



NOTICE OF GENERAL MEETING

EXPLANATORY STATEMENT

AND PROXY FORM

**GENERAL MEETING OF
STAVELY MINERALS LIMITED**

**TO BE HELD AT
BDO
LEVEL 9, MIA YELLAGONGA TOWER 2
5 SPRING STREET
PERTH, WESTERN AUSTRALIA
AND HELD VIRTUALLY VIA ZOOM**

Invite Link to Register for Zoom:

https://us06web.zoom.us/join/zoom/register/tZMpd-6qpzIvE9EZ4t-5is7WWDu_vZ02_LZt

**FRIDAY 11 AUGUST 2023
COMMENCING AT 10.30AM (WST)**

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

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

Stavely Minerals Limited
ABN 33 119 826 907
Level 1, 168 Stirling Highway, Nedlands WA 6009
Phone: 08 9287 7630 Email: info@stavely.com.au

NOTICE OF GENERAL MEETING

**Notice is given that the General Meeting of Stavely Minerals Limited will be held at
BDO, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth, Western Australia on
11 August 2023 at 10.30 am (WST)**

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IMPORTANT INFORMATION

Your Vote is Important

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

How to Vote

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

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 10.30am (WST) on 9 August 2023. Any proxy form received after that time will not be valid for the scheduled meeting.

Online	www.investorvote.com.au
By mail	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
By mobile	Scan the QR Code on your proxy form and follow the prompts
Custodian voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on 9 August 2023.

Voting in Person

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

Voting by Proxy

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

Voting by Those Attending via Zoom

Votes from those attending via Zoom may also be submitted during the Meeting. Shareholders will be able to email their poll votes during the meeting. In order to do so, Shareholders will need to register their email address with the Company by emailing info@stavely.com.au by no later than 10:30am (AWST) on 9 August 2023 (**Email Voting Registration Date**).

Any Shareholder that has not registered by the Email Voting Registration Date will not be permitted to vote during the Meeting. 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, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Your proxy form is enclosed.

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

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

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

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

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

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

**STAVELY MINERALS LIMITED
BUSINESS OF THE MEETING
AGENDA**

ORDINARY BUSINESS

1. ☐ Resolution 1 – Ratification of Placement Shares – Listing Rule 7.1

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue on 6 July 2023 of 7,082,388 Shares issued at \$0.09 on the basis set out in the Explanatory Statement."

2. ☐ Resolution 2 – Ratification of Placement Shares – Listing Rule 7.1A

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue on 6 July 2023 of 32,362,066 Shares issued at \$0.09 on the basis set out in the Explanatory Statement."

3. ☐ Resolution 3 – Approval for the Issue of Placement Options – Listing Rule 7.1

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

"That, pursuant to and in accordance with ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 19,722,227 Options on the basis set out in the Explanatory Statement".

4. ☐ Resolution 4 – Approval for the Issue of Lead Manager Options

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

"That, pursuant to and in accordance with ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 4,000,000 Options on the basis set out in the Explanatory Statement".

5. ☐ Resolution 5 – Ratification of Prior Issue of Shares to Drillers – Listing Rule 7.1

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 2,653,061 Shares on 17 January 2023 to Greenstone Property Pty Ltd <Titeline Property A/C> on the basis set out in the Explanatory Statement."

6. ☐ Resolution 6 – Approval for the Issue of Placement Shares and Options to Mr Christopher Cairns

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

"That, pursuant to and in accordance with ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 111,111 Shares and 55,555 Options to Mr Christopher Cairns (or his nominee) on the basis set out in the Explanatory Statement".

7.□ Resolution 7 – Approval for the Issue of Placement Shares and Options to Ms Jennifer Murphy

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

“That, pursuant to and in accordance with ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 111,111 Shares and 55,555 Options to Ms Jennifer Murphy (or her nominee) on the basis set out in the Explanatory Statement”.

8.□ Resolution 8 – Approval for the Issue of Placement Shares and Options to Mr Peter Ironside

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

“That, pursuant to and in accordance with ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 555,556 Shares and 277,778 Options to Mr Peter Ironside (or his nominee) on the basis set out in the Explanatory Statement”.

9.□ Resolution 9 – Approval for the Issue of Placement Shares and Options to Ms Amanda Sparks

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

“That, pursuant to and in accordance with ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 333,333 Shares and 166,666 Options to Ms Amanda Sparks (or her nominee) on the basis set out in the Explanatory Statement”.

10.□ Resolution 10 – Ratification of agreement to Issue Securities to Chalice Mining

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders ratify the agreement to issue:

(a) *that number of Shares, when multiplied by the deemed issue price, is equal to \$950,000; and*

(b) *that number of Performance Rights, when multiplied by the deemed issue price, is equal to \$400,000,*

under ASX Listing Rule 7.1 on the terms and conditions set out in the Explanatory Statement.”

11.□ General

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

BY ORDER OF THE BOARD



AMANDA SPARKS
DIRECTOR AND COMPANY SECRETARY
12 JULY 2023

Voting Prohibition Statements

None.

Voting Exclusion Statements

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

Resolutions 1 and 2 – Ratification of Prior Issues of Shares	The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons.
Resolution 5 – Ratification of Prior Issues of Shares	The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons (namely, Greenstone Property Pty Ltd <Titeline Property A/C>).
Resolutions 3 and 4 – Approval for the Issues of Options	The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolutions 6 to 9 – Approval for the Issues of Placement Shares and Options to Directors	In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of: (a) Resolution 6, by or on behalf of Mr Christopher Cairns (or his nominee); (b) Resolution 7, by or on behalf of Ms Jennifer Murphy (or her nominee); (c) Resolution 8, by or on behalf of Mr Peter Ironside (or his nominee); and (d) Resolution 9, by or on behalf of Ms Amanda Sparks (or her 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.
Resolution 10 – Ratification of agreement to issue Securities to Chalice Mining	The Company will disregard any votes cast in favour of the Resolution by a person who participated in the issue or is a counterparty to the agreement being approved (namely Chalice Mining) or an associate of that person or those persons.

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

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

Stavely Minerals Limited

EXPLANATORY STATEMENT

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

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

1. ☐ RESOLUTIONS 1 AND 2 – RATIFICATION OF PLACEMENT SHARES

1.1 ☐ Background

On 6 July 2023, Stavely completed a placement to sophisticated investors of 39,444,454 Shares at \$0.09 each to raise \$3,550,000 (**Placement**). Each Placement subscriber will receive one free attaching quoted option for every two new Shares issued (**Placement Option**). The Placement Options are exercisable at \$0.15 each with an expiry date of 30 June 2024.

7,082,388 Shares issued under Placement were issued pursuant to the Company's capacity under ASX Listing Rule 7.1 and the remaining 32,362,066 shares issued under ASX Listing Rule 7.1A which was approved by Shareholders at the annual general meeting held on 11 November 2022.

The Company engaged the services of GBA Capital Pty Ltd (ACN 643 039 123) (**GBA Capital**), (AFSL 237549), to manage the issue of the Placement. The Company paid a selling fee of 6% on the value of all Placement Shares, and will issue GBA Capital 4,000,000 Options on the same terms as the Placement Options to GBA Capital (or nominees) (**Lead Manager Options**).

Resolutions 1 and 2 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Placement Shares.

1.2 ☐ Listing Rules 7.1 and 7.1A

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

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 11 November 2022.

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

1.3 ☐ Listing Rules 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

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

Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Resolutions 1 and 2 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

1.4□ Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolutions 1 and 2 are not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

1.5□ 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 Resolutions 1 and 2:

- (a) the Placement Shares were issued to professional and sophisticated investors who were primarily clients of GBA Capital, together with clients of participating brokers. The recipients were identified through a bookbuild process, which involved GBA Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. None of the recipients were related parties of the Company.
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the Shares were issued on the following basis:
 - (i) 7,082,388 Shares were issued pursuant to ASX Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
 - (ii) 32,362,066 Shares were issued pursuant to ASX Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (d) the issue price was \$0.09 per Share under both the issues of Shares made pursuant to Listing Rule 7.1 and 7.1A. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (e) 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;
- (f) the funds raised from Placement will be applied to the next phase of exploration and at the Company's Staveland Copper-Gold Project in Western Victoria, the to-be-acquired Hawkstone Nickel-Copper-Cobalt Project in the East Kimberley region of Western Australia and working capital;
- (g) the Placement Shares were issued on 6 July 2023;

- (h) the Placement Shares were not issued under an agreement; and
- (i) a voting exclusion statement is included in Resolution 1 and 2 of this Notice.

2. □ RESOLUTIONS 3 AND 4 – APPROVAL FOR THE ISSUE OF PLACEMENT OPTIONS AND LEAD MANAGER OPTIONS

2.1 □ Background

The background to the Placement is set out in section 1.1.

Resolutions 3 and 4 seek Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the Placement Options and Lead Manager Options.

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 11 November 2022.

The proposed issue of the Placement Options and the Lead Manager Options does not fall within any of the exceptions set out in Listing Rule 7.2 and may exceed the 15% limit in Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval under Listing Rule 7.1 for the issue of the Placement Options and the Lead Manager Options.

2.2 □ Technical information required by Listing Rule 14.1A

If Resolutions 3 and 4 are passed, , the Company will be able to proceed with the issue of the Placement Options and Lead Manager Options. In addition, the issue of the Placement Options and Lead Manager Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolutions 3 and 4 are not passed, the issue of the Lead Manager Options and the Placement Options will be included in calculating the Company's 15% limit in Listing Rules 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Lead Manager Options and Placement Options .

2.3 □ Technical information required by Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolutions 3 and 4:

- (a) the Placement Options will be issued to professional and sophisticated investors who were primarily clients of GBA Capital, together with clients of participating brokers. The recipients were identified through a bookbuild process, which involved GBA Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. None of the recipients will be related parties of the Company. The Lead Manager Options will be issued to GBA Capital (or its nominees).
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and

- (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Options to be issued is:
 - (i) 19,722,227 Placement Options (approval which is sought under Resolution 3); and
 - (ii) 4,000,000 Lead Manager Options (approval which is sought under Resolution 4);
- (d) the exercise price for the Placement Options and Lead Manager Options is \$0.15 and the Options expire on 30 June 2024. Terms of the Options are in Schedule 1;
- (e) the Placement Options and Lead Manager Options will be issued no later than 3 months after the date of the Meeting or such later date as may be permitted by any ASX waiver or modification of the ASX Listing Rules and it is intended that the issue of the Placement Options and Lead Manager Options will occur on the same date;
- (f) the Placement Options and Lead Manager Options will be granted for nil cash consideration. The Placement Options will be issued free attached with the Placement Shares on a 1:2 basis. The Lead Manager Options will be issued to GBA Capital (or its nominee) as part consideration for services provided by GPA Capital in connection with the Placement. The Company will not receive any other consideration for the issue of the Options (other than in respect of funds received on exercise of the Options);
- (g) the Placement Options and Lead Manager Options are not issued under an agreement; and
- (h) a voting exclusion statement is included in Resolution 3 and 4 of this Notice.

3. ☐ RESOLUTION 5 - RATIFICATION OF THE PRIOR ISSUES OF SHARES TO DRILLERS – LISTING RULE 7.1

3.1 ☐ Background

As announced on 17 January 2023, the Company issued 2,653,061 Shares at 24.5 cents each (**Drillers Shares**) to its existing drilling contractor, Titeline (Greenstone Property Pty Ltd as trustee for the Titeline Property Trust) (**Titeline**) as a prepayment upon mobilisation for part drilling services for the period January 2023 to April 2023. The Shares were issued on 17 January 2023.

The Drillers Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Drillers Shares .

3.2 ☐ General

A summary of ASX Listing Rule 7.1 and 7.1A is set out in section 1.2 above.

The issue of the Drillers Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Drillers Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

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

Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Drillers Shares.

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Drillers Shares.

3.3 □ Technical information required by ASX Listing Rule 14.1A

If Resolution 3 is passed, the Drillers Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Drillers Shares.

If Resolution 3 is not passed, the Drillers Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Drillers Shares.

3.4 □ 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 the Ratification:

- (a) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (b) 2,653,061 Shares were issued on 17 January 2023;
- (c) the issue price was \$0.245 per Driller Share;
- (d) the Drillers 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;
- (e) the Drillers Shares were issued to Titeline, who is not a related party of the Company;
- (f) no funds were raised from this issue of the Drillers Shares. The Drillers Shares were issued as part consideration for drilling expenditure for the Stavelly Copper-Gold Project. The Company will not receive any consideration for the issue of the Shares;
- (g) the Drillers Shares were issued as a prepayment upon mobilisation for drilling services for the period January 2023 to April 2023 as verbally agreed between the Company and Titeline. The Driller Shares were not issued under an agreement; and
- (h) a voting exclusion statement is included in Resolution 3.

4. □ RESOLUTIONS 6 TO 9 - APPROVAL FOR THE ISSUE OF PLACEMENT SHARES AND OPTIONS TO DIRECTORS

4.1 □ Background

The background to the Placement is set out in section 1.1.

In order to encourage participation in the Placement, Mr Christopher Cairns, Ms Jennifer Murphy, Mr Peter Ironside and Ms Amanda Sparks agreed to participate in the Placement, subject to Shareholder approval.

Resolutions 6 to 9 seeks Shareholder approval for Directors to participate in the Placement on the same terms with the issue of up to 1,111,111 Shares at an issue price of \$0.09, together with one free attaching quoted Option for every two new Shares issued (**Participation**). The Options are exercisable at \$0.15 each with an expiry date of 30 June 2024.

4.2 ☐ **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 Corporations Act.

The Participation will result in the issue of Shares and Options (**Related Party Securities**) which constitutes giving a financial benefit to Mr Christopher Cairns, Ms Jennifer Murphy, Mr Peter Ironside and Ms Amanda Sparks, or their nominees, who are all related parties by virtue of being directors of the Company.

Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares and Options will be issued on the same terms as Placement Shares and Placement Options issued to non-related party participants in the Placement and, as such, the giving of the financial benefit is on arm's length terms.

4.3 ☐ **Listing Rule 10.11**

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

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

unless it obtains the approval of its shareholders.

This issue of the Related Party Securities falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11. Resolutions 6 to 9 seek the required Shareholder approval for the issue under and for the purposes of ASX Listing Rule 10.11.

4.4 □ Technical information required by ASX Listing Rule 10.13

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

Which category in ASX Listing Rules 10.11.1 - 10.11.5 the person falls within and why.	10.11.1, each of the Related Parties are Directors of the Company.								
The number and class of securities to be issued to the person.	<table> <tr> <td>C Cairns</td><td>111,111 Shares and 55,555 Options</td></tr> <tr> <td>J Murphy</td><td>111,111 Shares and 55,555 Options</td></tr> <tr> <td>P Ironside</td><td>555,556 Shares and 277,778 Options</td></tr> <tr> <td>A Sparks</td><td>333,333 Shares and 166,666 Options</td></tr> </table>	C Cairns	111,111 Shares and 55,555 Options	J Murphy	111,111 Shares and 55,555 Options	P Ironside	555,556 Shares and 277,778 Options	A Sparks	333,333 Shares and 166,666 Options
C Cairns	111,111 Shares and 55,555 Options								
J Murphy	111,111 Shares and 55,555 Options								
P Ironside	555,556 Shares and 277,778 Options								
A Sparks	333,333 Shares and 166,666 Options								
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities.	<p>A summary of the material terms of the Options is set out in Schedule 1 to this Notice of Meeting.</p> <p>The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p>								
The date or dates on or by which the entity will issue the securities, which must not be more than 1 month after the date of the meeting.	No later than 1 month after the date of the Meeting (or such other date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of the Related Party Securities will occur on the same date.								
The price or other consideration the entity will receive for the issue.	<p>Issue Price - Shares: \$0.09</p> <p>Issue Price – Options: Nil – free attaching. Exercise price \$0.15, expiry 30/06/2024.</p> <p>The Company will not receive any other consideration for the issue of the Related Party Securities (other than on exercise of the Options).</p> <p>These are the same terms as the Placement.</p>								
The purpose of the issue, including the intended use of any funds raised by the issue.	The purpose of the Placement, including the Directors Participation, is to fund the next phase of exploration and at the Company's Stavely Copper-Gold Project in Western Victoria, the to-be-acquired Hawkstone Nickel-Copper-Cobalt Project in the East Kimberley region of Western Australia and working capital								
If the person is: (a) a director and therefore a Related Party under rule 10.11.1; or (b) an associate of, or person connected with, a director under rules 10.11.4 or 10.14.5, and the issue is intended to remunerate or incentivise the director, details (including the amount) of the director's current total remuneration package.	The Related Party Securities are not intended to remunerate or incentivize the Related Parties.								
If the securities are issued under an agreement, a summary of any other material terms of the agreement.	The Related Party Securities are not being issued under an agreement.								
Voting Exclusion Statement	A voting exclusion statement is included in Resolutions 6 to 9 of the Notice.								

4.5 □ Technical information required by ASX Listing Rule 14.1A

If Resolutions 6 to 9 are passed, the Company will be able to proceed with the issue of the Related Party Securities to the Related Parties within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules). As approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Related Party Securities (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Related Party Securities will not use up any of the Company's 15% annual placement capacity.

If Resolutions 6 to 9 are not passed, the Company will not be able to proceed with the issue of the Related Party Securities to the Related Parties. The Company does not consider this will have a material impact on activities.

5. □ RESOLUTION 10 – RATIFICATION OF AGREEMENT TO ISSUE SECURITIES TO CHALICE MINING

5.1 Background

On 23 May 2023, the Company announced that it has agreed to acquire the 1,800km² Hawkstone Nickel-Copper-Cobalt Project in the West Kimberley region of Western Australia (the **Project**) from Chalice Mining Limited (ASX Code: CHN – **Chalice Mining**). The Company will acquire Chalice Mining's wholly owned subsidiary, North West Nickel Pty Ltd (**NWN**) which owns the Project (the **Acquisition**).

The total consideration payable by the Company to Chalice Mining (or its nominee) for the Acquisition is:

- (a) \$50,000 cash, paid as a Deposit; and
- (b) the following securities:
 - (i) \$950,000 worth of fully paid ordinary shares in the capital of Stavely Minerals (SVY Shares), at a deemed issue price equal to the five-day volume weighted average price of SVY's Shares as traded on the Australian Securities Exchange (**5-day VWAP**) up to and including the day prior to the execution of the Definitive Agreement;
 - (ii) \$350,000 of performance rights, at a deemed issue price equal to the 5-day VWAP up to and including the day prior to the execution of the Definitive Agreement, which convert to ordinary shares on a 1:1 basis, subject to the satisfaction of the milestone of NWN receiving approval of the five-year extension of the term of E04/2299 on or before 31 January 2024; and
 - (iii) \$50,000 of performance rights, at a deemed issue price equal to the 5-day VWAP up to and including the day prior to the execution of the Definitive Agreement, which convert to ordinary shares on a 1:1 basis, subject to the satisfaction of the milestone of NWN receiving approval of the five-year extension of the term of E04/2325, on or before 31 January 2024,(together, the **Consideration Securities**).

The Acquisition is conditional upon the following key terms:

- (a) execution of a binding agreement;
- (b) execution of a deed of assignment and assumption by Stavely Minerals with the previous Vendors of NWN in accordance with the Binding Terms Sheet dated 17 June 2019 between Chalice Mining, NWN and those Vendors regarding deferred consideration rights¹, in a form reasonably satisfactory to Stavely Minerals; and

¹ Contingent deferred consideration from June 2019 when Chalice Mining acquired North West Nickel Pty Ltd, whereby, subject to the following milestones being achieved at the Ruins Project, Stavely will pay to the 2019 vendors of NWN:

- A\$1.75 million in cash or Stavely scrip, at Stavely's election, within 60 days of Stavely releasing to the ASX a Mining Scoping Study or Feasibility Study in relation to the Project;
- A\$4.5 million in cash or Stavely scrip, at Stavely's election, within 60 days of commencement of commercial production and cumulative gross sales exceeding A\$300 million from the Project.

Any future issuance of Stavely shares to the 2019 vendors of NWN remains subject to shareholder approval, as required, and will be priced according to the 20-day Volume Weighted Average Price (VWAP) at point of milestone completion.

- (c) NWN acquiring a 100% unencumbered interest in E04/2325 and E04/2299, except for alluvial rights granted to Kimberley Minerals Ltd in accordance with the terms of the Sale Deed, and NWN acquiring a 100% unencumbered interest in E04/2784.

The Company has not yet issued the Consideration Securities, however, has agreed to issue them using the Company's existing placement capacity under Listing Rule 7.1.

Resolution 10 seeks Shareholder ratification, under ASX Listing Rule 7.4, for the agreement to issue the Consideration Securities.

5.2 General

A summary of ASX Listing Rule 7.1 and 7.1A is set out in section 1.2 above.

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

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the agreement to issue the Consideration Securities.

5.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 10 is passed, the agreement to issue the Consideration Securities will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Consideration Securities.

If Resolution 10 is not passed, the agreement to issue the Consideration Securities will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Consideration Securities.

5.4 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 10:

- (a) the Consideration Securities will be issued to Chalice Mining or its nominees;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Consideration Securities to be issued is that number of Shares which, when multiplied by the 5-day VWAP up to and including the day prior to the execution of the definitive agreement, equals \$950,000; and that number of Performance Rights which, when multiplied by the 5-day VWAP up to and including the day prior to the execution of the definitive agreement, equals \$400,000;

- (d) the Consideration Securities will be issued on completion of the Acquisition, which is anticipated to occur in late July 2023 or during August 2023. In any event, the Consideration Securities will be no later than three (3) months after the date of this General Meeting;
- (e) the deemed issue price of the Consideration Securities will be equal to the 5-day VWAP up to and including the day prior to the execution of the definitive agreement;
- (f) the Consideration Securities will be issued pursuant to the Acquisition agreement, which is summarised in Section 5.1;
- (g) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The terms of the Performance Rights are in Schedule 2;
- (h) the Consideration Securities will be issued for nil cash consideration, as consideration for the Acquisition. The Company will not receive any other consideration for the issue of the Consideration Securities; and
- (i) a voting exclusion statement is included in this Notice.

6. ☐ RECOMMENDATIONS FOR ALL RESOLUTIONS

The Board believes that the Resolutions to be proposed at the Company's General Meeting are in the best interests of the Company and unanimously recommends that Shareholders vote in favour of each Resolution.

7. ☐ ENQUIRIES

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

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

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

Performance Right means a performance right convertible into a Share.

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.

Security means a Share, Option or Performance Right (as the context requires).

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

Shareholder means a holder of a Share.

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

SCHEDULE 1 – TERMS OF THE PLACEMENT OPTIONS AND LEAD MANAGER OPTIONS

(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 \$0.15 (15 cents) (**Exercise Price**).

(c) ☐ Expiry Date

Each Option will expire at 5:00 pm (WST) on 30 June 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 fifteen 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 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 (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.

(l) ☐ Dividend and Voting Entitlements

An Option does not carry dividend or voting entitlements. Shares issued following the exercise of an Option will be Shares that carry dividend and voting entitlements.

(m) ☐ Listed Options

The Options are intended to be quoted, subject to compliance with ASX Listing Rules. Notwithstanding any other term of these Terms of Options, if any term of these Terms of Options is or becomes non-compliant with the ASX Listing Rules, that term will be taken to be varied or deleted (as required) so that it is compliant with the ASX Listing Rules.

SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

(a) Entitlement

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

(b) Exercise Price

Performance Rights shall be issued for nil cash consideration, and Shares issued upon the conversion of Performance Rights shall be issued for nil cash consideration.

(c) Expiry Date

Each Performance Right will expire at 5:00 pm (WST) on 31 January 2024 (**Expiry Date**). A Performance Right not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Vesting Conditions

Number of Performance Rights	Vesting Condition
That number of Performance Rights when multiplied by the 5-day VWAP up to and including the day prior to the execution of the definitive agreement, equals \$350,000	North West Nickel Pty Ltd receiving confirmation of the approval of the five-year extension of the term of E04/2299 on or before 31 January 2024
That number of Performance Rights when multiplied by the 5-day VWAP up to and including the day prior to the execution of the definitive agreement, equals \$350,000	North West Nickel Pty Ltd receiving confirmation of the approval of the five-year extension of the term of E04/2325, on or before 31 January 2024

(e) Exercise Period

When the Board confirm in writing that vesting conditions have been met, then the Performance Rights must be exercised within three (3) months from vesting,

(the **Exercise Period**).

(f) Notice of Exercise

The Performance Rights may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Performance Rights certificate (**Notice of Exercise**).

(g) Exercise Date

A Notice of Exercise is effective on and from the date of receipt of the Notice of Exercise (**Exercise Date**).

(h) Timing of issue of Shares on exercise

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

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights specified in the Notice of Exercise;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section

708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

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

(i) ☐ Shares issued on exercise

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

(j) ☐ Quotation of Shares issued on exercise

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

(k) ☐ Reconstruction of capital

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

(l) ☐ Participation in new issues

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

(m) ☐ Change of control events: Unvested Performance Rights shall become exercisable if:

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

(n) ☐ Transferability

The Performance Rights are not transferable.

(o) ☐ Dividend and voting rights

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(p) ☐ Rights on winding up

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

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 **10:30am (AWST) on Wednesday, 9 August 2023.**

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:

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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: 182761

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

By Mail:

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

By Fax:

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



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

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

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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

☐ the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Stavely Minerals Limited to be held at BDO, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth, WA 6000 on Friday, 11 August 2023 at 10:30am (AWST) and at any adjournment or postponement of that meeting.

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
Resolution 1	Ratification of Placement Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Placement Shares – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for the Issue of Placement Options – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for the Issue of Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Prior Issue of Shares to Drillers – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval for the Issue of Placement Shares and Options to Mr Christopher Cairns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval for the Issue of Placement Shares and Options to Ms Jennifer Murphy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval for the Issue of Placement Shares and Options to Mr Peter Ironside	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval for the Issue of Placement Shares and Options to Ms Amanda Sparks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Ratification of agreement to Issue Securities to Chalice Mining	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

SVY

300750A



Computershare

