



24 October 2024

Dear Shareholder

**Annual General Meeting – Notice & Proxy Form**

Notice is hereby given that the Annual General Meeting (**Meeting**) of Shareholders of Alchemy Resources Limited (ACN 124 444 122) (the **Company**) will be held at Nexia Australia, Level 4, 88 William Street, Perth WA 6000 on Monday, 25 November 2024 at 11.30am (AWST).

In accordance with section 110D(1) of the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting (**NOM**) (other than to shareholders who have made a valid election to receive documents in hard copy only). Instead, a copy of the NOM is available electronically on the Company's website at <https://alchemyresources.com.au/investor-centre/asx-announcements/> or alternatively on the ASX website by at <https://www.asx.com.au/> searching under the Company's ASX code "ALY".

You may vote by attending the Meeting in person (or by attorney), by proxy or by appointing a corporate representative. The Company strongly encourages shareholders to submit their proxy appointment and voting instructions prior to the meeting in person, by post, electronically via email or the internet (<https://investor.automic.com.au/#/loginsah>), or by facsimile.

Your proxy voting instruction must be received by 11.30am (AWST) on Saturday, 23 November 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting. Instructions for how to lodge the proxy form are set out in the NOM.

The NOM is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the NOM, please contact the Company Secretary by telephone on +61 8 9481 4400.

The Company encourages shareholders to provide an email address so we can communicate with you electronically for items such as notices of meeting and annual reports. Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review or update your communication preferences, please visit the Company's share registry website at <https://investor.automic.com.au/#/home>, or call 1300 288 664 or +61 2 9698 5414.

Yours sincerely

Lindsay Dudfield

**Chair**

**Alchemy Resources Limited**

# ALCHEMY RESOURCES LIMITED

ACN 124 444 122

## NOTICE OF ANNUAL GENERAL MEETING

**TIME:** 11.30am (AWST)  
**DATE:** Monday, 25 November 2024  
**PLACE:** Nexia Australia  
Level 4, 88 William Street  
Perth WA 6000

YOUR ANNUAL REPORT IS AVAILABLE ONLINE AT:

[www.alchemyresources.com.au](http://www.alchemyresources.com.au)

*This Notice of Annual General 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.*

*Should you wish to discuss the matters in this Notice of Annual General Meeting, please do not hesitate to contact the Company Secretary on (08) 9481 4400.*

SHAREHOLDERS ARE URGED TO VOTE BY LODGING THE PROXY FORM

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## CONTENTS

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Notice of Annual General Meeting (setting out the proposed Resolutions) .....	3
Explanatory Statement (explaining the proposed Resolutions) .....	5
Glossary .....	11
Annexure A – Nomination of Auditor .....	12

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### VENUE

The Annual General Meeting (AGM) of the Shareholders of Alchemy Resources Limited (Alchemy or the Company) to which this Notice of Meeting relates will be held at 11.30am (WST) on Monday, 25 November 2024 at the offices of Nexia Australia, Level 4, 88 William Street, Perth WA 6000.

### YOUR VOTE IS IMPORTANT

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

### HOW TO VOTE

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote;
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions online, in person, by post, or by facsimile; or
- lodging their proxy and voting online at <https://investor.automic.com.au/#/loginsah> by following the instructions set out on the attached Proxy Form.

### VOTING IN PERSON

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 10 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the Meeting.

### VOTING BY A CORPORATION

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Shareholders can download and fill out the "Appointment of Corporate Representative" form from the website of the Company's share registry at: <https://automic.com.au/form/corporate-representative.pdf>

### VOTING BY PROXY

A Proxy Form is made available with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The available Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

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:

- (a) 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);
- (b) 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;
- (c) 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

- (d) 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).

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

- (a) 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;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or 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.

Your proxy voting instruction must be received by 11.30am (AWST) on Saturday, 23 November 2024 being not later than 48 hours before the commencement of the Meeting.

## LODGEMENT OF PROXY FORMS

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

### Online:

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

+61 2 8583 3040

so that it is received not later than 11.30am (WST) on Saturday, 23 November 2024.

Proxy Forms received after this time will be invalid.

## CHAIR'S VOTING INTENTIONS

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

Subject to the following paragraph, the Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution under section 224 of the Corporations Act, the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form for that Resolution.

## SUBMITTING QUESTIONS

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [carly.terzanidis@nexiaperth.com.au](mailto:carly.terzanidis@nexiaperth.com.au) by Monday, 18 November 2024.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of Alchemy Resources Limited will be held at the offices of Nexia Australia, Level 4, 88 William Street, Perth WA 6000 at 11.30am (WST) on Monday, 25 November 2024 (Meeting).

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

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 as Shareholders on Saturday, 23 November 2024 at 11.30am (AWST).

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

### AGENDA

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#### 1. ORDINARY BUSINESS

##### Financial Statements and Reports

To receive and consider the annual financial report (Annual Report) of the Company and its controlled entities for the financial year ended 30 June 2024 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

Note: there is no requirement for Shareholders to approve the Annual Report.

#### 2. RESOLUTION 1: ADOPTION OF THE REMUNERATION REPORT

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

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's Annual Report for the year ended 30 June 2024 be adopted, on the terms and conditions in the Explanatory Statement."*

The Remuneration Report is contained in the directors' report in the Company's Annual Report for the year ended 30 June 2024.

Note: Whilst the Corporations Act requires the Remuneration Report to be put to the vote, the vote on this Resolution is advisory only and does not bind the Directors of the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this Resolution.

**Voting Prohibition Statement:** In accordance with section 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

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

#### 3. RESOLUTION 2: RE-ELECTION OF DIRECTOR – LINDSAY DUDFIELD

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

*"That, Lindsay Dudfield, being a Director of the Company who retires in accordance with clause 7.2 of the Company's Constitution and Listing Rule 14.4, being eligible, offers himself for election, be re-elected a Director of the Company, on the terms and conditions in the Explanatory Statement."*

#### 4. RESOLUTION 3: APPOINTMENT OF BDO AUDIT PTY LTD AS AUDITOR

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

*"That, for the purpose of section 327B(1)(b) of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect from the end of the Meeting, on the terms and conditions in the Explanatory Statement".*

#### 5. RESOLUTION 4: APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

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

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, for the purpose and on the terms set out in the Explanatory Statement."*

**Voting Exclusion Statement:** Pursuant to the Listing Rules, a vote on this Resolution will be disregarded if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are 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 Shareholder), or any of their respective associates, or their nominees. This voting exclusion 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;
- (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.

**DATED: 24 OCTOBER 2024**

**BY ORDER OF THE BOARD**

**CARLY TERZANIDIS**

**COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

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This Explanatory Statement forms part of the Notice which should be read in its entirety. The Explanatory Statement contains the terms and conditions on which the Resolution will be voted. The Explanatory Statement includes the following information to assist Shareholders in deciding how to vote on the Resolutions and is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions.

Certain abbreviations and other defined terms are used throughout this Explanatory Statement. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Statement.

A Proxy Form is made available with the Notice.

### 1. ANNUAL REPORT

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://alchemyresources.com.au/investor-centre/reports/annual-reports/>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

The Company's 2024 Annual Report is available on the Company's website at [www.alchemyresources.com.au](http://www.alchemyresources.com.au).

### 2. RESOLUTION 1: ADOPTION OF THE REMUNERATION REPORT

#### 2.1 Introduction

In accordance with section 250R(2) of the Corporations Act, the Company is required to put a resolution at its AGM to its Shareholders that the Remuneration Report be adopted.

The Directors' Report for the year ended 30 June 2024 in the 2024 Annual Report contains a Remuneration Report which explains the Board's policies in relation to the nature and level of remuneration paid to Key Management Personnel (including Directors), and sets out remuneration details, service agreements and the details of any share-based compensation.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (the Spill Resolution) that a further meeting (the Spill Meeting) be held within 90 days at which all of the Company's Directors who were directors of the

Company when the resolution to make the directors' report considered at the second of those annual general meetings was passed (other than the Managing Director, if any) must go up for re-election.

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

If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2025 annual general meeting, this may result in the re-election of the Board.

A reasonable opportunity will be provided for Shareholders to ask questions about, or make comments on, the Remuneration Report at the Annual General Meeting.

## **2.2 Additional Information**

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

## **2.3 Voting on the Remuneration Report**

Pursuant to the Corporations Act, if you elect to appoint a member of Key Management Personnel whose remuneration details are included in the Remuneration Report (other than the Chair) or any Closely Related Party of that member as your proxy to vote on the Remuneration Report, you must direct the proxy how they are to vote. Where you do not direct a member of Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on the Remuneration Report, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution.

The above note on voting does not apply if the voter is the Chair of the Meeting and the undirected proxy expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

# **3 RESOLUTION 2: RE-ELECTION OF DIRECTOR – LINDSAY DUDFIELD**

## **3.1 General**

Clause 7.2(a) of the Company's Constitution and Listing Rule 14.4 both provide that a Director must not hold office, without re-election, past the third annual general meeting following the Director's appointment or last re-election, or for more than three years, whichever is longer. This does not apply to a Managing Director.

A Director who retires by rotation under clause 7.2(a) of the Constitution is eligible for re-election under clause 7.2(b)(iii).

Mr Dudfield, who has been a director of the Company since 25 November 2011 and was last elected by Shareholders on 18 November 2021, retires in accordance with clause 7.2(a) of the Constitution and being eligible, seeks re-election pursuant to this Resolution 2.

If Resolution 2 is passed, Mr Dudfield will be re-elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 2 is not passed, Mr Dudfield will not be re-elected as a Director of the Company.

## **3.2 Qualifications and other material directorships**

Mr Dudfield is a qualified geologist with over 40 years experience exploring for a wide range of commodities in Australia and overseas, including close involvement with a number of greenfields discoveries. He was a founding director of Jindalee Lithium Limited (ASX:JLL), and is currently an Executive Director of JLL. Mr Dudfield also co-founded Energy Metals Ltd (ASX:EME) and remains a Non-Executive Director of the company, as well as acting as Non-Executive Director for Dynamic Metals Ltd (ASX:DYM).

Mr Dudfield is a member of the Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists, the Geological Society of Australia and the Society of Economic Geologists.



Mr Dudfield does not currently hold any other material directorships, other than as disclosed in this Notice.

Mr Dudfield has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

### **3.3 Independence**

If re-elected, the Board considers Mr Dudfield not to be an independent director due to his substantial shareholding in the Company.

### **3.4 Directors' Recommendation**

The independent Directors (being Ms Carpene and Mr Ho) unanimously support the re-election of Mr Dudfield as a Director of the Company and recommend that Shareholders vote in favour of this Resolution.

The Board considers that Mr Dudfield's extensive experience in company directorships and the resources industry brings valuable skills to Board that complement the Board's existing skills and experience.

The Chair intends to exercise all available proxies in favour of this Resolution, unless the Shareholder has expressly indicated a different voting intention.

### **3.5 Additional Information**

Resolution 2 is an ordinary resolution.

## **4 RESOLUTION 3: APPOINTMENT OF BDO AUDIT PTY LTD AS AUDITOR**

### **4.1 General**

As announced on 10 April 2024, the Company appointed BDO Audit Pty Ltd (BDO) as the new auditor of the Company following the resignation of the Company's previous auditor, BDO Audit (WA) Pty Ltd (BDO WA) after it had received consent from ASIC on 10 April 2024 to resign as the Company's auditor in accordance with section 329(5) of the Corporations Act.

The change to the Company's auditor is a result of BDO WA restructuring its audit practice whereby the Company's audits will be conducted by BDO, an authorised audit company, rather than BDO WA. In effect, there will be no change to the auditor of the Company.

Under section 327C(2) of the Corporations Act, any auditor appointed under section 327C(1) of the Corporations Act holds office until the company's next annual general meeting. The Company is therefore required to appoint an auditor of the Company to fill the vacancy in the office of auditor at this Annual General Meeting pursuant to section 327B of the Corporations Act.

Section 328B(1) of the Corporations Act requires that written notice of nomination of a new auditor be received from a member of the Company. The Company has received such a nomination from a Shareholder. A copy of the nomination is set out in Annexure A.

BDO has given its written consent to act as the Company auditor.

Resolution 3 seeks Shareholder approval to appoint BDO as the Company's auditor under section 327B of the Corporations Act, which requires shareholder approval for the appointment of a new auditor to fill a vacancy at the Company's annual general meeting.

If Resolution 3 is passed, the appointment of BDO Audit Pty Ltd as the Company's new auditor will take effect on the close of the Annual General Meeting.

If Resolution 3 is not passed the Company will need to appoint a new auditor other than BDO Audit Pty Ltd.

## **5 RESOLUTION 4: APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY**

### **5.1 General**

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

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 have an additional separate 10% placement capacity.

This Resolution seeks shareholder approval by way of special resolution for the Company to have the

additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without shareholder approval (10% Placement Facility).

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the additional 10% limit in Listing Rule 7.1A without any further shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

Only securities in an existing quoted class of Equity Securities can be issued using the 10% Placement Facility. As at the date of the Notice, the only quoted class of Equity Securities that the Company has on issue is the Shares (ASX trading code: ALY).

The Board considers it is in the Company's best interests to have the opportunity to take advantage of the flexibility to issue additional securities provided under ASX Listing Rule 7.1A. As at the date of this Notice, no decision has been made by the Board to undertake any issue of securities under the 10% Placement Facility if Shareholders approve this Resolution.

## 5.2 Listing Rule 7.1A

### 5.2.1 *Is the Company an eligible entity?*

An 'eligible entity' for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less.

The Company is an eligible entity for these purposes as at the date of this Notice, with a market capitalisation of approximately \$8.2 million based on the closing price of Shares of \$0.007 on 7 October 2024.

### 5.2.2 *What Equity Securities can be issued?*

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

### 5.2.3 *Formula for calculating 10% Placement Facility*

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the period of the approval, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

'A' is the number of Shares on issue 12 months immediately preceding the date of issue or agreement ("relevant period"):

- (A) plus the number of fully paid Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (B) plus the number of fully paid Shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
  - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (C) plus the number of fully paid Shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - (i) the agreement was entered into before the commencement of the relevant period; or
  - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (D) plus the number of fully paid Shares issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;

- (E) plus the number of partly paid Shares that became fully paid in the relevant period;
  - (F) less the number of Shares cancelled in the relevant period.
- 'D' is 10%
- 'E' is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating an entity's 15% annual placement capacity, and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month-period immediately preceding the date of the issue or agreement.

### 5.2.3 What is the interaction with Listing Rule 7.1?

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

## 5.3 Technical information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

### (a) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period.

### (b) Minimum Issue Price

Any Equity Securities issued under Listing Rule 7.1A must be in an existing class of quoted Equity Securities and issued for a cash consideration per security that is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price above.

### (c) Effect of Resolution

The effect of Resolution 4 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1

### (d) Purposes of funds raised

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for:

- (i) general working capital;
- (ii) activities on its current projects; and/or
- (iii) the acquisition of new assets and/or investments (including any expenses associated with such an acquisition).

(e) Statement of risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, there is a risk of the economic and voting dilution of existing Shareholders' including the risks that:

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

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of convertible securities only if those convertible securities are converted into Shares).

The table below shows the dilution of existing Shareholders on the basis of the market price of Shares as at 7 October 2024, and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice (Variable A), with:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the market price as at 7 October 2024 (being \$0.007, the closing price on that date).

Variable "A" in Listing Rule 7.1A		Dilution		
		\$0.0035 50% decrease in Issue Price	\$0.007 Issue Price	\$0.014 100% increase in Issue Price
<b>Current Variable A</b> <b>1,178,076,256 Shares</b>	<b>10% voting dilution</b>	117,807,626 Shares	117,807,626 Shares	117,807,626 Shares
	<b>Funds raised</b>	\$412,327	\$824,653	\$1,649,307
<b>50% increase in current variable A</b> <b>1,767,114,384 Shares</b>	<b>10% voting dilution</b>	176,711,438 Shares	176,711,438 Shares	176,711,438 Shares
	<b>Funds raised</b>	\$618,490	\$1,236,980	\$2,473,960
<b>100% increase in current variable A</b> <b>2,356,152,512 Shares</b>	<b>10% voting dilution</b>	235,615,251 Shares	235,615,251 Shares	235,615,251 Shares
	<b>Funds raised</b>	\$824,653	\$1,649,307	\$3,298,614

The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.

The table has been prepared on the following assumptions:

- (i) As at the date of this Notice, Variable A comprises of 1,178,076,256 existing Shares on issue, assuming that the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- (ii) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (iii) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
- (iv) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

- (v) The calculations above do not show an example of the dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (vi) The table shows only the effect of issue of Equity Securities under the 10% Placement Facility under Listing Rule 7.1A, not the issue of any Equity Securities under the 15% placement capacity under Listing Rule 7.1 or with shareholder approval under that Rule.
- (vii) The issue price is the current market price of \$0.007 being the closing price of the Shares on ASX on 7 October 2024, being the latest practicable date before this Notice was finalised.
- (viii) The issue of Equity Securities under the 10% Placement Facility consists only of Shares and the consideration provided for those Shares is cash. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders

(f) Allocation Policy for issues under Listing Rule 7.1A

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The Company has not as at the date of this Notice formed any intentions in relation to parties who may be invited to participate in any issues that may be made under the 10% Placement Facility, but they may include existing substantial Shareholders and/or new Shareholders, provided that they are not related parties or associates of a related party of the Company.

(g) Previous issues under the 10% Placement Facility

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its 2023 annual general meeting (Previous Approval).

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has not issued or agreed to issue Equity Securities under Listing Rule 7.1A.

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under the 10% Placement Facility and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in this Notice.

## 5.4 Directors' Recommendation

The Directors unanimously support this Resolution and recommend that Shareholders vote in favour of the Resolution.

The Chair intends to exercise all available proxies in favour of this Resolution, unless the Shareholder has expressly indicated a different voting intention.

## 5.5 Additional Information

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

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## GLOSSARY

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\$ means Australian dollars.

**10% Placement Facility** has the meaning given in Section 5.1.

**10% Placement Period** has the meaning given in Section 5.2.

**AGM or Annual General Meeting** means the meeting convened by the Notice of Meeting.

**Annual Report** means the Directors' Report, the Financial Report and the Auditor's Report, in respect to the year ended 30 June 2024.

**ASIC** means the Australian Securities and Investment Commission.

**Associate** has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

**ASX** means ASX Limited or the Australian Securities Exchange, as the context requires.

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

**Auditor's Report** means the auditor's report on the Financial Report.

**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 the ASX declares is not a business day.

**Chair** means the chair of the Meeting.

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

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

**Company** means Alchemy Resources Limited (ACN 124 444 122).

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

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

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

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

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

**Equity Securities** has the meaning given in the ASX Listing Rules.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company (or of an entity within the consolidated group).

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

**Notice, Notice of Meeting** or **Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Statement.

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

**Remuneration Report** means the remuneration report set out in the Directors' Report.

**Resolution** means a resolution as set out in the Notice of Meeting, or any of them, as the context requires.

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

**Share** means a fully paid ordinary share in the capital of the Company, unless specified to the contrary.

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

**Trading Day** or **Trading Days** has the meaning given in the ASX Listing Rules.

**VWAP** means volume weighted average price as defined in the ASX Listing Rules.

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

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## ANNEXURE A – NOMINATION OF AUDITOR


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15 October 2024

Alchemy Resources Limited  
8/8 Clive Street  
West Perth WA 6004

I, James Wilson, being a member of Alchemy Resources Limited (Company) hereby nominate BDO Audit Pty Ltd in accordance with section 328B(1) of the Corporations Act 2001 (*Cth*) to fill the office as auditor of the Company.

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



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James Wilson

15 October 2024

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Date

# 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 **11.30am (AWST) on Saturday, 23 November 2024**, 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)



