

---

**MANTLE MINERALS LIMITED**  
**ACN 082 593 235**  
**NOTICE OF GENERAL MEETING**

---

Notice is given that the Meeting will be held at:

**TIME:** 11:00am (WST)  
**DATE:** Friday, 14 March 2025  
**PLACE:** Level 2  
7 Havelock Street  
WEST PERTH WA 6005

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

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

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm on Wednesday, 12 March 2025.***

---

---

## BUSINESS OF THE MEETING

---

### AGENDA

---

#### 1. RESOLUTION 1 – CONSOLIDATION OF CAPITAL

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

*"That, pursuant to section 254H of the Corporations Act and for all other purposes, Shareholders approve the consolidation of the issued capital of the Company on the basis that:*

- (a) every 10 Shares be consolidated into 1 Share; and*
- (b) all Convertible Securities be adjusted in accordance with Listing Rule 7.21, with fractional entitlements rounded down to the nearest whole Security."*

---

**Dated: 10 February 2025**

### **Voting by proxy**

---

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

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

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

Shareholders and their proxies should be aware 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.

### **Voting in person**

---

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

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6165 8858***

## EXPLANATORY STATEMENT

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.

## 2. RESOLUTION 1 – CONSOLIDATION OF CAPITAL

### 2.1 Background

This Resolution seeks Shareholder approval for the purposes of section 254 of the Corporations Act and all other purposes to consolidate the Company's issued capital on a 10:1 basis (**Consolidation**).

### 2.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

Listing Rule 7.20 provides that if an entity proposes to reorganise its capital, it must tell shareholders of each of the following:

- (a) the effect of the proposal on the number of securities and the amount unpaid (if any) of the securities;
- (b) the proposed treatment of any fractional entitlements arising from the reorganisation; and
- (c) the proposed treatment of any convertible securities on issue.

Listing Rule 7.21 provides that an entity which has convertible securities (except options) on issue may only reorganise its capital if, in respect of the convertible securities, the number of securities or the conversion price, or both, is reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary securities do not receive.

### 2.3 Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below.

	SHARES <sup>1</sup>	PERFORMANCE RIGHTS <sup>2</sup>	CONVERTIBLE NOTES
Current issued capital – pre-Consolidation	6,197,445,834	468,750,000	742,000 <sup>3</sup>
<b>Consolidation on a 10-to-1 basis</b>			
Issued capital – post-Consolidation <sup>4</sup>	619,744,583	46,875,000	742,000 <sup>5</sup>

#### Notes:

1. Assumes no Shares are issued (including on the exercise or conversion of convertible securities).
2. The terms of these Performance Rights are set out in the table below.
3. 742,000 Convertible Notes on issue with a face value of \$1.00 and a conversion price equal to the lower of:
  - a. \$0.001; or
  - b. the five-day volume weighted average price of the Shares on the date of repayment (to a minimum of \$0.0002),
4. Subject to rounding of fractional entitlements in accordance Section 2.4 below.
5. 742,000 Convertible Notes on issue with a face value of \$1.00 and a conversion price equal to the lower of:
  - a. \$0.01; or
  - b. the five-day volume weighted average price of the Shares on the date of repayment (to a minimum of \$0.002),

The effect the Consolidation will have on the terms of the convertible securities that are current only issue (subject to rounding of fractional entitlements) is set out in the tables below:

## Performance Rights

TRANCHE	PRE-CONSOLIDATION	POST-CONSOLIDATION
1	187,500,000	18,750,000
2	93,750,000	9,375,000
3	93,750,000	9,375,000
4	93,750,000	9,375,000
<b>TOTAL</b>	<b>468,750,000</b>	<b>46,875,000</b>

## Convertible Notes

The Company currently has 742,000 convertible notes on issue (**Convertible Notes**).

Under the terms of the Convertible Note Deed, the Convertible Notes are, subject to Shareholder approval, convertible into Shares at a conversion price equal to the lower of:

- (a) \$0.001; or
- (b) the five-day volume weighted average price of the Shares on the date of repayment (to a minimum of \$0.0002).

The Convertible Noteholders will also receive 1 free attaching Option exercisable at 1.5 times the conversion price on or before that date which is 5 years from the date of issue.

The total number of Shares to be issued on conversion of the Convertible Notes is determined by dividing the aggregate face value of the Convertible Notes, together with any accrued interest, by the "conversion price". As at the date of this Notice (and excluding the calculation of any interest), the total number of Shares which could be issued on conversion of all of the Convertible Notes (assuming a conversion price of \$0.001) is approximately 742,000,000 Shares.

The Convertible Note Deed also provides that if there is any reorganisation of the issued share capital of the Company, the rights of the noteholders will be varied to the extent necessary to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation.

Listing Rule 7.21 provides that an entity may only reorganise its capital if, in respect of its convertible securities, the number of securities or the conversion price, or both, is reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary securities do not receive.

If this Resolution is approved by Shareholders, the Company will revise the conversion price to a conversion price equal to the lower of:

- (a) \$0.01; or
- (b) the five-day volume weighted average price of the Shares on the date of repayment (to a minimum of \$0.002),

being an increase that is in inverse proportion to the consolidation ratio applied to the Shares. As a result, the total number of Shares which would be issued on conversion of all of the Convertible Notes (assuming a conversion price of \$0.01) would be reduced to 74,200,000 Shares.

For the purposes of Listing Rule 7.21, the Company considers this treatment would ensure that the holders of the Convertible Notes do not receive a benefit that holders of Shares do not receive under the Consolidation.

## 2.4 Fractional entitlements

Not all security holders will hold that number of Securities which can be evenly divided by 10. Fractional entitlements will be rounded down to the nearest whole number.

## 2.5 Indicative timetable

If this Resolution is passed, the Consolidation will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 7) of the Listing Rules):

ACTION	DATE
Company announces Consolidation and releases Appendix 3A.3	Monday, 10 February 2025
Company sends out the Notice	Wednesday, 12 February 2025
Shareholders approve the Consolidation	Friday, 14 March 2025
Company announces Effective Date of Consolidation	
Effective Date of Consolidation	
Last day for pre-Consolidation trading	Monday, 17 March 2025
Post-Consolidation trading commences on a deferred settlement basis	Tuesday, 18 March 2025
Record Date	Wednesday, 19 March 2025
Last day for the Company to register transfers on a pre-Consolidation basis	
First day for the Company to update its register and send holding statements to security holders reflecting the change in the number of Securities they hold	Thursday, 20 March 2025
Last day for the Company to update its register and to send holding statements to security holders reflecting the change in the number of Securities they hold and to notify ASX that this has occurred	Wednesday, 26 March 2025

The above timetable is indicative only and the Board reserves the right to vary the timetable subject to compliance with the Listing Rules and all other applicable laws.

## 2.6 Holding statements

From the date two Business Days after the Effective Date (as set out in the timetable in Section 2.5 above), all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each security holder to check the number of Securities held prior to disposal or exercise (as the case may be).

## 2.7 Taxation

It is not considered that any taxation implications will exist for security holders arising from the Consolidation. However, security holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

---

## GLOSSARY

---

**\$** means Australian dollars.

**ASIC** means the Australian Securities & Investments Commission.

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

**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 Mantle Minerals Limited (ACN 082 593 235).

**Convertible Securities** means a Performance Right and/or a Convertible Note (as context requires).

**Constitution** means the Company's constitution.

**Convertible Note** has the meaning given in section 2.3 of the Explanatory Statement.

**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.

**Listing Rules** means the Listing Rules of ASX.

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

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

**Option** means an option to acquire a Share.

**Performance Right** means a right to acquire a Share subject to satisfaction of performance milestones.

**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.

**Section** means a section of the Explanatory Statement.

**Security** means a Share, Option or Performance Right (as applicable).

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

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

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

# Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **11.00am (AWST) on Wednesday, 12 March 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

**Complete the form overleaf in accordance with the instructions set out below.**

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au>

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)



