

Magmatic Resources Limited

ACN 615 598 322

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting: Wednesday, 27 November 2024

Time of Meeting: 9.30am AWST

Place of Meeting: Level 2, 22 Mount Street, Perth WA 6000

This is an important document. Please read it carefully.

If you are unable to attend the Meeting, please complete your proxy form and return it in accordance with the instructions set out on that form.

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

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.

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 4pm AWST on Monday 25th November 2024.

Notice of Annual General Meeting

Notice is given that an Annual General Meeting of shareholders of Magmatic Resources Limited ACN 615 598 322 (Company) will be held at Level 2, 22 Mount Street, Perth WA 6000 on Wednesday, 27 November 2024 at 9:30am AWST.

Agenda

Ordinary business

Financial Statements and Reports

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

1. Resolution 1: Adoption of Remuneration Report

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

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

Note: the vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

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

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:

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

Voting Intentions of Chair:

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolution the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying Explanatory Memorandum.

2. Resolution 2: Appointment of Auditor

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

"That, pursuant to section 327B1(b) of the Corporations Act for all other purposes, BDO Audit Pty Ltd, having been nominated by a shareholder and having given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Annual General Meeting until it resigns or is removed from the office of auditor of the Company."

3. Resolution 3: Re-election of Director – Mr David Richardson

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

"That, for the purpose of clause 39.6 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr David Richardson retires, and being eligible, be re-elected as a Director."

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4. Resolution 4: Election of Director – Mr Malcolm Norris

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

“That, for the purpose of clause 37.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Malcolm Norris retires, and being eligible, be re-elected as a Director.”

5. Resolution 5: Election of Director – Ms Christine Nicolau

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

“That, for the purpose of clause 37.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Ms Christine Nicolau retires, and being eligible, be re-elected as a Director.”

6. Resolution 6: Ratification of prior issue of shares under the Placement (Listing Rule 7.1)

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

“That, the issue of 35,411,765 shares under the Placement on the terms and conditions and in the manner set out in the Explanatory Memorandum is approved under and for the purposes of the ASX Listing Rule 7.4 and for all other purposes.”

Voting Exclusion Statement:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of those persons.

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

- a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or the attorney to vote on the Resolution in that way; or
- b) the chair of the meeting 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.

7. Resolution 7: Issue of Options to a Related Party – Dr Adam McKinnon

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,400,000 Options to Dr Adam McKinnon (or his nominee), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Adam McKinnon (or his nominee) 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. 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 this 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 this Resolution, in accordance with a direction given to the Chair to vote on this 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:

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- (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 this Resolution; and
- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

A person appointed as a proxy must not vote on the basis of that appointment on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel, or a closely related party of such a member; or
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the person Chairing the meeting; and
- (b) the appointment expressly authorises the person chairing the meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the company.

8. Resolution 8: Issue of Options to a Related Party – Mr David Richardson

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,400,000 Options to Mr David Richardson (or his nominee), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr David Richardson (or his nominee) 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. 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 this 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 this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

A person appointed as a proxy must not vote on the basis of that appointment on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel, or a closely related party of such a member; or
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the person Chairing the meeting; and
- (b) the appointment expressly authorises the person chairing the meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the company.

9. Resolution 9: Issue of Options to a Related Party – Mr David Berrie

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,200,000 Options to Mr David Berrie (or his nominee), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr David Berrie (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the

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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. 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 this 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 this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

A person appointed as a proxy must not vote on the basis of that appointment on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel, or a closely related party of such a member; or
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the person Chairing the meeting; and
- (b) the appointment expressly authorises the person chairing the meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the company.

10. Resolution 10: Issue of Options to a Related Party – Mr Malcolm Norris

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,200,000 Options to Mr Malcolm Norris (or his nominee), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Malcolm Norris (or his nominee) 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. 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 this 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 this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

A person appointed as a proxy must not vote on the basis of that appointment on this Resolution if:

- (c) the proxy is either a member of the Key Management Personnel, or a closely related party of such a member; or
- (d) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the person Chairing the meeting; and
- (d) the appointment expressly authorises the person chairing the meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the company.

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Special Resolutions

11. Resolution 11: Approval of 10% Placement Capacity

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

12. General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the board



Ms Andrea Betti
Company Secretary
8 October 2024

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Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth). The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, scanned and emailed or sent by facsimile transmission to the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

BY MAIL Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia	ONLINE Lodge your vote online at www.investorvote.com.au using your secure access information as provided in your proxy
BY FAX 1800 783 447 within Australia or +61 3 9473 2555 outside Australia	ALL ENQUIRIES TO 1300 850 505 (within Australia) +61 3 9415 4000 (outside Australia)

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 9:30am AWST on 25 November 2024.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

You must sign the proxy form as follows in the spaces provided:

Individual:	Where the holding is in one name, the holder must sign.
Joint Holding:	Where the holding is in more than one name, either holder may sign.
Power of Attorney:	To sign under Power of Attorney, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies:	<p>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 sign alone.</p> <p>Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.</p> <p>Please indicate the office held by signing in the appropriate place.</p>

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to shareholders Magmatic Resources Limited ACN 615 598 322 (**MAG** or **Company**) to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at Level 2, 22 Mount Street, Perth WA 6000 on Wednesday, 27 November 2024 commencing at 9:30am AWST.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend that Shareholders vote in favour of all Resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Terms used in this Explanatory Memorandum are defined in Section 10.

2. Financial Statements and Reports

In accordance with the Constitution, 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.

There is no requirement for shareholders to approve these reports. However, time will be allowed during the annual general meeting for consideration by shareholders of the financial statements and the associated directors' and auditors' reports.

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.magmaticresources.com

The Company's Annual Report is placed before the Shareholders for discussion.

No voting is required for this item.

3. Resolution 1: Adoption of Remuneration Report

3.1 General

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

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

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

3.2 Voting Consequences

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

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

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

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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.

3.3 Previous Voting Results

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

4. Resolution 2: Appointment of Auditor

4.1 General

On 14 June 2024, pursuant to section 327C(1) of the Corporations Act 2001, BDO Audit Pty Ltd (BDO) was appointed as auditor of the Company to fill vacancy following ASIC's consent to resignation of BDO Audit (WA) Pty Ltd (BDO WA) in accordance with section 329(5) of the Corporations Act 2001.

Under section 327C(2) of the Corporations Act 2001, an auditor who has been appointed under section 327C(1) of the Act only holds office until the Company's next Annual General Meeting. The Company is then required to obtain shareholder approval to appoint an auditor at the next Annual General Meeting in accordance with section 327B(1) of the Corporations Act 2001.

Pursuant to section 328B of the Act, the Company has received a valid notice nominating BDO to be appointed as the new auditor of the Company. A copy of this notice of nomination is set out in Schedule 1 of this Notice of Meeting.

BDO has provided to the Company its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act 2001.

Accordingly, shareholder approval is being sought to appoint BDO as the Auditor of the Company.

4.2 Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution 2.

5. Resolution 3: Re-election of Director – Mr David Richardson

5.1 General

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

Rule 39.6 of the Company Constitution (which mirrors ASX Listing Rule 14.4) requires that a director shall not continue in office for a period in excess of three consecutive years or until the third annual general meeting following the director's appointment, whichever is the longer, without submitting to re-election.

Mr Richardson was last elected at the 2022 annual general meeting. Mr Richardson retires by rotation, and offers himself for re-election.

5.2 Qualifications and Other Material Directorships

Mr David Richardson has extensive international corporate experience including 15 years in Japan in Asia Pacific regional director positions with organisations such as Pacific Dunlop Ltd and Amcor Ltd, with his expertise including venture capital and finance.

Mr Richardson founded Magmatic Resources in 2014, listing the Company on the ASX in 2017 and is Executive Chairman of the Company. Mr Richardson holds a Masters of Business Administration from the University of Southern California (USC), Los Angeles.

Mr Richardson is not considered to be independent due to his executive role as Executive Chairman of the Company and his interest in the securities of the Company.

Board Recommendation

The Board supports the election of Mr Richardson as a Director of the Company and recommends (with Mr Richardson abstaining) that Shareholders vote in favour of Resolution 3.

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6. Resolution 4: Election of Director – Mr Malcolm Norris

6.1 General

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

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders, but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Norris was appointed as a non-executive director on 16 October 2024, and accordingly must seek election at this annual general meeting.

6.2 Qualifications and Other Material Directorships

Mr Malcolm Norris is a geologist and a senior mining industry professional with extensive experience in business management, mineral exploration (focusing on porphyry discovery), development of new business opportunities and asset transactions. His roles have covered a wide range of commodities, geographic locations and management of global portfolios of projects in both large and small organisations.

Mr Norris holds an MSc in Geology and a Masters in Applied Finance. He has more than 40 years of industry experience and in the last 20 years has focused primarily on corporate roles. Previous experience has included 23 years with WMC Resources, followed by roles with ASX listed Intrepid Mines and London listed SolGold.

Mr Norris is the current Non-Executive Chair of Sunstone Metals Ltd, having transitioned from the Managing Director/CEO role earlier this year.

Mr Norris is considered to be an independent director.

Board Recommendation

The Board supports the election of Mr Norris as a Director of the Company and recommends (with Mr Norris abstaining) that Shareholders vote in favour of Resolution 4.

7. Resolution 5: Election of Director – Ms Christine Nicolau

7.1 General

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

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders, but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Ms Nicolau was appointed as a non-executive director on 16 October 2024, and accordingly must seek election at this annual general meeting.

7.2 Qualifications and Other Material Directorships

Ms Christine Nicolau is the General Manager Critical Minerals at Fortescue and is responsible for critical minerals growth across the South America region, including regional integration with Fortescue's Energy business. In her previous role of Metals General Manager LATAM she was responsible for Fortescue's minerals business in Latin America including exploration, project development and other business growth activities.

Ms Nicolau has been with Fortescue since 2010 and during this time has held a range of management positions across Australia and South America including Manager Corporate Development from September 2015 to 2018.

Ms Nicolau has been a Director of TSX-listed Alta Copper Corp since 2021.

Ms Nicolau is the nominee director of FMG Resources Pty Ltd, a significant shareholder of the Company.

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Board Recommendation

The Board supports the election of Ms Nicolau as a Director of the Company and recommends (with Mr Malcolm abstaining) that Shareholders vote in favour of Resolution 5.

8. Resolution 6: Ratification of prior issue of shares under the Placement (Listing Rule 7.1)

8.1 General

On the 27 May 2024, the Company issued a total of 35,411,765 Shares under a placement to existing and new domestic and offshore institutional and sophisticated investors (Placement). The Company issued the 35,411,765 Shares without prior Shareholder approval and out of its 15% annual placement capacity under Listing Rule 7.1 on 27 May 2024.

Resolutions 6 seeks Shareholder approval and ratification pursuant to ASX Listing Rule 7.4 for the prior issue of the 35,411,765 Shares pursuant to the Placement.

8.2 ASX Listing Rule 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 securities it had on issue at the start of that period. Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company sought and obtained such approval at its previous annual general meetings on 25 November 2022 and 28 November 2023.

The Placement does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, effectively uses up the Company's 15% limit in Listing Rule 7.1, reducing Magmatic's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Placement Share Issue Date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule. The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 6 seeks Shareholder approval for the Placement under and for the purposes of Listing Rule 7.4.

If Resolution 6 is passed, the issue of 35,411,765 Shares pursuant to the Placement will be excluded in calculating Magmatic's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the Placement Share Issue Date.

If Resolution 6 is not passed, the issue of 35,411,765 Shares pursuant to the Placement will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the Placement Share Issue Date.

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8.3 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 6:

(a) ***The number and class of securities the entity issued***

A total of 35,411,765 Shares were issued using the Company's 15% limit under Listing Rule 7.1. The Shares issued were all fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares.

(b) ***The price or other consideration the entity has received for the issue***

The Shares were issued at an issue price of \$0.085 per Share. The Company has not and will not receive any other consideration for the issue of the Shares.

(c) ***The date or dates on which the securities were or will be issued***

The Shares were issued on 27 May 2024.

(d) ***The names of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected***

The Shares were issued to various existing and new domestic and offshore institutional and sophisticated investors who are clients of the Lead Manager, Canaccord Genuity (Australia) Limited.

The recipients were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising process from non-related parties of the Company.

In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms none of the recipients were related parties or key management personnel, of the Company or advisors of the Company or an associate of any of these parties.

The Company confirms its substantial shareholder Fortescue Resources Pty Ltd participated in the Placement and are considered material investors. They were issued more than 1% of the issued capital of the Company to maintain their existing shareholding.

(e) ***The purpose of the issue, including the use or intended use of any funds raised by the issue***

The purpose of the issue was to raise \$3,010,000, which will be applied accelerate gold and copper exploration efforts at the Wellington North Project and Parkes Gold Project and for general working capital.

(f) ***If the securities were issued under an agreement***

The securities were not issued under an agreement.

8.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 6 as it provides the Company with the flexibility to issue, subject to the limits under the ASX Listing Rules, further securities during the next 12 months without Shareholder approval.

9. Resolutions 7 to 10: Issue of Options to Related Parties

9.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 7,200,000 Options (**Related Party Options**) to Dr Adam McKinnon, Mr David Richardson, Mr David Berrie and Mr Malcolm Norris (or their nominees) (**Related Parties**) as part of the remuneration package for each of the Related Parties on the terms and conditions set out below.

The primary purpose of the issue of the Related Party Options to the Related Parties is to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward the performance of the Related Parties in their respective roles as Directors.

In addition, the Company considers that the issue of the Related Party Options:

- (a) will align the interests of the Related Parties with those of Shareholders; and

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- (b) is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations that it would if alternative cash forms of remuneration were given to the Related Parties.

Resolutions 7 to 10 seek Shareholder approval for the issue of the Related Party Options to the Related Parties.

9.2 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 Corporation Act.

The issue of Related Party Options constitutes giving a financial benefit, and Dr McKinnon, Mr Richardson, Mr Berrie and Mr Norris are related parties of the Company by virtue of being Directors.

As the Related Party Options are proposed to be issued to all 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 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.

9.3 ASX Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

The issue of Related Party Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 7 to 10 seek the required Shareholder approval for the issue of the Related Party Options under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

9.4 Technical Information required by ASX Listing Rule 14.1A

If Resolutions 7, 8, 9 and 10 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 Listing Rules). As approval pursuant to Listing Rules 7.1 is not required for the issue of the Related Party Options (because approval is being obtained under Listing Rules 10.11), the issue of the Related Party Options will not use up any of the Company's 15% annual placement capacity.

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If Resolutions 7, 8, 9 and 10 are not passed, the Company will not be able to proceed with the issue of the Related Party Options and the Company will have to develop an alternate plan in how to remunerate their directors.

9.5 Technical Information required by ASX Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 7 to 10:

- (a) the Related Party Options will be issued to the following persons:
 - (i) Dr Adam McKinnon (or his nominee) pursuant to Resolution 7;
 - (ii) Mr David Richardson (or his nominee) pursuant to Resolution 8;
 - (iii) Mr David Berrie (or his nominees), pursuant to Resolution 9; and
 - (iv) Mr Malcolm Norris (or his nominee) pursuant to Resolution 10;
- (b) Dr McKinnon, Mr Richardson, Mr Berrie and Mr Norris fall within the category set out in Listing Rule 10.11.1 by virtue of being Directors. If the Related Party Options are issued to a nominee of either Dr McKinnon, Mr Richardson, Mr Berrie and Mr Norris, then the nominee will be an Associate of either Dr McKinnon, Mr Richardson, Mr Berrie and Mr Norris (as applicable) and fall under Listing Rule 10.11.4;
- (c) the maximum number of Related Party Options to be issued (being the nature of the financial benefit being provided) is 7,200,000 comprising of:
 - (i) 2,400,000 Related Party Options to Dr Adam McKinnon (Resolution 7);
 - (ii) 2,400,000 Related Party Options to Mr David Richardson (Resolution 8);
 - (iii) 1,200,000 Related Party Options to Mr David Berrie (Resolution 9); and
 - (iv) 1,200,000 Related Party Options to Mr Malcolm Norris (Resolution 10)
- (d) the terms and conditions of the Related Party Options are set out in Schedule 2;
- (e) the Related Party Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Related Party Options will occur on the same date;
- (f) the Related Party Options will be issued for nil cash consideration, accordingly no funds will be raised;
- (g) the purpose of the issue of the Related Party Options is to provide an equity component in the remuneration packages for the Related Parties to align their interests with those of Shareholders, to motivate and reward the performance of the Related Parties 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 its operations than it would if alternative cash forms of remuneration were given to them.
- (h) the Related Party Options are unquoted Options. The Company has agreed to issue Related Party Options to the Related Parties for the following reasons:
 - (i) the Related Party Options are unquoted; therefore, the issue of the Related Party Options has no immediate dilutionary impact on Shareholders;
 - (ii) the deferred taxation benefit which is available to the Related Parties in respect of an issue of Options 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; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Options on the terms proposed;
- (i) the number of Related Party Options to be issued to each of the Related Parties has been determined based upon a consideration of:
 - (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the remuneration of the Related Parties; and

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- (iii) incentives to attract and retain the service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

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;

- (j) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are:

Related Party	Current Financial Year 2024/25	Previous Financial Year 2023/24
Dr Adam McKinnon	\$450,303 ¹	\$568,677 ²
Mr David Richardson	\$355,528 ³	\$378,525 ⁴
Mr David Berrie	\$155,464 ⁵	\$167,062 ⁶
Mr Malcolm Norris	\$83,529 ⁷	n/a

Notes:

1. Comprising Director's salary of \$325,000, a superannuation payment of \$37,375 and share-based compensation of \$87,928 being the Related Party Options.
2. Comprising Director's salary of \$343,750, a superannuation payment of \$37,813 and share-based compensation of \$187,114.
3. Comprising Director's salary of \$240,000, a superannuation payment of \$27,600 and share-based compensation of \$87,928 being the Related Party Options.
4. Comprising Director's salary of \$240,000, a superannuation payment of \$26,400 and share-based compensation of \$112,125.
5. Comprising Director's salary of \$100,000, a superannuation payment of \$11,500 and share-based compensation of \$43,964 being the Related Party Options.
6. Comprising Director's salary of \$100,000 and a superannuation payment of \$11,000 and share based compensation of \$56,062.
7. Comprising Director's salary of \$35,484 commencing 16 October 2024 plus a superannuation payment of \$4,080 and share based compensation of \$43,964.

- (k) the value of the Related Party Options and the pricing methodology is set out in Schedule 3;
- (l) the Related Party Options are not being issued under an agreement;
- (m) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares ¹	Options
Dr Adam McKinnon	1,135,680	10,000,000 ²
Mr David Richardson	47,442,571	6,000,000 ³
Mr David Berrie	14,029,044	3,000,000 ⁴
Mr Malcolm Norris	Nil	Nil

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: MAG).
2. Unquoted Options, comprising of:
 - a. 10,000,000 Options (exercisable at \$0.1002 on or before 31 May 2025);
3. Unquoted Options, comprising of:
 - a. 2,700,000 Options (exercisable at \$0.1452 on or before 31 December 2024);
 - b. 1,300,000 Options (exercisable at \$0.1936 on or before 31 December 2024); and
 - c. 2,000,000 Options (exercisable at \$0.1440 on or before 31 December 2025).
4. Unquoted Options, comprising of:
 - a. 1,350,000 Options (exercisable at \$0.1452 on or before 31 December 2024);
 - b. 650,000 Options (exercisable at \$0.1936 on or before 31 December 2024); and
 - c. 1,000,000 Options (exercisable at \$0.1440 on or before 31 December 2025).

- (n) if the Related Party Options issued to the Related Parties are exercised, a total of 7,200,000 Shares would be issued. This will increase the number of Shares on issue from 417,050,714 (being the total number of Shares on issue as at the date of this Notice) to 423,050,714

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(assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.7%, comprising 0.56% by Dr McKinnon, 0.56% by Mr Richardson, 0.29% by Mr Berrie and 0.29% by Mr Norris.

The market price for Shares during the term of the Related Party Options would normally determine whether the Related Party Options are exercised. If, at any time any of the Related Party Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Related Party Options, there may be a perceived cost to the Company.

- (o) 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	\$0.120	22 April 2024
Lowest	\$0.025	21 February 2024
Last	\$0.059	8 October 2024

- (p) each Director has a material personal interest in the outcome of Resolutions 7, 8, 9 and 10 on the basis that all of the Directors (or their nominees) are to be issued Related Party Options should Resolutions 7, 8, 9 and 10 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 7, 8, 9 and 10 of this Notice; and
- (q) 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 7, 8, 9 and 10.

10. Resolution 11: Approval of 10% Placement Capacity

10.1 General

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

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

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.

Resolution 11 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 11 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 11 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

10.2 Information on 10% Placement Capacity

(a) Quoted securities

Any Equity Securities issued under the 10% placement capacity must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX.

As at the date of this Notice, the Company currently has one class of Equity Securities quoted on ASX, being Ordinary Shares (ASX Code: MAG).

(b) Formula for 10% placement capacity

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If this Resolution 11 is passed, the Company may issue or agree to issue, during the 12 month period after this Meeting, the number of Equity Securities calculated in accordance with the following formula.

$$\text{Additional Placement Capacity} = (A \times D) - E$$

A = the number of fully-paid ordinary securities on issue at the commencement of the Relevant Period:

- plus the number of fully-paid ordinary securities issued in the Relevant Period under an exception in ASX Listing Rule 7.2 other than exception 9, 16, or 17;
- plus the number of fully-paid ordinary securities issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;
- plus the number of fully-paid ordinary securities issued in the Relevant Period under an agreement to issue securities within rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the Relevant Period; or
 - the agreement or issue was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the Relevant Period with approval under Listing Rule 7.1 or ASX Listing Rule 7.4;
- plus the number of partly-paid ordinary securities that became fully-paid in the Relevant Period;
- less the number of fully-paid ordinary securities cancelled in the Relevant Period;

D = 10%; and

E = the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

10.3 Technical Information Required by 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 11:

(a) Period for which the 10% placement capacity is valid

The 10% placement capacity will commence on the date of the Meeting at which the Shareholder approval is obtained and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting (i.e. 27 November 2024), presuming Shareholder approval is obtained;
- (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 Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum price at which equity securities may be issued

Any Equity Securities issued under the 10% placement capacity will 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 immediately before:

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- (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 10.3(b)(i), the date on which the Equity Securities are issued.

(c) Use of funds raised under 10% placement capacity

The Company intends to use funds raised from issues of Equity Securities under the 10% placement capacity for:

- (i) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);
- (ii) continued exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration);
- (iii) the development of the Company's current business; and
- (iv) general working capital.

(d) Risk of economic and voting dilution

If Resolution 11 is passed and the Company issues securities under the 10% placement capacity, then there is a risk to existing Shareholders of economic and voting dilution, including the risk that:

- (i) the market price for Equity Securities in the same class may be significantly lower on the issue date of the new Equity Securities than on the date Shareholder approval is obtained for this Resolution; and
- (ii) the new Equity Securities may be issued at a price that is at a discount to the market price for Equity Securities in the same class on the issue date.

The table below shows the potential dilution of existing Shareholders following the issue of Equity Securities under the 10% placement capacity (based on the formula set out above) using difference variables for the number of issued Ordinary Shares and the market price of Ordinary Shares. The table below is calculated using the closing market price of Shares and the number of Equity Securities on issue as at 30 September 2024.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% placement capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.0315 (50% decrease in current issue price)	\$0.0630 (Current issue price)	\$0.0945 (50% increase in current issue price)
417,050,714 (Current Variable A)	Shares issued – 10% voting dilution	41,705,071	41,705,071	41,705,071
	Funds raised	\$1,313,710	\$2,627,419	\$3,941,129
625,576,071 (50% increase in Variable A)	Shares issued – 10% voting dilution	62,557,607	62,557,607	62,557,607
	Funds raised	\$1,970,565	\$3,941,129	\$5,911,694
834,101,428 (100% increase in Variable A)	Shares issued – 10% voting dilution	83,410,143	83,410,143	83,410,143
	Funds raised	\$2,627,419	\$5,254,839	\$7,882,258

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

The table above uses the following assumptions:

1. There are currently 417,050,714 existing Shares on issue as at the date of this Notice of Meeting.
2. The issue price set out above is the closing price of the Shares on the ASX on 30 September 2024.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than 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 date of issue.

(e) Allocation under the 10% placement capacity

The recipients of the Equity Securities to be issued under the 10% Placement Capacity 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 10% Placement Capacity, 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 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 previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 28 November 2023 (**Previous Approval**).

During the previous 12 months, the Company issued 30,569,280 fully paid ordinary shares pursuant to ASX Listing Rule 7.1A as part of the Placement completed on 11 March 2024, representing 10% of the shares on issue at 28 November 2023 of 305,692,798.

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The Placement shares were issued to FMG Resources Pty Ltd, pursuant to a Farm-in and Joint Venture arrangement where FMG Resources Pty Ltd also subscribed for the 75,946,151 shares in Magmatic Resources. The Placement Shares were issued at an issue price of \$0.04884 per share, to hold at 19.9% stake in the Company. The issue price represented a 10% premium to the 30-day volume-weighted average price at 31 January 2024, and a 22% premium to the closing share price on 6 March 2024 (when the agreement was signed by the Company). This placement raised \$3,709,210, with the funds raised from the Placement to be used for exploration activities at the Company's Wellington North and Parkes Projects. To date the Company has spent \$806,464 on these two projects, with the remaining \$2,902,746 to be spent on further developing and progressing these two projects.

The Company has not made any other issues under Listing Rule 7.1A in the period since the previous annual general meeting, nor has the Company entered into any agreement to issue any further equity securities under ASX Listing Rule 7.1A.

10.4 Voting Exclusion

As at the date of this Notice of Meeting, 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 of Meeting.

10.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 11.
The Chair intends to vote all available proxies in favour of Resolution 11.

11. General Business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company. Specific comments relating to the Resolution(s) are set out in the Explanatory Memorandum.

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12. Interpretation

10% Placement Capacity has the meaning given in Section 7.1.

Annual General Meeting means the Annual General Meeting of the Company pursuant to this Notice of Meeting.

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

Board means the board of directors of the Company.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company or Magmatic or MAG means Magmatic Resources Limited ACN 615 598 322.

Constitution means the constitution of the Company from time to time.

Corporations Act means the *Corporations Act 2001 (Cth)* as amended, varied or replaced from time to time.

Director means a director of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) 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 Memorandum means this explanatory memorandum accompanying the Notice of Meeting.

Key Management Personnel has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Listing Rules means the official listing rules of the ASX as amended from time to time.

Notice of Meeting or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum.

Official List means the official list of the ASX.

Option means an option to acquire a Share.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

Previous Approval has the meaning given in section 7.3(f).

Proxy Form means the proxy form accompanying the Notice of Meeting.

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

Resolution means a resolution proposed at the Meeting.

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

Shareholder or **MAG Shareholder** means a holder of Shares in the Company.

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

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SCHEDULE 1 – NOMINATION OF AUDITOR

Magmatic Resources Limited
Level 2
22 Mount Street
PERTH WA 6008

I, David Richardson, being a member of Magmatic Resources Limited (**Company**), nominate BDO Audit Pty Ltd in accordance with Section 328B(1) of the *Corporations Act* 2001 (Cth) (**Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by Section 328B(3) of the Act.

Signed and dated 1 October 2024

A handwritten signature in black ink, appearing to read 'David Richardson', is written over a light blue horizontal line.

David Richardson
Bilingual Software Pty Ltd as trustee for the Let's Go Investment

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SCHEDULE 2 – RELATED PARTY OPTIONS – TERMS AND CONDITIONS

- (a) **Entitlement**
Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price**
Subject to paragraph (i), the amount payable upon exercise of each Option will be at a premium of 150% to the 5-day VWAP of the Company's Shares on date of issue (**Exercise Price**).
- (c) **Expiry Date**
Each Option will expire at 5.00pm (WST) 3 years after the issued date (**Expiry Date**). An Option not exercised before the Expiry Date, or when the holder ceases as an employee or officer of the Company, will automatically lapse on that date.
- (d) **Exercise Period**
The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise**
The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each option being exercised in Australian currency by electronic funds transfer other means of payment acceptable to the Company. A minimum of 5,000 Options must be exercised at any one time.
- (f) **Exercise Date**
A Notice of Exercise is only effective on and from the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of Issue of Shares on Exercise**
Within 15 Business Days after the Exercise Date, the Company will:
(i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
(iii) if admitted to the official list of the 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 paragraph (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- (h) **Shares Issued on Exercise**
Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (i) **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.
- (j) **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.
- (k) **Change in Exercise Price**
An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

Explanatory Memorandum

SCHEDULE 3 – VALUATION OF RELATED PARTY OPTIONS

The Related Party Options to be issued to the Related Parties pursuant to Resolutions 6, 7, 8 and 9 and 7 have been valued by internal management.

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

Assumptions:	
Valuation date	30 September 2024
Market price of Shares	\$0.066
Exercise price	\$0.098
Expiry date (length of time from issue)	3 years
Risk free interest rate	3.45%
Volatility (discount)	100%
Indicative value per Related Party Option	\$0.0366
Total Value of Related Party Options	\$263,784
Adam McKinnon	\$87,928
David Richardson	\$87,928
David Berrie	\$43,964
Malcolm Norris	\$43,964

Note: The valuation noted above is not necessarily the market price that the Related Party Options could be traded at and is not automatically the market price for taxation purposes.



MAGMATIC RESOURCES

Magmatic Resources Limited
ABN 32 615 598 322

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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 **9:30am (AWST) on Monday, 25 November 2024.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

Online:

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

Your secure access information is



Control Number: 134324

SRN/HIN:

PIN:

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

By Mail:

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

By Fax:

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



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

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

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Magmatic Resources 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 Magmatic Resources Limited to be held at Level 2, 22 Mount Street, Perth, WA 6000 on Wednesday, 27 November 2024 at 9:30am (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, 7, 8, 9 and 10 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 7, 8, 9 and 10 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, 7, 8, 9 and 10 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
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Issue of Options to a Related Party – Mr Malcolm Norris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Director – Mr David Richardson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
4	Election of Director – Mr Malcolm Norris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5	Election of Director – Ms Christine Nicolau	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Ratification of prior issue of shares under the Placement (Listing Rule 7.1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Issue of Options to a Related Party – Dr Adam McKinnon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Issue of Options to a Related Party – Mr David Richardson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
9	Issue of Options to a Related Party – Mr David Berrie	<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

