Shares *	3 cents	3 cents
Exercise Price *	4.5 cents *	4.5 cents *
Vesting Date	30 June 2025	Immediately
Expiry Date	30 November 2027	30 November 2027
Risk Free Rate	3.45%	3.45%
Expected Future Volatility	99.74%	99.74%
Indicative value per Related Party Option	1.64 cents	1.64 cents
Total Value of Related Party Options	\$29,520	\$14,760
- Mr Cairns	\$16,400	-
- Ms Murphy	\$13,120	-
- Ms Sparks	-	\$8,200
- Mr Ironside	-	\$3,280
- Mr Dennis	-	\$3,280

* Note: The valuations noted above will be adjusted for the actual variables, including market price. The exercise price will be adjusted using the 50% premium x 5 Day VWAP at the time of grant.

Schedule 3 – Nomination of Auditor

10 June 2024

Stavely Minerals Limited
First Floor
168 Stirling Highway
Nedlands WA 6009

Dear Sirs

NOMINATION OF BDO AUDIT PTY LTD AS AUDITOR OF STAVELY MINERALS LIMITED

I, Michelle Maria Skinner, being a shareholder of Stavely Minerals Limited (Company), hereby nominate BDO Audit Pty Ltd for appointment as auditor of the Company.

Yours sincerely



MICHELLE MARIA SKINNER

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (AWST) on Tuesday, 19 November 2024.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 184167

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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



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

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

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Stavelly Minerals Limited hereby appoint

☐ the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Stavelly Minerals Limited to be held at First Floor, 168 Stirling Highway, Nedlands, WA 6009 on Thursday, 21 November 2024 at 12:00pm (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4, 5, 6, 7 and 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4, 5, 6, 7 and 8 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain			For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Issue of Director Options – Mr Robert Dennis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Ms Jennifer Murphy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Approval of 7.1A Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Peter Ironside as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Director Options – Mr Christopher Cairns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 5	Issue of Director Options – Ms Jennifer Murphy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 6	Issue of Director Options – Ms Amanda Sparks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 7	Issue of Director Options – Mr Peter Ironside	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

SVY

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Computershare

