

NOTICE OF ANNUAL GENERAL MEETING - ADDENDUM

Podium Minerals Limited (ASX: POD, 'Podium' or 'the Company') is pleased to advise that its 2024 Annual General Meeting will be held at 2.00pm (AWST) on Monday, 25 November 2024 at the offices of BDO, Level 9, 5 Spring Street Perth Western Australia.

The Company has amended the Notice of Meeting announced to ASX on 28 October 2024 to include additional resolutions relating to the proposed acquisition of assets from EVM Nickel Pty Ltd (subject to deed of company arrangement) (**EV Nickel**) announced on 21 and 28 October 2024 and the \$3.64m fully underwritten entitlement offer announced on 25 October 2024 (**Additional Resolutions**).

The Additional Resolutions, and related explanatory memorandum disclosures, are contained in an addendum to the Notice of Meeting dated 27 October 2024 (**Addendum**), together with a Replacement Proxy Form and a revised letter advising further details in respect of the meeting and access to meeting documents, has been sent to shareholders and is attached for immediate release.

This announcement has been approved for release by Chris Edwards, Company Secretary, Podium Minerals Limited.

For further information, please contact:

Rod Baxter
Executive Chairman
info@podiumminerals.com
+61 8 9218 8878

Chris Edwards
Company Secretary
info@podiumminerals.com
+61 8 9218 8878



29 October 2024

Dear Shareholders,

ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM - ADDENDUM

Podium Minerals Limited's (**Podium** or **the Company**) 2024 Annual General Meeting is scheduled to be held at the offices of BDO, Level 9, 5 Spring Street, Perth WA 6000 on Monday, 25 November 2024 at 2:00pm (AWST) (**Meeting**).

The Company has amended the Notice of Meeting announced to ASX on 28 October 2024 to include additional resolutions relating to the proposed acquisition of assets from EVM Nickel Pty Ltd (subject to deed of company arrangement) (**EV Nickel**) announced on 21 and 28 October 2024 and the \$3.64m fully underwritten entitlement offer announced on 25 October 2024 (**Additional Resolutions**).

The Additional Resolutions, and related explanatory memorandum disclosures, are contained in an addendum to the Notice of Meeting dated 27 October 2024 (**Addendum**), together with a Replacement Proxy Form, announced to ASX on 29 October 2024.

All shareholders will receive a physical copy of the Replacement Proxy Form.

In accordance with section 110D(1) of the *Corporations Act 2001* (Cth), the Company will not be sending physical copies of the Addendum to shareholders unless they have made a valid election to receive documents in physical form.

Instead, a copy of the Addendum and Replacement Proxy Form is available electronically under the "Shareholder Communication" section of the Company's website at <https://podiumminerals.com/>.

If you have nominated an email address to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Addendum and Replacement Proxy Form.

If you have elected to receive notices in physical form copy, a copy of the Addendum and your personalised Replacement Proxy Form will be dispatched to you.

If Shareholders wish to have their votes counted by proxy in respect of the Additional Resolutions, Shareholders must use the Replacement Proxy Form to vote on ALL Resolutions.

Replacement Proxy Forms can be lodged electronically at www.investorvote.com.au or by email, mail or in person using the details on the Replacement Proxy Form.

Further details regarding the Replacement Proxy Form are provided in the Addendum. If you have any difficulties obtaining a copy of the Addendum and Replacement Proxy Form, please contact the Company Secretary on (08) 9218 8878.

Podium shareholders who wish to update their details to be able to receive communications and notices electronically can do so by visiting the Company's share registry website at <https://www.computershare.com/au> and registering an account.

Sincerely,

Christopher Edwards
Company Secretary



Podium Minerals Limited
ACN 009 200 079

Addendum to Notice of Annual General Meeting

This Addendum forms part of the Company's Notice of Annual General Meeting (including the Explanatory Statement and Proxy Form) dated 21 October 2024 (and released to the ASX on 28 October 2024) (**Notice**).

This Addendum is supplemental to the original Notice and should be read together with it. To the extent of any inconsistency, this Addendum will prevail over the original Notice. Undefined terms in this Addendum have the same meaning as in the Notice. This Addendum 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.

By this Addendum:

- (a) additional Resolutions 12, 13 and 14 (**Additional Resolutions**) as detailed below are added to the Notice of Meeting and will be considered at the Company's upcoming AGM; and
- (b) new sections 13 and 14 are added to the Explanatory Memorandum to the Notice of Meeting in respect of the Additional Resolutions as detailed below.

A Replacement Proxy Form is provided with this Addendum.

- (a) If Shareholders wish to have their votes counted by proxy in respect of the Additional Resolutions, Shareholders must use the Replacement Proxy Form to vote on ALL Resolutions.
- (b) Replacement Proxy Forms can be lodged electronically at www.investorvote.com.au or by email, mail or in person using the details on the Replacement Proxy Form.

- (c) The deadline for lodging all Proxy Forms, including the Replacement Proxy Form if used, remains 48 hours before commencement of the Meeting i.e. 2.00pm (AWST) on 23 November 2024.
- (d) If a shareholder provides a Replacement Proxy Form, any previous proxy form which has been completed by that Shareholder will be disregarded.
- (e) If you have already voted by completing and submitting to the Company a proxy form and do not wish to vote on the Additional Resolutions, or do not wish to change your proxy vote on any of the resolutions, you do not need to take any action, as the previous proxy form you have already submitted remains valid.
- (f) In the event that a shareholder provides the Company with a proxy form as originally provided with the Notice of Meeting and does not subsequently provide a Replacement Proxy Form, the Company reserves the right to accept the proxy form received (notwithstanding the proxy form does not provide for a vote on the Additional Resolutions).
- (g) Further details regarding the appointment of a proxy are provided in the Notice of Meeting dated 21 October 2024.

NOTICE OF ANNUAL GENERAL MEETING

The Notice is amended by insertion of the following additional Resolutions and Voting Exclusions.

Resolution 12 – Ratification of agreement to issue Tranche A New Underwriter Options

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

'That the agreement to issue 21,590,666 New Underwriter Options to Canaccord Genuity (Australia) Limited (ACN 009 200 079) (or its nominees) is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 13 – Approval to issue Tranche B New Underwriter Options

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

'That the issue of 16,304,900 New Underwriter Options to Canaccord Genuity (Australia) Limited (ACN 009 200 079) (or its nominees) is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 14 – Approval to issue Shares pursuant to EVM Nickel Pty Ltd Deed of Company Arrangement

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

'That for the purposes of Listing Rule 7.1 and for all other purposes Shareholders approve the issue of:

- (a) 110,706,237 Shares to Johnson Matthey plc (or its nominee); and*
- (b) 2,270,897 Shares to EVM Nickel Pty Ltd (Subject to Deed of Company Arrangement), to be held by the Deed Administrators on behalf of EVM Group Plc,*

pursuant to Podium's obligations as proponent of a deed of company arrangement in respect of EVM Nickel Pty Ltd (Subject to Deed of Company Arrangement) and otherwise on the terms and conditions set out in the Explanatory Statement.

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 12, by or on behalf of Canaccord Genuity (Australia) Limited (or its nominees who participate in the issue of Tranche A New Underwriter Options) or any of their respective associates;
- (b) Resolution 13 by or on behalf of Canaccord Genuity (Australia) Limited or any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Tranche B New Underwriter Options or any of their respective associates;

- (c) Resolution 14 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associate of that person or those persons.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolutions by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with 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, 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.

BY ORDER OF THE BOARD



Chris Edwards
Company Secretary
Podium Minerals Limited
Dated: 27 October 2024

EXPLANATORY MEMORANDUM

The Explanatory Memorandum to the Notice is amended as follows.

Section 1 of the Explanatory Memorandum is replaced with the following.

1 Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at BDO, Level 9, 5 Spring Street, Perth WA 6000 on Monday, 25 November 2024 at 2:00pm (**WST**).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes information about the following to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attendance information
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Mr Linton Putland
Section 6	Resolutions 3(a) and (b) - Ratification of prior issue of Placement Securities
Section 7	Resolution 4 – Ratification of prior issue of Underwriter Options
Section 8	Resolution 5 – Approval of 10% Placement Facility
Section 9	Resolution 6 – Approval of Employee Securities Incentive Plan
Section 10	Resolutions 7, 8 and 9 – Approval to issue Share Rights to Mr Rod Baxter, Ms Cathy Moises and Mr Linton Putland in lieu of salary/fees
Section 11	Resolution 10 – Approval to issue FY2025 STI Performance Rights to Mr Rod Baxter
Section 12	Resolution 11 – Approval of retirement benefits for Key Management Personnel
Section 13	Resolution 12 – Ratification of agreement to issue Tranche A New Underwriter Options Resolution 13 – Approval to issue Tranche B New Underwriter Options
Section 14	Resolution 14 – Approval to issue Shares pursuant to Deed of Company Arrangement for EVM Nickel Pty Ltd
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Placement Options and Underwriter Options/New Underwriter Options

Schedule 3	Terms and Conditions of Share Rights
Schedule 4	Terms and Conditions of FY2025 STI Performance Rights
Schedule 5	Valuation of FY2025 STI Performance Rights
Schedule 6	Summary of Employee Securities Incentive Plan

A Proxy Form is located at the end of the Explanatory Memorandum.

New Sections 13 and 14 are added to the Explanatory Memorandum as follows.

13 Resolution 12 – Ratification of agreement to issue Tranche A New Underwriter Options and Resolution 13 – Approval to issue Tranche B New Underwriter Options

13.1 General

On 25 October 2024, the Company announced the launch of a fully underwritten non-renounceable entitlement offer to eligible shareholders.

The entitlement offer is on the basis of one new Share in the Company for every four Shares held at the record date at an issue price of \$0.032 per Share (**New Shares**) together with one free-attaching Option (exercisable for \$0.06 on or before 22 December 2026) (**New Option**) for every three New Shares issued. This will result in the issue of up to 113,686,696 New Shares and up to 37,895,566 New Options raising up to approximately \$3.64 million (before costs) (**New Entitlement Offer**).

Canaccord Genuity (Australia) Limited (**Canaccord**) and Cumulus Wealth Pty Ltd (**Cumulus**) are the Joint Lead Managers to the New Entitlement Offer.

Pursuant to an underwriting agreement between Canaccord and the Company dated on or around 25 October 2024 (**New Underwriting Agreement**), Canaccord is acting as Underwriter to the New Entitlement Offer.

As part of Canaccord's fee arrangement as Underwriter, the Company has agreed to issue Canaccord (or its nominees) 37,895,566 Options (**New Underwriter Options**) of which 21,590,666 New Options (**Tranche A New Underwriter Options**) will be issued under the Company's existing Listing Rule 7.1 placement capacity with the balance of 16,304,900 New Options costs (**Tranche B New Underwriter Options**) proposed to be issued subject to Shareholder approval at the Company's AGM.

The New Underwriter Options are expected to be issued shortly after the Meeting following completion of the New Entitlement Offer.

Resolution 12 seeks the approval of Shareholders to ratify the agreement to issue the Tranche A New Underwriter Options under and for the purposes of Listing Rule 7.4.

Resolution 13 seeks the approval of Shareholders to approve the issue of the Tranche B New Underwriter Options to Canaccord or its nominees under and for the purposes of Listing Rule 7.1.

13.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is provided in section 6.2.

The agreement to issue the Tranche A New Underwriter Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, this effectively uses up part of the 15% limit under Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rule 7.1 for the 12-month period following the issue of the Tranche A New Underwriter Options.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of, or agreement to issue, 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 Listing Rule 7.1.

The issue of the Tranche B New Underwriter Options does not fit within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit under Listing Rule 7.1. It therefore requires the approval of the Company's shareholders under Listing Rule 7.1.

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

To this end:

- (a) Resolution 12 seeks Shareholder approval to the agreement to issue the Tranche A New Underwriter Options under and for the purposes of Listing Rule 7.4; and
- (b) Resolution 13 seeks Shareholder approval to the issue of the Tranche B New Underwriter Options under and for the purposes of Listing Rule 7.1.

If Resolution 12 is passed, the issue of the Tranche A New Underwriter Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Tranche A New Underwriter Options.

If Resolution 12 is not passed, the Tranche A New Underwriter Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12-month period following the issue of those Tranche A New Underwriter Options.

If Resolution 13 is passed, the Company will be able to proceed with the issue of the Tranche B New Underwriter Options. 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 Resolution 13 is not passed, the Company will not issue the Tranche B New Underwriter Options and will instead agree an alternative settlement with Canaccord for the Tranche B New Underwriter Options.

13.3 Resolution 12 - Specific information required by Listing Rule 7.5

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche A New Underwriter Options:

- (a) a total of 21,590,666 Tranche A New Underwriter Options will be issued to Canaccord or its nominees. Whilst Canaccord is considered to be a Material Investor by virtue of being an advisor to the Company by acting as Joint Lead Manager and Underwriter for the New Entitlement Offer, none of their nominees are considered to be Material Investors;
- (b) the Tranche A New Underwriter Options will be exercisable at \$0.06 each on or before 22 December 2026, and will otherwise be issued on the terms and conditions set out in Schedule 2;
- (c) the Tranche A New Underwriter Options will be issued in accordance with the New Underwriting Agreement after the Meeting following completion of the New Entitlement Offer, but in any case will be no later than 3 months after the date of the Meeting;
- (d) the Tranche A New Underwriter Options will be issued for nil cash consideration. Accordingly, no funds will be raised from the issue of the Tranche A New Underwriter Options;
- (e) the purpose of the issue is to provide part consideration for the underwriting services to be provided by Canaccord in respect of the New Entitlement Offer;
- (f) a summary of the material terms of the New Underwriting Agreement is set out in Section 13.5 below; and
- (g) a voting exclusion statement is included in the Notice.

13.4 Resolution 13 - Specific information required by Listing Rule 7.3

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the issue of the Tranche B New Underwriter Options:

- (a) a total of 16,304,900 Tranche B New Underwriter Options will be issued to Canaccord or its nominees. Whilst Canaccord is considered to be a Material Investor by virtue of being an advisor to the Company by acting as Joint Lead Manager and Underwriter for the New Entitlement Offer, none of their nominees are considered to be Material Investors;
- (b) the Tranche B New Underwriter Options will be exercisable at \$0.06 each on or before 22 December 2026, and will otherwise be issued on the terms and conditions set out in Schedule 2;
- (c) the Tranche B New Underwriter Options, if approved, will be issued in accordance with the New Underwriting Agreement following completion of the New Entitlement Offer and approval at the Meeting, but in any case no later than 3 months after the date of the Meeting;
- (d) the Tranche B New Underwriter Options will be issued for nil cash consideration. Accordingly, no funds will be raised from the issue of the Tranche B New Underwriter Options;

- (e) the purpose of the issue is to provide part consideration for the underwriting services to be provided by Canaccord in respect of the New Entitlement Offer;
- (f) a summary of the material terms of the New Underwriting Agreement is set out in Section 13.5 below; and
- (g) a voting exclusion statement is included in the Notice.

13.5 Summary of material terms of the New Underwriting Agreement

- (a) **(Fees)** The Company agreed to pay Canaccord the following fees in consideration for acting as Underwriter for the New Entitlement Offer:
 - (i) an underwriting fee equal to 4% of the total gross amount raised under the New Entitlement Offer;
 - (ii) an issue management fee of 2% of the total gross amount raised under the New Entitlement Offer; and
 - (iii) the issue of 21,590,666 Tranche A New Underwriter Options, and subject to shareholder approval, 16,304,900 Tranche B New Underwriter Options, to Canaccord (or its nominees).
- (a) **(Reimbursement of Expenses)** In addition to the Fees, the Company agreed to reimburse Canaccord for all costs, expenses and disbursements (including any applicable GST) incurred by Canaccord in relation to the New Entitlement Offer and the New Underwriting Agreement (including legal fees up to a maximum of \$10,000).
- (b) The New Underwriting Agreement otherwise contained terms and conditions consistent with agreements of that nature.

13.6 Board recommendations

Resolutions 12 and 13 are ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolutions 12 and 13.

14 Resolution 14 – Approval to issue shares pursuant to Deed of Company Arrangement for EVM Nickel Pty Ltd

14.1 Background to the Company's Deed of Company Arrangement proposal for EVM Nickel Pty Ltd

As announced on 28 October 2024, the Company's proposal to purchase all of the assets of EVM Nickel Pty Ltd¹ (Subject to Deed of Company Arrangement) (**EV Nickel**), through a Deed of Company Arrangement (**DOCA**), was approved at a meeting of the creditors of EV Nickel.

EV Nickel is an Australian domiciled, wholly-owned subsidiary of an unlisted UK-based company, EV Metals Group plc (**EV Metals**). Johnson Matthey plc (**JM**) is the secured creditor of EV Nickel. JM is listed on the London Stock Exchange and is a diversified processor and producer of downstream PGM metals and products. JM is one of the largest recyclers of autocatalysts and

1. Formerly EV Metals Australia Pty Limited, Ausinox Pty Limited, EV Metals Pty Limited and Weld Range Nickel Pty Limited

invented the first motor vehicle exhaust catalyst. Furthermore, JM has deep technical and expert PGM processing know-how, and has established an extensive global PGM network and long-term partnerships with existing PGM producers, refiners, end-users and recyclers, including the major South African miners.

On 19 February 2024, JM appointed Thomas Birch and Jeremy Nipps of Cor Cordis as administrators of EV Nickel (**Administrators**).

EV Nickel's assets (**Assets**) include the oxide rights to minerals (that exclude PGMs, gold, silver and associated base metals, which are held by Podium) in the oxide zone on Podium's 100% owned tenements. The Assets include EV Nickel's Range Well Nickel Cobalt Project (**Range Well Project**). The Company and EV Nickel are parties to the Mining Rights Deed (**MRD**)², which regulates how the parties may exercise their respective rights to Podium's mining tenements.

DOCA Transaction:

Following the second creditors' meeting of EV Nickel, EV Nickel and the Company entered into the DOCA, where Podium has offered the following consideration:

- the issue of:
 - 110,706,237 Shares to JM, held in voluntary escrow (subject to certain orderly market disposal rights during the 24 month escrow period) and, subject to JM holding an interest in Podium of at least 10%, the grant of participation rights in future Podium capital raisings; and
 - 2,270,897 Shares to EV Nickel, for the Deed Administrators to hold on behalf of EV Metals (in its capacity as a creditor of EV Nickel), to be voluntarily escrowed for 24 months after completion of the DOCA,(together, the **DOCA Shares**);
 - \$1.17 million in cash be available to the Deed Administrators for distribution to EV Nickel creditors per a proposed order of priority;
 - the grant of a 1.5% net smelter royalty to JM with respect to EV Nickel's Range Well Project;
- (together, the **Consideration**) in exchange for the following:
- the Administrator's appointment as administrators of the DOCA (**Deed Administrators**);
 - termination of the MRD, so Podium can re-consolidate EV Nickel's Range Well Project with Podium's Parks Reef Project;
 - release of all security held by JM over EV Nickel's assets, including the Range Well Project; and
 - transfer of EV Nickel's assets, including exploration licences, to Podium.

Completion of the DOCA is subject to:

- (a) Podium shareholder approval for the issue of the DOCA Shares;
- (b) FIRB approval for the issue of DOCA Shares to JM; and
- (c) final agreement on the executable documents between JM and Podium.

The completion of the DOCA will provide Podium with an opportunity to:

- reconsolidate the Nickel oxide rights of EV Nickel with Podium's PGM sulphide rights into one holding structure, offering the following benefits:

2. The MRD is detailed in the Company's IPO prospectus released to the ASX on 27 February 2018, and ASX announcements dated 18 December 2020, 30 September 2021 and 4 January 2022.

- Podium would reassert primacy over its mining leases and consolidate mining rights on Podium's tenements;
 - simplify project development of the Parks Reef PGM Project as well as the Range Well Project, with possibility to explore technology and development synergies;
 - explore the prospect of utilising existing capital expenditure and infrastructure from Podium's PGM processing route, with the aim of accessing Capex and Opex synergies and driving savings; and
 - deliver potential Operating Cost savings and synergy benefits, and potentially diversify Podium's revenue stream from additional nickel units, so as to leverage return on investment.
- secure a key PGM industry player, Johnson Matthey plc, as a cornerstone on Podium's share register;
 - undertake a counter-cyclical acquisition of EV Nickel's Range Well Project;

The EV Nickel DOCA offers Podium the opportunity to accelerate the Parks Reef Project and secure a cornerstone shareholder, with synergy and other operating benefits providing the potential to accrue additional return on investment.

Based on the share capital at the date of this Notice of Meeting, after taking into consideration the issue of DOCA Shares to JM, it is expected that JM will hold a 19.5% interest in the Company and EV Nickel will hold a 0.04% interest in the Company. This excludes the impact of up to 113,686,696 Shares to be issued as a result of completion of the New Entitlement Offer detailed in Section 13.

Further information about the DOCA and the Company's rationale for its proposal can be found in the Company's ASX announcements dated on 21 and 28 October 2024.

14.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is provided in section 6.2.

The issue of the DOCA Shares does not fit within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit under Listing Rule 7.1. It therefore requires the approval of the Company's shareholders under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 14 seeks Shareholder approval to the issue of the DOCA Shares under and for the purposes of Listing Rule 7.1.

If Resolution 14 is passed, the Company will be able to proceed with the issue of the DOCA Shares and, subject to the conditions precedent of the DOCA, proceed to completion of the DOCA and terminate the MRD. 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 Resolution 14 is not passed, the Company will not be able to issue the DOCA Shares. Further, the DOCA will terminate, and the Company would not be in a position to take control over all of the mineral rights under the MRD. The Company would need to consider its rights under the MRD and the effect of a likely liquidation of EV Nickel where the DOCA is terminated.

14.3 Specific information required by Listing Rule 7.3

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation the issue of the DOCA Shares:

- (a) a total of 112,977,134 DOCA Shares will be issued as follows:
 - (i) 110,706,237 DOCA Shares will be issued to JM or its nominees; and
 - (ii) 2,270,897 DOCA Shares will be issued to EV Nickel, on behalf of EV Metals, the parent company of EV Nickel;
- (b) subject to FIRB approval, the DOCA Shares are expected to be issued no later than 3 months after the date of the Meeting;
- (c) the DOCA Shares will be issued for nil cash consideration. Accordingly, no funds will be raised from the issue of the DOCA Shares;
- (d) the purpose of the issue is to satisfy the Company's obligations under the DOCA;
- (e) a summary of the material terms of the DOCA is set out in Section 14.1 above; and
- (f) a voting exclusion statement is included in the Notice.

14.4 Board recommendation

Resolution 14 is an ordinary resolution.

The Board unanimously recommends that Shareholders vote in favour of Resolution 14. Each Board member who holds Shares has confirmed they will be voting in favour of Resolution 14.

Schedule 1 Definitions

The following new definitions are added to Schedule 1 of the Explanatory Statement in relation to the Notice of Meeting.

Administrators	has the meaning given in Section 14.1.
Deed Administrators	has the meaning given in Section 14.1
DOCA	has the meaning given in Section 14.1
DOCA Shares	has the meaning given in Section 14.1
EV Nickel	EVM Nickel Pty Ltd (Subject to Deed of Company Arrangement) ACN 145 758 050
MRD	has the meaning given in Section 14.1
New Entitlement Offer	has the meaning given in Section 13.1.
New Underwriter Options	means 37,895,566 Options on the terms and conditions given in Schedule 2 the subject of Resolutions 12 and 13.
New Underwriting Agreement	has the meaning given in Section 13.1.

The title of Schedule 2 of the Notice of Meeting is amended to:

Schedule 2 Terms and Conditions of Placement Options, Underwriter Options and New Underwriter Options

PODRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AWST) on Saturday, 23 November 2024.**

Replacement Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on a line your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain boxes or boxes. The sum of the votes cast must not exceed your voting entitlement of 100%.

Appointing a second proxy: You are entitled to appoint two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy you must specify names and the percentage of votes or number of securities for each in Step 1 of the leaflet.

A proxy need not be a securityholder of the company.

SIGNING INSTRUCTIONS FOR POSITIVE FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

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

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



IND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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

☐ the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Podium Minerals Limited to be held at BDO, Level 9, 5 Spring Street, Perth, WA 6000 on Monday, 25 November 2024 at 2:00pm (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 6, 7, 8, 9, 10 and 11 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 6, 7, 8, 9, 10 and 11 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 6, 7, 8, 9, 10 and 11 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your vote will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Approval to issue Share Rights to Mr Linton Putland in lieu of fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Director – Mr Linton Putland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
3(a)	Ratification of prior issue of Placement Securities under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Approval to issue FY2025 STI Performance Rights to Mr Rod Baxter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b)	Ratification of prior issue of Placement Securities under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Approval of retirement benefits for Key Management Personnel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification of prior issue of Underwriter Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Ratification of agreement to issue Tranche A New Underwriter Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	Approval to issue Tranche B New Underwriter Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval of Employee Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14	Approval to issue Shares pursuant to EVM Nickel Pty Ltd Deed of Company Arrangement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval to issue Share Rights to Mr Rod Baxter in lieu of salary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Approval to issue Share Rights to Ms Cathy Moises in lieu of fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

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

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3	/ /
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date
Update your communication details (Optional)			By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically
Mobile Number	Email Address		
<input type="text"/>	<input type="text"/>		