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## JAVELIN MINERALS LIMITED

ABN 39 151 900 855

### NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

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**TIME:** 10.00am (WST)  
**DATE:** Tuesday, 26 April 2022  
**PLACE:** Bennett + Co  
Ground Floor, 28 The Esplanade  
PERTH WA 6000

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

*This Notice of Meeting and Explanatory Statement 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 General Meeting are those who are registered Shareholders at 10.00am on Sunday, 24 April 2022.

The Meeting will be in compliance with the Western Australian Government's restrictions on public gatherings.

Due to the changing Covid-19 situation, the Company strongly encourages Shareholders to vote by proxy rather than attend the meeting in person. For Shareholders wishing to attend the Meeting in person it is requested that you contact the Company Secretary at [scott@javelinminerals.com.au](mailto:scott@javelinminerals.com.au) in advance so you can be advised as to the relevant Covid-19 protocols for attendance including those relating to vaccination.

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary at [scott@javelinminerals.com.au](mailto:scott@javelinminerals.com.au).*

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## NOTICE OF GENERAL MEETING

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Notice is given that a General Meeting of Shareholders of Javelin Minerals Limited will be held at 10.00am WST on Tuesday, 26 April 2022 at Bennett + Co, Ground Floor, 28 The Esplanade, Perth.

The Explanatory Statement provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

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### RESOLUTION 1 – RATIFICATION OF SHARE PLACEMENT

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

*"That, pursuant to ASX Listing Rule 7.4, Shareholders ratify the issue of 980,000,000 Shares on the terms and conditions set out in the Explanatory Statement."*

#### **Voting Exclusion**

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

- (a) a person (or the persons) who participated in the issue of the Shares; or
- (b) 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 proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; 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 the 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 providing 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.

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## RESOLUTION 2 – ISSUE OF ATTACHING OPTIONS TO PLACEEES

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

*“That, pursuant to ASX Listing Rule 7.1, approval is given for the Company to issue 980,000,000 attaching Options on the terms and conditions set out in the Explanatory Statement.”*

### Voting Exclusion

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

- (a) the person who is to receive the Options and any other person who will obtain a material benefit as a result of the issue of the Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) 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 proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; 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 the 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 providing 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.

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## RESOLUTION 3 – PLACEMENT OF SHARES AND ATTACHING OPTIONS

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

*“That, pursuant to ASX Listing Rule 7.1, approval is given for the Company to issue 980,000,000 Shares and 980,000,000 attaching Options on the terms and conditions set out in the Explanatory Statement.”*

### Voting Exclusion

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

- (a) the person who is to receive the Share and Options and any other person who will obtain a material benefit as a result of the issue of the Shares and Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) 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 proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; 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 the 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 providing 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.

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## RESOLUTION 4 – PLACEMENT OF SHARES AND ATTACHING OPTIONS TO RELATED PARTY

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

*"That, pursuant to ASX Listing Rule 10.11, approval is given for the Company to issue 125,000,000 Shares and 125,000,000 attaching Options to Mr Roger and Erica Blake on the terms and conditions set out in the Explanatory Statement."*

### **Voting Exclusion**

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

- (a) the person who is to receive the Shares and Options and any other person who will obtain a material benefit as a result of the issue of the Share and Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) 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 proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; 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 the 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 providing 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.

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## RESOLUTION 5 – ISSUE OF OPTIONS FOR CAPITAL RAISING FEE

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

*"That, pursuant to ASX Listing Rule 7.1, approval is given for the Company to issue 250,000,000 Options to Shaw and Partners or its nominees on the terms and conditions set out in the Explanatory Statement."*

### **Voting Exclusion**

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

- (a) the person who is to receive the Options and any other person who will obtain a material benefit as a result of the issue of the Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) 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 proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; 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 the 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 providing 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.

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## RESOLUTION 6 – ISSUE OF SHARES UNDER SHARE PURCHASE PLAN

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

*“That, pursuant to ASX Listing Rule 7.1, approval is given for the Company to issue up to 500,000,000 Shares pursuant to a Share Purchase Plan on the terms and conditions set out in the Explanatory Statement.”*

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## RESOLUTION 7 – ISSUE OF SHARES FOR ACQUISITION OF TENEMENT

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

*“That, pursuant to ASX Listing Rule 7.1, approval is given for the Company to issue 20,000,000 Shares to Fleet Street Holdings Pty Ltd or its nominee on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion**

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

- (a) the person who is to receive the Shares and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) 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 proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; 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 the 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 providing 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.

**Dated: 22 March 2022**

**By order of the Board**



**Scott Mison**  
**COMPANY SECRETARY**  
**JAVELIN MINERALS LIMITED**

## **VOTING IN PERSON**

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

## **VOTING BY PROXY**

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To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) send the Proxy Form by post to the Company PO Box 835, West Perth WA 6872;
- (b) send the Proxy Form by e-mail to the Company Secretary at [scott@javelinminerals.com.au](mailto:scott@javelinminerals.com.au); or
- (c) send the Proxy Form to the Company's registered office at c/- Bennett + Co, Ground Floor, 28 The Esplanade, Perth WA 6000,

so that it is received not later than 10.00am WST on Sunday, 24 April 2022.

### **Proxy forms received later than this time will be invalid.**

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

- each member has a right to appoint a proxy;
- the proxy need not be a member of the company; and
- a member 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 member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes.

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. RESOLUTION 1 – RATIFICATION OF SHARE PLACEMENT

#### 1.1 General

On 22 February 2022, the Company issued a total of 980,000,000 Shares at an issue price of \$0.001 per Share to raise \$980,000.

The Company issued the Shares without prior Shareholder approval out of its ASX Listing Rule 7.1 placement capacity.

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

#### 1.2 ASX Listing Rule 7.1 and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 allows 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 ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1.

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

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

If the Resolution is not passed, the issue of Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1.

#### 1.3 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 the Resolution:

- (a) The Shares were issued to sophisticated and professional investors, a number of whom were existing Shareholders. The investors comprised clients of Shaw and Partners, the Lead Manager to the placement, as well as investors introduced by the Company's executive director.

None of the investors who were issued more than 1% of the Company's current issued capital prior to the placement were related parties of the Company, members of the Company's key management personnel, substantial holders in the Company, advisors to the Company or

associates of any of those people or entities, except for Pareto Capital Pty Ltd and Pareto Nominees Pty Ltd, associates of substantial holder Mr Davide Bosio who is also an advisor at Shaw and Partners. Pareto Capital Pty Ltd was issued 12,500,000 Shares and Pareto Nominees Pty Ltd was issued 100,000,000 Shares.

Mr Scott Mison, the company secretary and a member of the Company's key management personnel, was also issued 25,000,000 Shares and Mr Robert Mosig, a consultant to the Company, was also issued 5,000,000 Shares.

- (b) 980,000,000 Shares were issued.
- (c) The Shares were issued on 22 February 2022.
- (d) The issue price of the Shares was \$0.001 per Share.
- (e) The funds raised from the issue of Shares will be used to fund the Company's exploration activities.
- (f) A voting exclusion is included in the Notice.

#### **1.4 Directors recommendations**

The Board recommends that Shareholders vote in favour of this Resolution as it provides the Company with the flexibility to issue further securities under the Company's placement capacity under ASX Listing Rule 7.1 without shareholder approval.

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## **2. RESOLUTION 2 – ISSUE OF ATTACHING OPTIONS TO PLACEEES**

### **2.1 General**

This Resolution seeks Shareholder approval for the issue of 980,000,000 Options exercisable at \$0.003 and expiring 31 December 2024, on the basis of 1 Option for every Share issued under the placement the subject of Resolution 1.

### **2.2 ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The proposed issue does not fit within any of the exceptions and the Company is therefore seeking the approval of Shareholders under ASX Listing Rule 7.1.

The effect of this Resolution would be to allow the Company to issue the Options pursuant to the Resolution during the 3 months after the Meeting (or a longer period if allowed by ASX).

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



## **2.3 Information required by ASX Listing Rule 7.3**

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

- (a) The Options will be issued to the recipients of the Shares the subject of Resolution 1. The Shares were issued to sophisticated and professional investors, a number of whom were existing Shareholders. The investors comprised clients of Shaw and Partners, the Lead Manager to the placement, as well as investors introduced by the Company's executive director.

None of the investors who were issued more than 1% of the Company's current issued capital prior to the placement were related parties of the Company, members of the Company's key management personnel, substantial holders in the Company, advisors to the Company or associates of any of those people or entities, except for Pareto Capital Pty Ltd and Pareto Nominees Pty Ltd, associates of substantial holder Mr Davide Bosio who is also an advisor at Shaw and Partners. Pareto Capital Pty Ltd was issued 12,500,000 Shares and accordingly will be issued 12,500,000 Options pursuant to this Resolution and Pareto Nominees Pty Ltd was issued 100,000,000 Shares and accordingly will be issued 100,000,000 Options pursuant to this Resolution.

Mr Scott Mison, the company secretary and a member of the Company's key management personnel, was also issued 25,000,000 Shares and accordingly will be issued 25,000,000 Options pursuant to this Resolution and Mr Robert Mosig, a consultant to the Company, was also issued 5,000,000 Shares and accordingly will be issued 5,000,000 Options pursuant to this Resolution.

- (b) The number of Options to be issued is 980,000,000.
- (c) The Options will be issued on the terms set out in Schedule 1.
- (d) The Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver of the ASX Listing Rules).
- (e) The Options will be issued for nil consideration as attaching Options to the placement the subject of Resolution 1.
- (f) The purpose of the issue is to satisfy the Company's obligations under the terms of the placement the subject of Resolution 1.
- (g) A voting exclusion is included in the Notice.

## **2.4 Directors' Recommendation**

The Board recommends that Shareholders vote in favour of this Resolution as it will enable the Company to raise funds if the Options are exercised.

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### **3. RESOLUTION 3 – PLACEMENT OF SHARES AND ATTACHING OPTIONS**

#### **3.1 General**

This Resolution seeks Shareholder approval for the issue of 980,000,000 Shares and 980,000,000 attaching Options exercisable at \$0.003 and expiring 31 December 2024 on the basis of 1 Option for every 1 Share issued.

#### **3.2 ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The proposed issue does not fit within any of the exceptions and the Company is therefore seeking the approval of Shareholders under ASX Listing Rule 7.1.

The effect of this Resolution would be to allow the Company to issue the Shares and Options pursuant to the Resolution during the 3 months after the Meeting (or a longer period if allowed by ASX).

If the Resolution is not passed the Company will not be able to proceed with the issue of the Shares and Options.

#### **3.3 Information required by ASX Listing Rule 7.3**

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

- (a) The Shares and Options will be issued to the same investors and in the same number as the Shares the subject of Resolution 1 and the Options the subject of Resolution 2. These investors are sophisticated and professional investors, a number of whom were existing Shareholders prior to the placement the subject of Resolution 1. The investors comprised clients of Shaw and Partners, the Lead Manager to the placement, as well as investors introduced by the Company's executive director.

None of the investors who will be issued more than 1% of the Company's current issued capital prior to the placement are related parties of the Company, members of the Company's key management personnel, substantial holders in the Company, advisors to the Company or associates of any of those people or entities, except for Pareto Capital Pty Ltd and Pareto Nominees Pty Ltd, associates of substantial holder Mr Davide Bosio who is also an advisor at Shaw and Partners. Pareto Capital Pty Ltd will be issued 12,500,000 Shares and Options and Pareto Nominees Pty Ltd will be issued 100,000,000 Shares and Options.

Mr Scott Mison, the company secretary and a member of the Company's key management personnel, will also be issued 25,000,000 Shares and Options and Mr Robert Mosig, a consultant to the Company, will also be issued 5,000,000 Shares and Options.

- (b) The number of Shares and Options to be issued is 980,000,000.
- (c) The Options will be issued on the terms set out in Schedule 1.

- (d) The Shares and Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver of the ASX Listing Rules).
- (e) The issue price of the Shares will be \$0.001 per Share. The Options will be issued for no additional consideration as attaching Options.
- (f) The purpose of the issue is to raise funds for the Company. The funds raised from the issue of Shares will be used to fund the Company's exploration activities.
- (g) A voting exclusion is included in the Notice.

### **3.4 Directors recommendations**

The Board recommends that Shareholders vote in favour of this Resolution as it will enable the Company to raise necessary funds.

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## **4. RESOLUTION 4 – PLACEMENT OF SHARES AND ATTACHING OPTIONS TO RELATED PARTY**

### **4.1 General**

Resolution 4 seeks Shareholder approval for the issue of 125,000,000 Shares to Mr Roger and Erica Blake, parents of Executive Director Mr Matthew Blake and therefore related parties of the Company for the purpose of the ASX Listing Rules.

The Shares will be issued at an issue price of \$0.001 per Share together with 125,000,000 attaching Options exercisable at \$0.003 and expiring 31 December 2024.

### **4.2 ASX Listing Rule 10.11**

ASX Listing Rule 10.11.1 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a company must not issue or agree to issue equity securities to a related party without the approval of shareholders. The proposed issues fall within ASX Listing Rule 10.11.1 and do not fall within any of the exceptions in ASX Listing Rule 10.12. Pursuant to ASX Listing Rule 7.2 Exception 14, where approval under ASX Listing Rule 10.11 is obtained, approval is not required under ASX Listing Rule 7.1 and the issue of securities will not be included in the Company's 15% limit.

Roger and Erica Blake are both related parties to the Company.

If the Resolution is passed, the Company will be able to issue to Roger and Erica Blake the Shares and Options described above and the Company will receive proceeds of \$125,000.

If the Resolution is not passed the Company will not be able to proceed with the issue of Shares and Options and will not receive the proceeds of \$125,000.

### **4.3 Information required by ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Resolution:

- (a) The Shares and Options will be issued to Roger and Erica Blake as trustees of the Mandy Super Fund.

- (b) The proposed recipients fall within ASX Listing Rule 10.11.1 as they are parents of Executive Director Mr Matthew Blake.
- (c) The number of Shares and Options to be issued is 125,000,000.
- (d) The Options will be issued on the terms set out in Schedule 1.
- (e) The Shares and Options will be issued no later than 1 month after the date of the Meeting.
- (f) The issue price of the Shares will be \$0.001 per Share. The Options will be issued for no additional consideration as attaching Options.
- (g) The funds raised from the issue of Shares will be used for the Company's exploration activities.
- (h) A voting exclusion is included in the Notice.

#### **4.4 Directors' Recommendation**

Mr Matthew Blake declines to make a recommendation in relation to the Resolution because it involves his parents. Mr Sanders and Mr Soemya recommend that Shareholders vote in favour of this Resolution as it will enable the Company to raise necessary funds.

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## **5. RESOLUTION 5 – ISSUE OF OPTIONS FOR CAPITAL RAISING FEE**

### **5.1 General**

This Resolution seeks Shareholder approval for the issue of 250,000,000 Options exercisable at \$0.003 and expiring 31 December 2024 to Shaw and Partners (or their nominees) as part of the capital raising fee for the placements the subject of Resolutions 1 to 4.

### **5.2 ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The proposed issue does not fit within any of the exceptions and the Company is therefore seeking the approval of Shareholders under ASX Listing Rule 7.1.

The effect of this Resolution will be to allow the Company to issue the Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

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

### **5.3 Information required by ASX Listing Rule 7.3**

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

- (a) The Options will be issued to Shaw and Partners or its nominees.
- (b) The number of Options to be issued is 250,000,000.

- (c) The Options will be issued on the terms set out in Schedule 1.
- (d) The Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver of the ASX Listing Rules).
- (e) The consideration for the issue is services provided by Shaw and Partners as lead manager of the placements the subject of Resolutions 1 to 4.
- (f) The purpose of the issue is to compensate Shaw and Partners for their services as lead manager.
- (g) A summary of the material terms of the Agreement pursuant to which the Options will be issued is as follows:
  - (i) Shaw and Partners acted as lead manager for the placements the subject of Resolutions 1 to 4.
  - (ii) Shaw and Partners are entitled to receive a 6% fee on the funds raised and will receive the Options the subject of this Resolution if the Resolution is passed.
- (h) A voting exclusion is included in the Notice.

#### **5.4 Directors' Recommendation**

The Board recommends that Shareholders vote in favour of this Resolution in recognition of the capital raising services provided by Shaw and Partners.

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### **6. RESOLUTION 6 – ISSUE OF SHARES UNDER SHARE PURCHASE PLAN**

#### **6.1 General**

This Resolution seeks Shareholder approval for the issue of up to 500,000,000 Shares at an issue price of \$0.001 per Share pursuant to a Share Purchase Plan.

#### **6.2 ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The proposed issue does not fit within any of the exceptions and the Company is therefore seeking the approval of Shareholders under ASX Listing Rule 7.1.

The effect of this Resolution will be to allow the Company to issue the Shares under the Share Purchase Plan during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

If the Resolution is not passed the Company will only be able to proceed with the Share Purchase Plan except to the extent of the Company's capacity under ASX Listing Rule 7.1 (if any).

### **6.3 Information required by ASX Listing Rule 7.3**

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

- (a) The Shares will be issued to Shareholders who subscribe to the Share Purchase Plan.
- (b) The Company will issue up to 500,000,000 Shares pursuant to this Resolution if it is approved.
- (c) The Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver of the ASX Listing Rules).
- (d) The Shares will be issued for consideration of \$0.001.
- (e) The purpose of the issue is to provide Shareholders the opportunity to subscribe for Shares at the same price as subscribers to the placements the subject of Resolutions 1, 3 and 4 and also to raise funds for the Company. The funds raised from the issue of Shares will be used to fund the Company's exploration activities.
- (f) The Company is relying on ASX's standard waivers from ASX Listing Rules 7.3.9 and 10.11 to permit the Resolution not to include a voting exclusion statement in relation to a Share Purchase Plan and to permit the Company's directors and their associates to participate in the Share Purchase Plan on the same terms as other Shareholders. The waivers are subject to the following conditions:
  - (i) the Share Purchase Plan satisfies the conditions in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547; and
  - (ii) the Share Purchase Plan is not underwritten.

### **6.4 Directors' Recommendation**

The Board recommends that Shareholders vote in favour of this Resolution to enable Shareholders to participate in the Share Purchase Plan.

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## **7. RESOLUTION 7 – ISSUE OF SHARES FOR ACQUISITION OF TENEMENT**

### **7.1 General**

On 21 February 2022 the Company entered into a Tenement Sale Agreement to acquire tenement E29/1095 (which is in the same area as the Company's Mt Ida tenements and tenement applications) from Fleet Street Holdings Pty Ltd (ACN 009 152 872) for a total consideration of \$25,000 in cash and 20,000,000 Shares.

This Resolution seeks Shareholder approval for the issue of those Shares.

### **7.2 ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The proposed issue does not fit within any of the exceptions and the Company is therefore seeking the approval of Shareholders under ASX Listing Rule 7.1.

The effect of this Resolution would be to allow the Company to issue the Shares pursuant to the Resolution during the 3 months after the Meeting (or a longer period if allowed by ASX) and acquire the tenement pursuant to the Tenement Sale Agreement.

If the Resolution is not passed the Company will not be able to proceed with the issue of the Shares and therefore may not be able to proceed with the Tenement Sale Agreement unless the sale consideration is re-negotiated.

### **7.3 Information required by ASX Listing Rule 7.3**

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

- (a) The Shares will be issued to Fleet Street Holdings Pty Ltd or its nominee.
- (b) The number of Shares to be issued is 20,000,000.
- (c) The Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver of the ASX Listing Rules).
- (d) The Shares will be issued at an issue price \$0.001 and form part of the consideration for the acquisition of tenement E29/1095.
- (e) The purpose of the issue is to enable the Company to acquire tenement E29/1095 pursuant to the Tenement Sale Agreement.
- (f) A summary of the material terms of the Tenement Sale Agreement is as follows:
  - (i) The Company has agreed to acquire the tenement for a total consideration of \$25,000 and the issue of 20,000,000 Shares.
  - (ii) The acquisition of the tenement is subject to Shareholder approval pursuant to this Resolution, the Company being satisfied with its due diligence enquiries in relation to the tenement, and the vendor lodging a Form 5 with DMIRS confirming its satisfaction of the statutory minimum expenditure requirement for the tenement for the first tenement year.
  - (iii) Settlement of the sale of the tenement will occur 2 business days after satisfaction of the conditions precedent.
- (g) A voting exclusion is included in the Notice.

### **7.4 Directors' Recommendation**

The Board recommends that Shareholders vote in favour of this Resolution as it will enable the Company to acquire tenement E29/1095 pursuant to the Tenement Sale Agreement.

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## GLOSSARY

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**General Meeting** or **Meeting** means the General Meeting of the Company convened by this Notice of Meeting.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, 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 Wednesday, 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.

**Company** or **Javelin Minerals** means Javelin Minerals Limited (ABN 39 151 900 855).

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**Notice** or **Notice of Meeting** means this Notice of General Meeting including the Explanatory Statement and Proxy Form.

**Option** means an option to acquire a Share on the terms set out in Schedule 1.

**Optionholder** means a holder of an Option.

**Proxy Form** means the proxy form accompanying the Notice.

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

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

**Share Purchase Plan** means a Share Purchase Plan to be undertaken by the Company in compliance with ASIC Class Order 2016/84.

**Shareholder** means a holder of a Share.

**Tenement Sale Agreement** means the Tenement Sale Agreement between the Company's subsidiary, Cobalt Prospecting Pty Ltd, and Fleet Street Nominees Pty Ltd for the acquisition of tenement E29/1095.

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



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## SCHEDULE 1 – TERMS OF OPTIONS

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(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.003 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5.00pm (WST) on 31 December 2024 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 5 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 clause (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 5 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Quotation of Shares issued on exercise**

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

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

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

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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## APPOINTMENT OF PROXY FORM

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**JAVELIN MINERALS LIMITED**  
**ABN 39 151 900 855**

### GENERAL MEETING

I /We

of:

being a Shareholder of Javelin Minerals Limited entitled to attend and vote at the General Meeting, hereby appoint:

Name:

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit at the General Meeting to be held at Bennett + Co, Ground Floor, 28 The Esplanade, Perth at 10.00am WST on Tuesday, 26 April 2022 and at any adjournment thereof.

### CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

**The Chair intends to vote undirected proxies in favour of all Resolutions.**

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### Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 Ratification of Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Issue of Attaching Options to Placees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Placement of Shares and Attaching Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Placement of Shares and Attaching Options to Related Party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Issue of Options for Capital Raising Fee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Issue of Shares Under Share Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Issue of Shares for Acquisition of Tenement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: %

### Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

\_\_\_\_\_

Contact name:

\_\_\_\_\_

Contact telephone  
(daytime):

\_\_\_\_\_

E-mail address:

\_\_\_\_\_

Consent for contact by e-mail  
in relation to this Proxy Form:

YES ☐ NO ☐

## JAVELIN MINERALS LIMITED

ABN 39 151 900 855

### Instructions for Completing "Appointment of Proxy" Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) send the Proxy Form by post to the Company at PO Box 835, West Perth WA 6872;
  - (b) send the Proxy Form by e-mail to the Company at [scott@javelinminerals.com.au](mailto:scott@javelinminerals.com.au); or
  - (c) send the Proxy Form to the Company's registered office at C/- Bennett + Co, Ground Floor, 28 The Esplanade, Perth WA 6000,

so that it is received not later than 10.00am WST on Sunday, 24 April 2022.

**Proxy forms received later than this time will be invalid.**