

RAGUSA MINERALS LIMITED

ACN 143 194 165

NOTICE OF 2021 ANNUAL GENERAL MEETING

Notice is given that the 2021 Annual General Meeting (“**Meeting**”) of Ragusa Minerals Limited (“**the Company**” or “**RAS**”) will be held at Level 2, 22 Mount Street, Perth on Monday 29 November 2021 at 9.30am WST.

Further details in respect of each of the resolutions proposed in this Notice of Annual General Meeting (“**Notice**”) are set out in the Explanatory Memorandum (“**Memorandum**”) accompanying this Notice. Details of the resolutions contained in the Memorandum should be read together with, and form part of, this Notice.

GENERAL BUSINESS

2021 Annual Financial Statements

To lay before the Meeting and consider the Annual Financial Statements of the Company in respect of the year ended 30 June 2021 and comprising the Annual Financial Report, the Directors' Report and the Auditor's Report.

RESOLUTION 1 – NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a **non-binding ordinary resolution**:

“That the Company approve the adoption of the Remuneration Report, included in the Directors' Report, for the year ended 30 June 2021.”

Voting Exclusion Statement

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member

(referred to herein as *Restricted Voters*).

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

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

Voting Note

Directors of the Company who are key management personnel whose remuneration details are included in the 2021 Remuneration Report, any other key management personnel whose remuneration details are included in the 2021 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1.

RESOLUTION 2 – ELECTION OF MS MELANIE ROSS AS A DIRECTOR

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Ms Melanie Ross, who ceases to hold office in accordance with the Company's constitution and, being eligible, offers herself for election, be elected as a Director of the Company.”

RESOLUTION 3 – RE-ELECTION OF MR JERKO ZUVELA AS A DIRECTOR

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That Mr Jerko Zuvella, who retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election, be elected as a Director of the Company.”

RESOLUTION 4 – RATIFICATION OF ISSUE OF CORPORATE ADVISOR OPTIONS

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue by the Company of 10,000,000 Corporate Advisor Options having an exercise price of \$0.1600 and expiring on 18 October 2024 to Vert Capital Pty Ltd (or its nominees) on 18 October 2021, made under the Company’s Listing Rule 7.1 placement capacity, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by any person who participated in the issue or is a counterparty to the agreement being approved and any of their associates.

However, the Company need not disregard a vote if:

- (i) it is cast by a person as proxy or attorney for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (ii) it is cast by the chair of the meeting 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
- (iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. 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
 - b. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 5 – APPOINTMENT OF AUDITOR

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That pursuant to section 327B of the Corporations Act and for all other purposes, approval is given for the appointment of Criterion Audit Pty Ltd (having been nominated by a shareholder and having given its consent in writing to act as auditor) as the Company’s auditor, with effect from the date of the Meeting.”

RESOLUTION 6 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, pass the following resolution as a **special resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company, at time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Memorandum which accompanied and formed part of the Notice.”

Voting Note:

If as at the time of the Meeting, the Company:

- is included in the S&P/ASX 300 Index; and
 - has a market capitalisation of greater than AU\$300 million,
- then Resolution 6 will be withdrawn.

Dated: 28 October 2021

By the order of the Board

Melanie Ross
Company Secretary

The accompanying Memorandum and the Proxy and Voting Instructions form part of this Notice.

 PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged with the Company's share registry not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company. A proxy form is attached to this Notice.

If you sign the proxy form and do not appoint a proxy, you will be appointed the Chair of the meeting as your proxy.

Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 9.30am on 27 November 2021 are entitled to attend and vote at the virtual meeting. Further details are set out on the front cover of the Notice.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

How the Chair Will Vote Undirected Proxies

Subject to the restriction set out below and in the Notice, The Chair of the meeting will vote undirected proxies in favour of all of the proposed resolution.

Voting Restrictions on Resolution 1 (Remuneration Report)

The Remuneration Report identifies key management personnel for the year ended 30 June 2021. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

Directors of the Company who are key management personnel whose remuneration details are included in the 2021 Remuneration Report, any other key management personnel whose remuneration details are included in the 2021 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1 provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Special resolution

For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution. Resolution 6 is a special resolution.

RAGUSA MINERALS LIMITED

ACN 143 194 165
("the Company")

2021 ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum ("**Memorandum**") accompanies and forms part of the Company's Notice of Annual General Meeting ("**Notice**") for the 2021 Annual General Meeting ("**Meeting**") to be held at Level 2, 22 Mount Street, Perth on Monday 29 November 2021 at 9.30am WST.

The Notice incorporates, and should be read together, with this Memorandum.

GENERAL BUSINESS**2021 Annual Financial Statements**

The Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2021 will be laid before the meeting. Shareholders will have the opportunity to ask questions about, or make comments on, the 2021 Annual Financial Statements and the management of the Company. A representative of the auditor will be invited to attend, to answer questions about the audit of the Company's 2021 Annual Financial Statements.

The Company's 2021 Annual Financial Statements are set out in the Company's 2021 Annual Report, a soft copy of which can be obtained from the Company upon request to Ms Melanie Ross, the Company Secretary, by email to mross@consiliumcorp.com.au or by following the below link:

<https://www.asx.com.au/asxpdf/20210928/pdf/450zm6xv4hvx54.pdf>

There is no requirement for these reports to be formally approved by shareholders. No resolution is required to be moved in respect of this item.

RESOLUTION 1 – NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

The Company is required pursuant to the Corporations Act 2001 (Cth) ("**the Corporations Act**"), to propose a non-binding resolution regarding the 2021 Remuneration Report, which forms part of the Director's Report in the 2021 Annual Financial Statements. The vote is advisory only and does not bind the Directors or the Company.

Shareholders attending the 2021 Annual General Meeting of the Company will have an opportunity to discuss and put questions in respect of the Remuneration Report.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings (AGM), shareholders will be required to vote at the second of those AGM's on a resolution (a spill resolution) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO, if any) must be put up for re-election. At the Company's previous AGM the votes cast against the remuneration report considered were less than 25%. Accordingly, the Spill Resolution is not relevant for this AGM.

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice. In particular, Directors and other members of the key management personnel details of whose remuneration are included in the Remuneration Report or a closely related party of those persons must not vote on Resolution 1 and must not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

RESOLUTION 2 – ELECTION OF MS MELANIE ROSS AS A DIRECTOR

Article 19.4 of the constitution of the Company ("**Constitution**") provides that the Directors have the power at any time to appoint another person to be a Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors must not at any time exceed the maximum number fixed by the Constitution.

Article 19.5 of the Constitution provides that any Director, except the managing director, appointed under Article 19.4 must retire from office at, and will be eligible for election at the next annual general meeting following his or her appointment.

Ms Ross was appointed as a Director by a resolution of the Directors, effective 6 July 2021.

Ms Ross is an accounting and corporate governance professional with over 20 years' experience in financial accounting and analysis, audit, business and corporate advisory services in public practice, commerce and state government. She has a Bachelor of Commerce degree and is a member of the Institute of Chartered Accountants in Australia and New Zealand and an associate member of the Governance Institute of Australia. Ms Ross is currently Company Secretary for a number of other ASX listed entities.

The Board, with Ms Ross abstaining from making a recommendation, recommend that shareholders vote in favour of Resolution 2.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2.

RESOLUTION 3 – RE-ELECTION OF MR JERKO ZUVELA AS A DIRECTOR

Article 20.3 of the constitution of the Company (Constitution) requires that, while the Company is admitted to the Official List of the ASX, at least one Director must retire at each AGM. Article 20.4 of the Constitution requires that the Directors to retire are those who have held their office as Director for the longest period since their last election or appointment to that office. In the event two or more Directors have held office for equal periods of time, the retiring Directors are to be determined by lot, unless otherwise agreed by those Directors.

Article 20.8 of the Constitution provides that a Director who retires in accordance with Article 20.3 is eligible for re-election. As at the date of this Notice, the Company has three Directors and accordingly, one Director must retire.

None of the Directors are the Managing Director of the Company. Mr Zuvela was most recently appointed at the General Meeting on 24 August 2020. Mr Frederickson was re-elected on 17 December 2020 at the Company's Annual General Meeting, and Ms Melanie Ross was appointed by the Directors on 6 July 2021 (see Resolution 2). Accordingly, Mr Zuvela retires by rotation at the Meeting and, being eligible, seeks re-election pursuant to Resolution 3.

Mr Zuvela is a Chartered Professional Geologist having spent over 20 years in the mining and resources industry. He has held executive management roles for private and public resources companies, with operational and corporate experience in various commodities covering exploration, project development, business development, finance, commercial and corporate activities involved with projects in Australia, Asia, Africa and South America.

Mr Zuvela has considerable experience in building junior resources companies and understands the requirements working within this sector, including fundamental parameters, strategic drivers and market requirements within the junior resources industry.

Mr Zuvela is currently a director of ASX listed Argosy Minerals Limited and Discovery Africa Limited. He is a Chartered Professional (Geology) Member of the Australasian Institute of Mining and Metallurgy and holds a Bachelor of Science in Applied Geology from Curtin University in Western Australia.

The Board, with Mr Zuvela abstaining from making a recommendation, recommend that shareholders vote in favour of Resolution 3.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 3.

RESOLUTION 4 – RATIFICATION OF ISSUE OF CORPORATE ADVISOR OPTIONS

Background

On 8 September 2021 the Company announced it proposed to issue 10 million unlisted options at an issue price of \$0.00001 per option as part of the consideration to be paid under a Corporate Advisory Mandate (**Mandate**). The Mandate is with Vert Capital Pty Ltd (**Vert Capital**). Under the Mandate, Vert Capital is to provide a range of corporate advisory and broking services for a period of twelve (12) months commencing from 1 September 2021. On 18 October 2021 the Company issued 10 million unlisted options under the Mandate pursuant to its capacity under Listing Rule 7.1 (**Corporate Advisor Options**). Corporate Advisor Options have an exercise price of \$0.16 (16 cents), expire on 18 October 2024 and, upon exercise, entitle the holder to one fully paid ordinary share in the Company. The terms of the Corporate Advisor Options are otherwise as set out in Annexure A.

The purpose of Resolution 4 is for Shareholders to approve and ratify the issue of Corporate Advisor Options undertaken without Shareholder approval pursuant to Listing Rule 7.1, such ratification to be in accordance with Listing Rule 7.4.

Regulatory Requirements

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 approval of its shareholders over any 12-month period to 15% of the fully-paid ordinary securities it had on issue at the start of that period.

The Corporate Advisor Options did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to approve and ratify 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 into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 4 seeks shareholder approval to ratify the prior issue of the Corporate Advisor Options under and for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the Corporate Advisor 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 date. Shares issued on conversion of Corporate Advisory Options (if any) would also increase the placement capacity available to the Company under the Listing Rules.

If Resolution 4 is not passed, the Corporate Advisor Options will be included as using capacity in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue date.

Listing Rules Information Requirements

In accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 4:

(a) The names of the persons to whom the securities were issued or the basis on which those persons were determined

In accordance with the Mandate, the Corporate Advisor Options were issued to Vert Capital Pty Ltd and its nominees.

(b) The number and class of securities and a summary of the material terms of the securities

The Company issued a total of 10,000,000 Corporate Advisor Options using its placement capacity under Listing Rule 7.1 (the subject of Resolution 4). The Corporate Advisor Options are unlisted options in the Company with an exercise price of \$0.16 (16 cents), expiry date of 18 October 2024 and will, upon exercise, entitle the holder to one fully paid ordinary share that will rank equally with all other Shares on issue. The terms of the Corporate Advisor Options are otherwise as set out in Annexure A.

(c) The date on which the securities were issued

The Corporate Advisor Options were issued on 18 October 2021.

(d) The price or consideration the entity has received or will receive for the issue

The Corporate Advisor Options were issued at a price of \$0.00001 each (total nominal proceeds of \$100). The Corporate Advisor Options were primarily issued in accordance with the terms of the Mandate as part consideration for the corporate advisory and broking services provided by Vert Capital under the Mandate.

(e) The purpose of the issue, including use or intended use of the funds raised

The purpose of the issue is to meet the Company's obligations under the Mandate, in particular as part consideration for the corporate advisory and broking services provided by Vert Capital under the Mandate. Given the total nominal proceeds of \$100, there is no intended use of the funds raised.

(f) If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

The securities were issued under the Mandate executed with Vert Capital. A summary of the key terms of the Mandate are set out below:

- (i) Under the Mandate, Vert Capital agrees to provide corporate advisory and broking services to the Company.
- (ii) The Mandate commenced on 1 September 2021.
- (iii) The fees payable by the Company to Vert under the Mandate comprise:
 - a. A monthly corporate advisory cash fee of \$4,500 plus GST.
 - b. The 10,000,000 Corporate Advisory Options.
 - c. \$100,000 plus GST if the RAS share price achieves a 10 day VWAP of \$0.25 at any time within 6 months of the execution of the Mandate.
 - d. \$200,000 plus GST if the RAS share price achieves a 10 day VWAP of \$0.50 at any time within 12 months of the execution of the Mandate.
- (iv) The Mandate automatically terminates on the date that is 12 months from execution. Either party may also terminate the Mandate by notice to the other party.
- (v) The Mandate otherwise contains terms typical for arrangements of this kind, including an indemnity by the Company in favour of Vert, the Company agreeing to pay the reasonable expenses of Vert incurred in connection with the Mandate (subject to prior written approval from RAS) and provisions with respect to confidentiality.

(g) Voting exclusion statement

A voting exclusion as set out in the Notice applies to this Resolution 4.

Board Recommendation

The Board believes that the ratification of the Corporate Advisor Options is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months.

Accordingly, the Board recommends that Shareholders vote in favour of Resolution 4.

RESOLUTION 5 – APPOINTMENT OF AUDITOR

On 24 February 2021, pursuant to section 327C(1) of the Corporations Act, Criterion Audit Pty Ltd, was appointed as auditor of the Company to fill a casual vacancy.

Under section 327C(2) of the Corporations Act, an auditor who has been appointed under section 327C(1) of the Corporations Act only holds office until the company's next annual general meeting. The Company is then required to appoint an auditor to fill a vacancy at each annual general meeting (after its first annual general meeting) pursuant to section 327B(1) of the Corporations Act.

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination which nominated Criterion Audit Pty Ltd to be appointed as the new auditor of the Company. A copy of the notice of nomination is set out in Annexure B of this Notice of Meeting.

Criterion Audit Pty Ltd has provided to the Company its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

Accordingly, shareholder approval is being sought to appoint Criterion Audit Pty Ltd as the Auditor of the Company.

Board Recommendation

The Board recommends that shareholders vote in favour of Resolution 5.

RESOLUTION 6 – APPROVAL OF 7.1A MANDATE

General

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

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes as at the date of the Notice. Resolution 6 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 6 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval. It is noted that the issue of Equity Securities under the 7.1A Mandate is subject to certain restrictions as set out below, including in respect of minimum price.

If Resolution 6 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 6:

(a) ***Period for which the 7.1A Mandate is valid***

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) ***Minimum Price***

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (b)(i) above, the date on which the Equity Securities are issued.

(c) ***Use of funds raised under the 7.1A Mandate***

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate (if any) for:

- (i) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);
- (ii) continued exploration expenditure on the Company's current assets and/or projects (funds would then be used for project, feasibility studies and ongoing project administration);
- (iii) the development of the Company's current business; and
- (iv) general working capital.

(d) ***Risk of voting dilution***

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Equity Securities under the issue.

If Resolution 6 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities (Shares) on issue as at 19 October 2021.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.0525 50% decrease in Issue Price	\$0.1050 Issue Price	\$0.1575 50% increase in Issue Price
127,505,750 (Current Variable A)	Shares issued – 10% voting dilution	12,750,575	12,750,575	12,750,575
	Funds raised	\$669,405	\$1,338,810	\$2,008,216
191,258,625 (50% increase in Variable A)	Shares issued – 10% voting dilution	19,125,862	19,125,862	19,125,862
	Funds raised	\$1,004,108	\$2,008,216	\$3,012,323
255,011,500 (100% increase in Variable A)	Shares issued – 10% voting dilution	25,501,150	25,501,150	25,501,150
	Funds raised	\$1,338,810	\$2,677,621	\$4,016,431

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1 or that are issued and subsequently ratified under Listing Rule 7.4.

The table above uses the following assumptions:

1. There are currently 127,505,750 Shares on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on 19 October 2021.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised, or milestone shares converted, into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. Accordingly, the above examples are indicative only as using the number of shares on issue as at 19 October 2021.

Shareholders should note that there is a risk that:

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

(e) **Allocation policy under the 7.1A Mandate**

The recipients of Equity Securities to be issued under the 7.1A Mandate have not been determined. However, the recipients of Equity Securities could consist of existing Shareholders or new investors (or both) none of whom are related parties of the Company.

The Company will determine the recipients at the time of issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods of raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) ***Issue(s) under 7.1A Mandate in 12 months preceding the Meeting***

The Company received approval for the 7.1A Mandate at its last AGM. The Company has not, however, issued any Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting.

Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

Board Recommendation

The Board believes that approval of the 7.1A Mandate is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board recommends that shareholders vote in favour of Resolution 6.

ANNEXURE A

TERMS OF OPTIONS

Options have exercise prices, expiry dates and vesting conditions (if any) as set out in the in the Notice and the Memorandum (including its Annexures) and otherwise have terms set out below:

- A holder is not able to exercise an option that is subject to a vesting condition (if any) that has not been satisfied. Reference in these terms to a “vested option” is to an option for which the vesting condition has been satisfied or to an option to which no vesting condition applies.
- Each vested option (**Option**) entitles the holder to acquire one ordinary fully paid share (**Share**) in the capital of the Company.
- The exercise price is a price to exercise each Option as set out in the Notice and the Memorandum to which these terms are annexed.
- The Options expire at 5pm (Perth time) on the date as set out in the Notice and the Memorandum to which these terms are annexed. The Options can be exercised by completing an option exercise form and delivering it together with the payment for the number of Shares in respect of which the options are exercised to the Company’s share registry.
- Any Option that has not been exercised prior to the expiry date automatically lapses.
- Holders shall not be entitled to exercise their Options (and the Company will not be required to issue shares upon such exercise) if it would be unlawful to do so.
- The exercise price is payable in full on exercise.
- Where an Option holder determines to exercise some, but not all, of their held Options, the total aggregate amount payable to exercise the Options must be a minimum of \$1,000.
- Subject to applicable law (including without limitation the ASX Listing Rules as they apply to the Company), Options are freely transferable.
- All Shares issued upon exercise of Options will rank pari passu in all respects with, and will have the same terms as, the Company’s then issued ordinary fully paid shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX. The Options will not give any right to participate in dividends until shares are issued pursuant to the exercise of the relevant Options.
- There are no participation rights or entitlements inherent in the Options. Option holders are not entitled to participate in new issues of securities offered to shareholders without first exercising the Options. The Company will send notices to option holders at least five (5) business days prior to the record date (or such shorter period as allowed by the ASX Listing Rules) applying to offers of securities made to shareholders during the currency of the Options.
- In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the expiry date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- Shares issued upon the exercise of Options will be fully paid ordinary shares and will have the same voting and other rights as the existing shares of the Company.

ANNEXURE B
NOMINATION OF AUDITOR

The Company Secretary
Ragusa Minerals Limited
Level 2, 22 Mount Street
Perth WA 6000

19 October 2021

Dear Sir / Madam

Nomination of Auditor – Ragusa Minerals Limited

For the purposes of section 328B of the Corporations Act 2001, I, Andrea Betti of Level 2, 22 Mount Street, Perth, Western Australia 6000, being a member of Ragusa Minerals Limited (“Company”) hereby nominate Criterion Audit Pty Ltd (ACN 165 181 822) for appointment as auditor of the Company.

Yours faithfully



Ms Andrea Betti



Ragusa Minerals Limited | ACN 143 194 165

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **9.30am (WST) on Saturday 27 November 2021**, 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 VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

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 KMP.

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>.

