

Notice of General Meeting

13 September 2024

Dear Shareholder

Meeka Metals Limited ("**Meeka**" or "**the Company**") advises that a General Meeting (Meeting) will be held in person at The Park Business Centre, 45 Ventnor Avenue, West Perth WA 6005 on Monday, 14 October 2024, at 10:00am (AWST).

As permitted by the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice of Meeting can be viewed and downloaded from the website <https://meekametals.com.au/>. Alternatively, a complete copy of the important meeting documents has been posted to the Company's ASX market announcements page. <https://www2.asx.com.au/markets/company/mek>

Each resolution will be decided by poll based on proxy votes and by votes from Shareholders in attendance at the Meeting. Shareholders are strongly encouraged to vote by lodging the proxy form attached to this letter, in accordance with the instructions set out in the proxy form, by no later than 10:00am (AWST) on Saturday, 12 October 2024 (being at least 48 hours prior to the start of the Meeting).

This announcement was authorised by the Board of Meeka Metals Limited.

Yours faithfully



Tony Brazier
Company Secretary

MEEKA METALS LIMITED
ACN 080 939 135
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (AWST)
DATE: Monday, 14 October 2024
PLACE: The Park Business Centre
45 Ventnor Avenue
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 10:00am (AWST) on 12 October 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 97,496,347 Shares to the Tranche 1 Placement Participants on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 118,970,893 Shares to the Tranche 1 Placement Participants on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 479,200,000 Shares to Tranche 2 Placement Participants, on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTOR – PAUL CHAPMAN

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 4,000,000 Shares to Paul Chapman (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTOR – PAUL ADAMS

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 800,000 Shares to Paul Adams (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – RATIFICATION OF PRIOR AGREEMENT TO ISSUE WARRANTS

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue 25,000,000 Warrants to Auramet (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

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:

Resolution 1 – Ratification of Prior Issue of Tranche 1 Placement Shares Under Listing Rule 7.1	Tranche 1 Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 2 – Ratification of Prior Issue of Tranche 1 Placement Shares Under Listing Rule 7.1A	Tranche 1 Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Approval to Issue Tranche 2 Placement Shares	Tranche 2 Placement Participants or any other 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).
Resolution 4 – Approval to Issue Placement Shares to Director – Paul Chapman	Paul Chapman (or his nominee(s)) 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 5 – Approval to Issue Placement Shares to Director – Paul Adams	Paul Adams (or his nominee(s)) 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 6 – Ratification of Prior Agreement to Issue Warrants	Auramet (or its nominee(s)) or any other person who will participate in the issue or is a counterparty to the agreement being approved, or an associate of Auramet.

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.

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.

You may still attend the Meeting and vote in person even if you have lodged a direct vote or appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but the Company will need to verify your identity.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6388 2700.

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.

1. BACKGROUND TO RESOLUTIONS 1 TO 6

1.1 Placement and Auramet Facility

On 3 September 2024, the Company announced that it had received firm commitments to raise \$35,000,000 (before costs) through a placement of a total of 700,467,240 Shares at an issue price of \$0.05 per Share (**Placement**).

The Placement comprises the issue of Shares through two tranches as follows:

- (a) **Tranche 1:** 216,467,240 Shares to professional and sophisticated investors unrelated to the Company, including Auramet as detailed in Section 1.2 below (**Tranche 1 Placement Participants**) to raise \$10,823,362, pursuant to the Company's placement capacity under Listing Rules 7.1 and 7.1A. The Company is seeking Shareholder approval to ratify the issue of the Tranche 1 Placement Shares pursuant to Resolutions 1 and 2; and
- (b) **Tranche 2:** 479,200,000 Shares to professional and sophisticated investors unrelated to the Company, including Auramet as detailed in Section 1.2 below (**Tranche 2 Placement Participants**) to raise \$23,960,000, subject to obtaining Shareholder approval sought pursuant to Resolution 3.

In addition, Resolutions 4 and 5 seek Shareholder approval for the issue of 4,800,000 Shares to Directors Paul Chapman and Paul Adams (**Related Parties**) under Tranche 2 of the Placement (**Director Participation**).

The Company at the same time announced that it had entered into a binding term sheet (**Term Sheet**) with Auramet International, Inc. (**Auramet**) and Auramet Capital Partners, L.P. (**Auramet CP**) for a funding package consisting of a \$26 million gold loan and \$12 million gold stream (**Auramet Facility**). A summary of the material terms of the Term Sheet is set out in Schedule 2. Further details of the Auramet Facility are set out in the Company's ASX announcement dated 3 September 2024. Funding of the Auramet Facility is subject to execution of formal documentation, which is expected in September 2024, and satisfaction of customary conditions precedent.

1.2 Auramet Equity Subscription Agreement

As announced on 3 September 2024, in connection with the Auramet Facility, Auramet CP has an equity subscription agreement with the Company pursuant to which Auramet CP agreed to subscribe for a total of \$5,000,000 under the Placement (**Equity Subscription Agreement**), comprising \$2,500,000 worth of Shares under Tranche 1 and \$2,500,000 worth of Shares under Tranche 2.

Auramet CP was issued a total of 50,000,000 Shares under Tranche 1 of the Placement and, subject to Shareholder approval sought pursuant to Resolution 3, will be issued a further 50,000,000 Shares under Tranche 2 of the Placement.

The Equity Subscription Agreement otherwise contains provisions considered standard for an agreement of its nature (including termination, representations, warranties and confidentiality provisions).

1.3 Issue of Warrants

Under the Term Sheet, the Company has agreed to issue up to 25,000,000 Share warrants with an exercise price of \$0.049 (being a 20% premium to the 10-day volume weighted average price of Shares based on the period prior to 25 July 2024) (**Warrants**) to Auramet, ratification of which is sought pursuant to Resolution 6. A summary of the material terms of the Term Sheet is set out in Schedule 2. Please refer to the Company's ASX announcement released on 3 September 2024 for further details.

1.4 Lead Manager

Petra Capital Pty Ltd (ACN 110 952 782) (AFSL 317 944) (**Petra Capital**) was appointed by the Company to act as lead manager to the Placement pursuant to a mandate dated 22 August 2024. Under that mandate, the Company agreed to pay Petra Capital a 2% offer management fee and a 4% placement fee of the total funds raised under the Placement, excluding the \$5,000,000 subscription by Auramet CP.

1.5 Use of funds

The Company intends to apply the funds raised under the Placement towards the development of the Company's Murchison Gold project, repayment of a \$2,200,000 bridging loan, exploration, corporate costs and providing a significant working capital contingency.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULES 7.1 AND 7.1A

2.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares, comprising an aggregate of 216,467,240 Shares at an issue price of \$0.05 per Share to raise \$10,823,362.

The Tranche 1 Placement Shares were issued on 9 September 2024, comprising:

- (a) 97,496,347 Shares pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1); and
- (b) 118,970,893 Shares pursuant to the Company's placement capacity under Listing Rule 7.1A.

2.2 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 this approval at its annual general meeting held on 28 November 2023.

The issue 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 and 7.1A for the 12 month period following the date of the issue.

2.3 Listing Rule 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.

2.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue 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 the issue.

If these Resolutions are not passed, the issue 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 the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

2.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	<p>Auramet CP, and other professional, sophisticated and institutional investors identified through a bookbuild process, which involved Petra Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company.</p> <p>The Company confirms that upon completion of the issue of Shares under Tranche 1 and Tranche 2 of the Placement, Auramet CP will hold approximately 5.17% of the issued Shares of the Company (assuming no further Shares are issued or convertible securities are issued or exercised). The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.</p>
Number and class of Securities issued	<p>216,467,240 Shares were issued on the following basis:</p> <p>(a) 97,496,347 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and</p> <p>(b) 118,970,893 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).</p>
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date on or by which the Securities were issued	9 September 2024
Price or other consideration the Company received for the Securities	\$0.05 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.5 for details of the proposed use of funds.
Summary of material terms of agreement to issue	50,000,000 Placement Shares were issued to Auramet CP pursuant to the Equity Subscription Agreement (the material terms of which are summarised in Section 1.2). 166,467,240 Shares were issued pursuant to customary placement agreements between the Company and the other Tranche 1 Placement Participants.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

3.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 479,200,000 Tranche 2 Placement Shares at an issue price of \$0.05 per Share to raise up to \$23,960,000.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue 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 this Resolution is not passed, the Company will not be able to proceed with the issue of the Shares to the Tranche 2 Placement Participants and will not raise the further \$23,960,000.

3.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	<p>Auramet CP, and other professional, sophisticated and institutional investors identified through a bookbuild process, which will involve Petra Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company.</p> <p>The Company confirms that upon completion of the issue of Shares under Tranche 1 and Tranche 2 of the Placement, Auramet CP will hold approximately 5.17% of the issued Shares of the Company (assuming no further Shares are issued or convertible securities are issued or exercised). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.</p>
Number of Securities and class to be issued	Up to 479,200,000 Shares will be issued.
Terms of Securities	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.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.05 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply as outlined in Section 1.5.
Summary of material terms of agreement to issue	50,000,000 Placement Shares are being issued to Auramet CP pursuant to the Equity Subscription Agreement (the material terms of which are summarised in Section 1.2). Up to 429,200,000 Placement Shares are being issued pursuant to customary placement agreements between the Company and the other Tranche 2 Placement Participants.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTIONS 4 AND 5 – APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTORS

4.1 General

These Resolutions seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of a total of 4,800,000 Shares to Directors of the Company Mr Paul Chapman and Paul Adams (or their nominee(s)), to enable their participation in Tranche 2 of the Placement on the same terms as unrelated participants.

The Shares will be issued pursuant to the Director Participation as follows:

- (a) 4,000,000 Shares will be issued to Paul Chapman subject to Shareholder approval sought under Resolution 4; and
- (b) 800,000 Shares will be issued to Paul Adams subject to Shareholder approval sought under Resolution 5.

4.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that 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 issue constitutes giving a financial benefit Paul Chapman and Paul Adams are related parties of the Company by virtue of being a Directors.

The Directors (other than Paul Chapman and Paul Adams who have a material personal interest in Resolutions 4 and 5 respectively) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Paul Chapman and Paul Adams (or their nominee(s)) on the same terms as Securities issued to non-related party participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

4.3 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

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

4.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 1.5. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and the further \$240,000 pursuant to the Director Participation will not be raised.

4.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Paul Chapman and Paul Adams
Categorisation under Listing Rule 10.11	Paul Chapman and Paul Adams fall within the category set out in Listing Rule 10.11.1 as they are each a related party of the Company by virtue of being a Director. Any nominee(s) of Paul Chapman or Paul Adams who receives Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Up to 4,800,000 Shares will be issued.
Terms of Securities	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.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.05 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.5 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares are being issued pursuant to customary placement agreements between the Company and the Placement participants.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTION 6 – RATIFICATION OF PRIOR AGREEMENT TO ISSUE WARRANTS

5.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the Company's agreement to issue 25,000,000 Warrants to Auramet (or its nominee(s)) pursuant to the Term Sheet as summarised in Section 1.3.

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

Resolution 6 seeks Shareholder ratification, under ASX Listing Rule 7.4, for the agreement to issue the Warrants.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The issue 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 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 the issue.

5.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 2.3 above.

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 Warrants.

5.4 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the agreement to issue the Warrants will be included in calculating the Company's 15% limit in Listing Rule 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 the issue.

5.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were agreed to be issued	The Company agreed to issue the Warrants to Auramet (or its nominee(s)).
Number and class of Securities agreed to be issued	25,000,000 Warrants exercisable at \$0.049 each, being a 20% premium to the 10-day volume weighted average price of Shares based on the period prior to 25 July 2024, expiring on the date that is 24 months after the date of issue.
Terms of Securities	The Warrants will be issued on the terms and conditions set out in Schedule 1, to be more fully documented by a full form warrant subscription deed.
Date(s) on or by which the Securities will be issued.	The Warrants will be issued on execution of formal documentation for the Auramet Facility, expected to occur in September 2024 and in any event no later than three (3) months after the date of this Meeting.
Price or other consideration the Company received for the Securities	The Warrants will be issued at a nil issue price on terms to be finalised in due course.
Purpose of the issue, including the intended use of any funds raised by the issue	The Warrants are being issued as part of the consideration payable to Auramet for provision of the Auramet Facility. The Company will not receive any other consideration in respect of the issue of the Warrants (other than in respect of funds received on exercise of the Warrants).
Summary of material terms of agreement to issue	The Company has agreed to issue the Warrants under the Term Sheet which sets out the terms of the Auramet Facility, as announced on 3 September 2024, and as summarised in Section 1.3 above. The terms of the Auramet Facility will be more fully documented in formal documentation, expected to be executed in September 2024. A summary of the material terms of the Term Sheet is set out in Schedule 2. Please refer to the Company's ASX announcement released on 3 September 2024 for further details.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

GLOSSARY

\$ means Australian dollars.

Auramet and **Auramet CP** have the meaning given in Section 1.1.

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 Meeka Metals Limited (ACN 080 939 135).

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

Directors means the current directors of the Company.

Director Participation has the meaning given in Section 1.1.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

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

Petra Capital means Petra Capital Pty Ltd (ACN 110 952 782) (AFSL 317 944).

Proxy Form means the proxy form accompanying the Notice.

Related Parties has the meaning given in Section 1.1.

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.

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

Shareholder means a registered holder of a Share.

Tranche 1 Placement Participants has the meaning given in Section 1.

Tranche 2 Placement Participants has the meaning given in Section 1.

Warrants means an agreement to acquire Shares upon exercise pursuant to the Warrant Deed.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF WARRANTS

(a) **Entitlement**

Each Warrant entitles the holder (**Warrant Holder**) to subscribe for one Share upon exercise of the Warrant.

(b) **Exercise Price**

Subject to paragraph (n) below, the amount payable upon exercise of each Warrant will be \$0.049 per Warrant (**Exercise Price**).

(c) **Expiry Date**

Each Warrant will expire at 5:00 pm (WST) on the date which is 24 months after the date of issue (**Expiry Date**). A Warrant not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

Each Warrant is exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Exercise Notice**

Any or all of the Warrants may be exercised during the Exercise Period by the Warrant Holder by giving notice (**Exercise Notice**) to the Company in accordance with the warrant deed poll entered to be entered into by the Company for the benefit of Auramet and any subsequent Warrant Holder (**Warrant Deed**).

(f) **Contents of Exercise Notice**

An Exercise Notice must:

- (i) be substantially in the form set out in Attachment 2 of the Warrant Deed;
- (ii) specify the number of Warrants being exercised and the number of Shares to be issued (the **Relevant Shares**);
- (iii) specify the consideration payable to the Company on Warrant Completion (the **Exercise Consideration**), equal to the sum of the number of Warrants specified in that notice multiplied by the Exercise Price;
- (iv) specify whether the Relevant Shares are to be issued to the Warrant Holder or to a nominee and, in the case of the latter, set out the name, place of incorporation or registration (if applicable) and registered office or relevant address of the nominee;
- (v) specify a time and date on which completion of the issue of a Share on exercise of a Warrant in accordance with the Warrant Deed is to take place (which date must be not less than 2 Business Days and not more than 10 Business Days after the date on which that notice is given) (**Warrant Completion**); and
- (vi) be dated and signed by an authorised officer of the Warrant Holder (and, where the Relevant Shares are to be issued to a nominee, counter-signed by an authorised officer of the nominee).

(g) **Obligations of the Company**

- (i) Within 1 Business Day of receipt of an Exercise Notice, the Company will notify in writing the Warrant Holder who has delivered an Exercise Notice of its bank account (which must be in A\$) to which the Exercise Consideration shall be paid at Warrant Completion.
- (ii) Subject to paragraph (l) below, on Warrant Completion and subject to payment of the relevant Exercise Consideration to the Company, the Company will in

accordance with the Warrant Deed and the terms of the relevant Exercise Notice:

- (A) issue and allot the Relevant Shares;
 - (B) enter the Warrant Holder or its nominee (as applicable) into the register of members of the Company as the registered holder of the Relevant Shares;
 - (C) take those steps referred to below at paragraph 0; and
 - (D) procure the execution and delivery of any further documentation in relation to, or the taking of any action to effect, the issue and allotment of the Relevant Shares to the Warrant Holder or its nominee (as applicable).
- (iii) If the Warrant Holder exercises only part of its holding of Warrants, the Company shall issue to the Warrant Holder a new warrant certificate in respect of the remaining Warrants.

(h) **Obligations of the Warrant Holder**

On Warrant Completion, the Warrant Holder must deliver to the Company:

- (i) the Exercise Consideration by delivery of immediately available funds in an amount equal to the Exercise Consideration to the Company's nominated bank account; and
- (ii) any warrant certificate for the Warrants exercised.

(i) **Shares issued on exercise**

The shares issued by the Company upon the exercise of the Warrants must rank equally with the ordinary shares of the Company at the time of issue and will be issued as fully paid.

(j) **Quotation of shares**

The Company will, in accordance with the Listing Rules, apply for the Relevant Shares issued at any Warrant Completion to be listed for quotation on ASX and any other securities exchange on which Shares are quoted at the time of that Warrant Completion.

(k) **Provision of notices**

The Company undertakes to the Warrant Holder that on each Warrant Completion:

- (i) If required, the Company must give to ASX, on the date on which each Warrant Completion occurs, a written notice in compliance with section 708A(5)(e) of the Corporations Act which complies with the requirements in section 708A(6) of the Corporations Act (**Cleansing Statement**) or otherwise within one month after Warrant Completion lodge a disclosure document to ensure that the Relevant Shares are able to be sold or transferred without disclosure to investors under the Corporations Act in the 12 month period after the date of issue of those Relevant Shares (**Cleansing Prospectus**); or
- (ii) that occurs because the Company has notified the Warrant Holders of a proposed new issue under paragraph (m) below and the Warrant Holder has exercised Warrants:
 - (A) if the Company is required to issue a Cleansing Statement or a Cleansing Prospectus in respect of the new issue, that Cleansing Statement or Cleansing Prospectus must also relate to the Relevant Shares issued on Warrant Completion provided that Warrant Completion occurs before (but not more than 5 Business Days before) the time at which the Company issues that Cleansing Statement for the new issue; and
 - (B) if the Company issues a written notice in compliance with section 708AA(2)(f) of the Corporations Act which complies with section 708AA(7) of the Corporations Act (**Rights Issue Cleansing Statement**) in

respect of that new issue, the Company must give to ASX at the same time or, if Warrant Completion has not occurred at that time, before 10.00am on the date on which Warrant Completion occurs, a Cleansing Statement in respect of the Relevant Shares issued on Warrant Completion.

(l) **Takeover threshold**

- (i) The Warrant Holder must not exercise any Warrant where a consequence of the issue of Relevant Shares would result in any person's voting power (as defined in Chapter 6 of the Corporations Act) exceeding 20% (**Proscribed Outcome**).
- (ii) The Company shall have no obligation to issue any Relevant Shares, and shall be entitled to disregard any Exercise Notice where the issue of the Relevant Shares would result in a Proscribed Outcome.

(m) **Participation in new issues**

- (i) The Company must notify the Warrant Holders of any new pro rata issue (including pro rata issues of shares or securities in a corporation other than the Company) at least ten Business Days before the record date for that proposed issue.
- (ii) In the case of a placement of Shares, provided the Warrant Holder has provided an Exercise Notice to the Company on the day of announcement of the placement to ASX, the Company shall use all reasonable endeavours to ensure that:
 - (A) the Relevant Shares are issued at the same time as the Shares are issued pursuant to the placement; and
 - (B) the Cleansing Notice lodged with ASX in relation to the Shares issued under the Placement also extends to the Relevant Shares.
- (iii) A Warrant Holder does not have a right to participate in new issues without exercising the Warrant.

(n) **Adjustments**

- (i) In the event of any reorganisation of capital of the Company, all rights of the Warrant Holder will be changed to the extent necessary to comply with the Listing Rules at the time of the re-organisation;
- (ii) The Warrants will not give any right to participate in dividends until Relevant Shares are allotted pursuant to the exercise of the relevant Warrants. The Company will provide 15 Business Days' notice to the Warrant Holders prior to the record date for the relevant dividend to allow the Warrant Holders (should they elect to do so), to exercise their Warrants and to be issued Shares prior to the record date for the relevant dividend so that they may receive the relevant dividend;
- (iii) In the event that a pro rata issue (except a Bonus Issue) is made to Shareholders, the Exercise Price will be reduced according to the following formula as amended in accordance with the Listing Rules from time to time (provided that if the application of the formula results in a number that is less than zero, the Exercise Price will be reduced to zero):

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

where:

O' = the new Exercise Price.

O = the old Exercise Price.

- E** = the number of underlying Shares into which one Warrant is exercisable.
- P** = the volume weighted average market price per Share of the Shares in the Company calculated over the five Trading Days ending on the day before the ex rights date or ex entitlements date.
- S** = the subscription price for a Share under the pro rata issue.
- D** = the dividend due but not yet paid on the existing Shares (except those to be issued under the pro rata issue).
- N** = the number of Shares with rights or entitlements that must be held to receive a right to one new Share.

- (iv) The number of Shares to be issued pursuant to the exercise of Warrants will be adjusted for bonus issues made prior to exercise of Warrants. The number of Shares the subject of the Warrants will be increased so that upon exercise of the Warrants the number of Shares issued to the Warrant Holder will include the number of bonus Shares that would have been issued if the Warrants had been exercised and Shares allotted prior to the record date for the bonus issue. The Warrant Exercise Price shall not change as a result of any such bonus issue.
- (v) The Company must notify the Warrant Holder and ASX within one month after the record date for a pro-rata or bonus issue of the adjustment to the number of Shares over which a Warrant exists and/or the adjustment to the Exercise Price.
- (vi) Except as provided in paragraphs (iii) and (iv) above, an issue of Shares or other securities by the Company will not change either the number of Shares underlying the Warrants or the Exercise Price

(o) **Quotation of Warrants**

The Warrants will not be listed for quotation on ASX or any other securities exchange.

(p) **Warrants not transferable**

- (i) Warrants may only be transferred in accordance with the Warrant Deed and all applicable laws and regulations of each relevant jurisdiction.
- (ii) The Warrant Holder undertakes, that it will comply with Chapter 6D of the Corporations Act as it applies at the relevant time, including with respect to any applicable restrictions as to on-sale to retail investors over the 12 month period following the date of issue.
- (iii) Warrants are only transferable with the prior written consent of the Company.

(q) **Terms in accordance with ASX Listing Rules**

The Warrant Deed, as it applies between the Company and any Warrant Holder, may be amended only by another agreement in writing executed by the Company and agreed to in writing by the holders of greater than 50% of the Warrants on issue at the time.

(r) **Governing law**

These terms and the Warrants are governed by the laws of Western Australia.

SCHEDULE 2 – KEY TERMS OF AURAMET FACILITY

Key Terms of the Gold Loan

Borrower	Andy Well Mining Pty Ltd (a wholly owned subsidiary of (Meeka Metals Limited)
Guarantor	Meeka Metals Limited
Lender	Auramet International, Inc
Facility Amount	\$26,000,000
Gold Repayments	<p>9,000* ounces of gold (12x monthly deliveries of 750* ounces of gold).</p> <p>*Gold Repayment ounces are to be adjusted based on the average forward price per ounce of gold over the Gold Delivery Period at the date the Conditions Precedent are satisfied.</p> <p>Gold Repayment ounces of 9,000 results from an average forward price of \$3,872 per ounce.</p> <p>If the average forward price were \$4,000 per ounce then the Gold Repayment ounces would reduce to 8,712 ounces.</p> <p>The current average forward price over the delivery period is ~\$3,971 per ounce (US\$2,649/oz, AUD:USD 0.667).</p>
Gold Delivery Period	<p>12 monthly deliveries of physical gold in the amount of 750* ounces of gold, commencing on 30 September 2025 and continuing each month through and including 31 August 2026.</p> <p>*Monthly deliveries to be adjusted based on final Gold Repayment ounces.</p>
Maturity Date	31 August 2026
Gold Call Options	<p>The Borrower shall grant the Lender 12,000 ounces of gold call options at a strike price of ~\$4,150* per ounce, with expiration dates between September 2025 and August 2026 (1,000 ounces per month). The gold call options are European style and can only be exercised at the option expiration date.</p> <p>*The option strike price to be 10% above the spot gold price at the date the gold loan agreement is executed.</p>
Warrants	Guarantor will issue the Lender 25,000,000 share warrants of the Guarantor at \$0.049 per warrant (a 20% premium to the 10-day VWAP share price based on the period prior to 25 July 2024). The Warrants have a 24-month maturity and are subject to ASX approval.
Security and Pledge	First ranking security over all assets of the Borrower, a pledge from the Guarantor of 100% of its shares in the Borrower and a guarantee from the Guarantor.
Offtake	The Borrower will sell 100% of the Borrower's gold production up to 28 February 2027 to the Lender at the prevailing New York COMEX (or other mutually agreed) spot gold price.
Conditions Precedent	Usual conditions precedent for a transaction of this nature and at least \$18,000,000 of the Placement and \$12,000,000 of Stream proceeds applied to the development of Murchison.
Warranties	Usual warranties for a transaction of this nature.
Default	Usual events of default for a transaction of this nature.

Key Terms of the Gold Stream

Borrower	Andy Well Mining Pty Ltd (a wholly owned subsidiary of (Meeka Metals Limited)
Guarantor	Meeka Metals Limited
Lender	Auramet Capital Partners, L.P.
Facility Amount	\$12,000,000
Stream	The Borrower will deliver 4.25% of all gold produced from Mining Leases M51/870 and M51/882 to the Lender until an aggregate 5,000 ounces of gold have been delivered to the Lender. The Lender will purchase the Stream deliveries from the Borrower at Gold Purchase Price.
Tail Stream	Following completion of the Stream deliveries, the Borrower will deliver 1.50% of all gold produced from Mining Leases M51/870 and M51/882 for the remaining life of the mine. The Lender will purchase the Tail Stream deliveries from the Borrower at Gold Purchase Price.
Gold Purchase Price	The Lender will purchase the Stream and Tail Stream deliveries from the Borrower at a purchase price equal to 20% of the prevailing New York COMEX (or other mutually agreed) spot gold price.
Buyback Option	The Borrower has the option to repurchase 80% of the Stream for \$5,000,000 after 5,000 ounces of gold have been delivered to the Lender under the Stream. If the Buyback Option is exercised, the Tail Stream reduces to 0.30% of all gold produced from Mining Leases M51/870 and M51/882 for the remaining life of the mine and the Lender will continue to purchase the reduced Tail Stream deliveries from the Borrower at Gold Purchase Price.
Security and Pledge	Security over all assets of the Borrower, a pledge from the Guarantor of 100% of its shares in the Borrower and a guarantee from the Guarantor (each, subordinate only to the Gold Loan).
Conditions Precedent	Usual conditions precedent for a transaction of this nature and at least \$18,000,000 of the Placement proceeds applied to the development of Murchison.
Warranties	Usual warranties for a transaction of this nature.
Default	Usual events of default for a transaction of this nature.

Your proxy voting instruction must be received by **10.00am (AWST) on Saturday, 12 October 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://automic.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.



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