

14 October 2022

Dear Shareholder,

Re: Notice of Meeting on Wednesday, 16 November 2022 at 10.00am (AEDT)

Notice is hereby given that the Annual General Meeting of Shareholders of Strategic Energy Resources Limited (Company) will be held at the Chartered Accountants Australia and New Zealand, Level 18, 600 Bourke Street, Melbourne 3000, at 10.00am (AEDT) on Wednesday, 16 November 2022 **(AGM, Annual General Meeting or Meeting)**.

The Company will not be dispatching physical copies of the meeting documents and notices, including the Notice of Meeting for the AGM, unless you request a physical copy to be posted to you.

The Notice of Meeting, accompanying explanatory statement and Annual Report (Meeting Materials) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company's website <https://www.strategicenergy.com.au/> or at or at the Company's share registry's website www.linkmarketservices.com.au.
- A complete copy of the Meeting Materials and Company's 2022 Annual Report has been posted to the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code "SER".
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at www.linkmarketservices.com.au. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry LINK on www.linkmarketservices.com.au or by phone on 1300 554 474 (within Australia) or on +61 1300 554 474 (Outside Australia) between 8:30am and 5:30pm (AEST) Monday to Friday, to obtain a copy.

The Company strongly recommends that Shareholders lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Yours sincerely,



Mathew Watkins
Company Secretary
Strategic Energy Resources Limited



STRATEGIC ENERGY RESOURCES LIMITED
ACN 051 212 429

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Wednesday, 16 November 2022

Time of Meeting:
10.00AM (AEDT)

Place of Meeting
Chartered Accountants Australia and New Zealand
Level 18, 600 Bourke Street, Melbourne 3000

The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Australian Securities Exchange Announcement platform and on the Company's website <https://strategicenergy.com.au/>.

Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.
If shareholders are in doubt as to how they should vote, they should seek advice from their
accountant, solicitor or other professional advisor without delay*

STRATEGIC ENERGY RESOURCES LIMITED

ACN 051 212 429

Registered Office: Level 4, 100 Albert Road, South Melbourne VIC 3205

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Strategic Energy Resources Limited (the “Company” or “SER”) will be held at Chartered Accountants Australia and New Zealand, Level 18, 600 Bourke Street Melbourne 3000 at 10.00am (AEDT) on Wednesday, 16 November 2022 (Annual General Meeting or AGM or Meeting).

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

The Company will conduct a poll on each resolution presented at the meeting. The Company will accept questions during the meeting.

The Company is happy to accept and answer questions submitted prior to the meeting by email to mathew.watkins@vistra.com. The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any shareholders who wish to attend the AGM should monitor the Company’s website and its ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: SER) and on its website at <https://strategicenergy.com.au/>.

STRATEGIC ENERGY RESOURCES LIMITED

ACN 051 212 429

Registered Office: Level 4, 100 Albert Road, South Melbourne VIC 3205

Notice is hereby given that the Annual General Meeting of Shareholders of Strategic Energy Resources Limited (the "Company" or "SER") will be held at Chartered Accountants Australia and New Zealand, Level 18, 600 Bourke Street Melbourne 3000 at 10.00am (AEDT) on Wednesday, 16 November 2022 (Annual General Meeting or AGM or Meeting).

AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

ORDINARY BUSINESS

Receipt and Consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2022.

Note: Except for as set out in Resolution 1, there is no requirement for Shareholders to approve these reports. Accordingly, no Resolution will be put to Shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2022 be adopted."

Resolution 2: Re-election of Mr Anthony McIntosh as a Director of the Company

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

"That, in accordance with rule 9.1 of the Constitution and for all other purposes, Mr Anthony McIntosh, who retires by rotation and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 3: Ratification of Prior Issue of Shares

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 approve, ratify and confirm the allotment and issue of 39,470,589 fully paid ordinary shares (Shares) in the Company on 18 August 2022 at an issue price of \$0.017 (1.7 cents) per Share in relation to the Placement to professional, sophisticated and other exempt investors as described in the Explanatory Statement."

Resolution 4: Ratification of prior issue of 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 approve, ratify and confirm the allotment and issue of 500,000 Options on 8 February 2022, to Mr Neil Chalmers, an employee of the Company, as described in the Explanatory Statement."

Resolution 5: Approval of Issue of Shares to Director Mr Stuart Rechner (or his nominee) under Placement

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given to issue 3,000,000 Shares at an issue price of \$0.017 (1.7 cents) per Share in the Company to Mr Stuart Rechner (Executive Chairman of the Company), or his nominee(s), on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”

Resolution 6: Approval of Issue of Shares to Director Dr David DeTata (or his nominee) under Placement

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given to issue 3,000,000 Shares at an issue price of \$0.017 (1.7 cents) per Share in the Company to Dr David DeTata (Managing Director of the Company), or his nominee(s), on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”

Resolution 7: Approval of Issue of Shares to Director Mr Anthony McIntosh (or his nominee) under Placement

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given to issue 6,000,000 Shares at an issue price of \$0.017 (1.7 cents) per Share in the Company to Mr Anthony McIntosh (Non-Executive Director of the Company), or his nominee(s), on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”

Resolution 8: Approval to Grant Performance Options to Mr Stuart Rechner (or his Nominee)

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given to grant 8,000,000 Performance Options in the Company to Mr Stuart Rechner, Executive Chairman of the Company, (or his Nominee), on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”

Resolution 9: Approval to Grant Performance Options to Dr David DeTata (or his Nominee)

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given to grant 8,000,000 Performance Options in the Company to Dr David DeTata, Managing Director of the Company, (or his Nominee), on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”

Resolution 10: Approval to Grant Options to Mr Anthony McIntosh (or his Nominee)

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given to grant 1,500,000 Options in the Company to Mr Anthony McIntosh, Director of the Company, (or his Nominee), on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”

Resolution 11: Approval to Grant Performance Options to Employee

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval be given to grant 2,000,000 Performance Options in the Company to Mr Neil Chalmers, an employee of the Company, on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”

SPECIAL BUSINESS

Resolution 12: Approval of 10% Placement Facility

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

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the fully paid ordinary securities of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

Resolution 13: Amendments to the Company’s Constitution

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

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given to amend and adopt the Company’s Constitution as amended in the manner set out in the Explanatory Statement, with effect from the conclusion of the Meeting.”

By order of the Board

A handwritten signature in black ink, appearing to read 'Mathew Watkins', with a long, sweeping horizontal stroke extending to the right.

Mathew Watkins
Company Secretary
6 October 2022

Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7:00pm on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
 - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a shareholder of the Company.
 - d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
 - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy form must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority.
 - h. To be effective, proxy forms must be received by the Company's share registry (Link Market Services Limited) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 10.00am (AEDT) on Monday, 15 November 2022. Any proxy received after that time will not be valid for the scheduled meeting.

4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. How the Chair will vote Undirected Proxies

Subject to the restrictions set out in Note 6 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

6. Voting Exclusion Statement:

Resolution 1

In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be cast, on this resolution by, or on behalf of, a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report, or a Closely Related Party of such a member (**KMP voter**), unless the KMP voter is casting a vote on this resolution on behalf of a person who is not a KMP voter (including as a proxy) and either:

- (a) the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the KMP voter is the Chair of the meeting and the appointment of the Chair as proxy:
 - a. does not specify the way the proxy is to vote on the resolution; and
 - b. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or the consolidated entity.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of Resolution 1. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Resolutions 2

There are no voting exclusions on this Resolution.

Resolution 3, and 4

The Company will disregard any votes cast in favour of this resolution by or on behalf of any person who participated in the issue of securities or any associates of that person or those persons;

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 directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) 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
- (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:
 - 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.

Resolutions 5 through to 10

The Company will disregard any votes cast in favour of each of Resolutions 5 through to 10 (respectively and separately) by or on behalf of

- Mr Stuart Rechner, Dr David DeTata and Mr Anthony McIntosh or any person(s) 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 entity), or
- an associate of person referred to in the preceding paragraph.

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 directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) 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
- (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.

Furthermore, a vote must not be cast as proxy on any Resolutions 5, 6 and 7 by a member of the Key Management Personnel (as defined by the Corporations Act) or a closely related party of Key Management Personnel.

However, a person described above (a “**Restricted Voter**”) may cast a vote on any Resolutions 5 through to 10, as a proxy if:

- a. The Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution(s); or
- b. The Chairman is the Restricted Voter and the written appointment of the Chairman as proxy does not specify the way the proxy is to vote on the Resolution(s) or expressly authorises the Chairman to exercise the proxy even though the Resolution(s) is or are connected with the remuneration of a member of the Key Management Personnel.

If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Resolution 11

The Company will disregard any votes cast in favour of this Resolution by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issues (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of that person or those persons.

However, this does not apply to a vote cast in favour of a Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) 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
- (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.

Resolution 12

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement is not required by Listing Rule 7.3A.7.

Resolution 13

There are no voting exclusions on this Resolution.

7. Special Resolution

Resolutions 12 and 13 are proposed as a 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.

8. Enquiries

Shareholders are invited to contact the Company Secretary, Mathew Watkins on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Purpose of Information

This Explanatory Statement (“**Statement**”) accompanies and forms part of the Company’s Notice of Annual General Meeting (“**Notice**”) for the 2022 Annual General Meeting (“**Meeting**”) will be held at Chartered Accountants Australia and New Zealand, Level 18, 600 Bourke Street Melbourne 3000, at **10.00am (AEDT) on Wednesday, 16 November 2022**.

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

Receipt and Consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2022 which incorporates the Company’s financial report, reports of the Directors (including the Remuneration Report and the Auditors Report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at +61 3 9692 7222, and you may request that this occurs on a standing basis for future years.

Alternatively, you may access the Annual Report at the Company’s website: www.strategicenergy.com.au or via the Company’s announcement platform on ASX under the ASX Code “SER”. Except as set out in Resolution 1, no Resolution is required on these reports.

Shareholders will have the opportunity to ask questions about or make comments on, the 2022 Annual Report and the management of the Company. The auditor will be invited to attend, to answer questions about the audit of the Company’s 2022 Annual Financial Statements.

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors’ Report in the Company’s 2022 Annual Report. The Remuneration Report sets out the Company’s remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the remuneration report at the Annual General Meeting. ‘

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company’s Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company’s last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty five (25%) per cent of the total votes cast on that resolution and accordingly, a spill resolution, will not under any circumstances, be required for the Meeting.

The Directors 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.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Directors recommend that shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 1.

Voting Exclusions

Refer to Note 6 for voting exclusions.

Resolution 2: Re-election of Mr Anthony McIntosh as a Director of the Company

Background

The Constitution of the Company requires that at every Annual General Meeting, one third of Directors (excluding the Managing Director) shall retire from office and provides that such Directors are eligible for re-election at the meeting. Mr Anthony McIntosh being eligible, offers himself for re-election.

Mr Anthony McIntosh holds a Bachelor of Commerce Degree from Bond University and is a graduate of the Australian Institute of Company Directors. Anthony currently manages a portfolio of investments, including both listed and unlisted companies as well as rural, residential and commercial properties. Mr McIntosh served as a board member of Echo Resources Ltd for seven years until it was acquired by Northern Star Resources for \$235M in 2019. Anthony currently holds board positions in several listed and unlisted companies, including gold and copper explorers, Alice Queen Ltd and brings investor relations, marketing and strategic planning skills, as well as a strong network of stockbroker and fund manager supporters.

Board Recommendation

The Board (with Mr Anthony McIntosh abstaining) recommends that Shareholders vote in favour of the re-election of Mr Anthony McIntosh.

The Chair of the Meeting intends to vote undirected proxies in favour of Mr Anthony McIntosh's re-election.

Voting Exclusions

Refer to Note 6 for voting exclusions.

Resolution 3: Ratification of Prior Issue of Shares

The Company is seeking shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 39,470,589 fully paid ordinary shares in the Company (Shares) on 18 August 2022 at an issue price of \$0.017 (1.7 cents) per Share on the terms as announced on 15 August 2022.

On 15 August 2022, the Company announced that it had raised \$875,000 via a Placement in two tranches the first of which consisted on 39,470,589 fully paid ordinary shares was completed on 18 August 2022, 39,470,589 fully paid ordinary shares which were issued without approval out of the Company's 15% & 10% placement capacity pursuant to ASX Listing Rules 7.1 & 7.1A, respectively. The second tranche of the placement comprising of 12,000,000 Shares are proposed to be issued to Directors on the same terms of the placement subject to shareholder approval sought in this Notice of Meeting.

The Placement was not led managed by any broker and was completed from the Company's existing shareholders.

ASX Listing Rules

ASX Listing Rules 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, excluding any issues that are subject to one of the exceptions in ASX Listing Rule 7.2 applies. The issue of the Shares was within the Company's available placement capacity under ASX Listing Rules 7.1.

ASX Listing Rule 7.1A provides that a Company may seek shareholder approval at its annual general meeting to issue additional quoted securities up to 10% of its issued capital, provided that it is an eligible entity (Eligible Entity).

An Eligible Entity is one that, as at the date of the relevant annual general meeting –

- a) it must have a market capitalisation of \$300 million or less.
- b) it must not be included in the S&P/ASX 300 Index.

At the time the approval was obtained (the Company's last Annual General Meeting 17 November 2021), the Company was an Eligible Entity.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 and 7.1A if the issue did not breach ASX Listing Rule 7.1 and 7.1A at the time and shareholders subsequently approve it. The issue of the Shares was within the Company's ASX Listing Rules 7.1 and 7.1A placement capacity and the Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4 so as to refresh its capacity to make further issues (if required) without shareholder approval under Listing Rules 7.1 & 7.1A.

If this Resolution is approved, the prior issue of 39,470,589 Shares may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1 & 7.1A. The Company will therefore have the flexibility, if required, to issue additional equity securities without the 39,470,589 Shares counting towards the 25% threshold for the purposes of ASX Listing Rules 7.1 & 7.1A.

If this Resolution is not approved, the prior issue of 39,470,589 Shares will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1 and 7.1A. The Company will therefore have the 39,470,589 Shares as counting towards the 25% threshold for the purposes of ASX Listing Rule 7.1 & 7.1A. This will limit the Company's placement capacity under the Listing Rule 7.1 & 7.1A.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- a) The Shares were issued to existing shareholders of the Company as professional, sophisticated and other exempt investors;
- b) the number and class of securities issued was 39,470,589 fully paid ordinary shares in the Company;
- c) the Shares were issued on 18 August 2022;
- d) the Shares were issued at a price of \$0.017 (1.7 cents) per Share; and
- e) the purpose of the issue was to raise funds to be used to drill the complete a geophysical survey at our Canobie Ni-Cu Project in northwest Queensland, drill the Achilles 1 Cu-Au Prospect at South Cobar as well as working capital.

Board Recommendation

The Board recommends that shareholders vote in favour of Resolution 3.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions.

Resolution 4: Ratification of prior issue of Options

Background

The Company is seeking shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 500,000 Options, with zero exercise price with a term of three years from the date of grant, on 8 February 2022 to Mr Neil Chalmers, an employee of the Company.

The Options were issued without shareholder approval from the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

ASX Listing Rules

ASX Listing Rules 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, excluding any issues that are subject to one of the exceptions in ASX Listing Rule 7.2 applies. The issue of the Options was within the Company's available placement capacity under ASX Listing Rules 7.1.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and shareholders subsequently approve it. The issue of the Options was within the Company's ASX Listing Rules 7.1 placement capacity and the Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4 so as to refresh its capacity to make further issues (if required) without shareholder approval under Listing Rules 7.1.

If this Resolution is approved, the prior issue of 500,000 Options may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without the 500,000 Options counting towards the 15% threshold for the purposes of ASX Listing Rules 7.1.

If this Resolution is not approved, the prior issue of 500,000 Options, will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1. The Company will therefore have the 500,000 Options as counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1. This will limit the Company's placement capacity under the Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- a) The Options were issued to Mr Neil Chalmers, Exploration Manager of the Company;
- b) the number and class of securities issued was 500,000 Options in the Company;
- c) The material terms of the Options are as summarised as follows:
 - i. Three-year term from the date of grant
 - ii. Exercise price of Nil being Zero Exercise Price Options;
 - iii. Subject to various vesting conditions both operational and retention;
- d) the Options were issued on 8 February 2022;
- e) Being Zero Exercise Price Options, the has and will not Company received no consideration at issue or conversion; and
- f) the purpose of the issue was to provide a reasonable incentive to key employee and to align his interest with shareholder value.

Board Recommendation

The Board recommends that shareholders vote in favour of Resolution 4.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions.

Resolutions 5, 6 and 7: Approval of Issue of Shares to Directors, Mr Stuart Rechner, Dr David DeTata and Mr Anthony McIntosh (or their nominees) under Placement

Background

The Company is seeking shareholder approval to allow the Company's Directors, Mr Stuart Rechner, Dr David DeTata and Mr Anthony McIntosh (or their respective nominees) to participate in the Placement as announced on 15 August 2022 and pursuant to ASX Listing Rule 10.11 to allot and issue 12,000,000 fully paid ordinary shares in the Company (Shares) at an issue price of \$0.017 (1.7 cents) per Share to each Director. The issue price of \$0.017 (1.7 cents) per Share is same as the issue price at which the Shares have been offered to professional, sophisticated and other exempt investors under the Placement outlined in Resolution 3.

The details of the Shares proposed to be issued under Resolutions 4,5 and 6 are as follows:

Resolution	Name of the Director	Number of Shares	Issue Price	Funds Raised
Resolution 5	Mr Stuart Rechner	3,000,000	\$0.017	\$51,000
Resolution 6	Dr David DeTata	3,000,000	\$0.017	\$51,000
Resolution 7	Mr Anthony McIntosh	6,000,000	\$0.017	\$102,000
	Total	12,000,000		\$204,000

ASX Listing Rules

ASX Listing Rule 10.11 provides that a listed company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without shareholder approval. Directors of the Company are related parties of the Company and therefore Shareholder approval for the participation of the abovenamed Director of the Company in the Placement is required under ASX Listing Rule 10.11.

Resolutions 5, 6 and 7 seek the required shareholder approval to the issue under and for the purposes of Listing Rule 10.11.

If Resolutions 5, 6 and 7 are passed, the Company will be able to proceed with the issue of the Shares and each of Mr Stuart Rechner, Dr David DeTata and Mr Anthony McIntosh, the Directors (or their nominee(s)) will receive 3,000,000, 3,000,000 and 6,000,000 Shares respectively at an issue price of \$0.017 per share. The willingness of the Directors to subscribe for Shares under the Placement is confirmation of their faith in the Company and its business.

If all or any of Resolutions 5, 6 and 7 are not passed, the Company will not proceed with the issue of the Shares to the applicable Director(s), and the applicable Director(s) (or their nominee(s)) will not receive the Shares as described above.

If approvals are given under ASX Listing Rule 10.11, approvals are not required under ASX Listing Rule 7.1.

The following information is given under ASX Listing Rule 10.13 in respect of the proposed issues of Shares to each Director under Resolutions 5, 6 and 7 (respectively):

- a) the proposed recipients are Mr Stuart Rechner, Dr David DeTata and Mr Anthony McIntosh, each of whom is a Director of the Company, or their respective nominee(s) (each of which would be an associate of the respective Director);
- b) each of the proposed recipients are related parties of the Company as each of them is a Director of the Company and thus fall into 10.1.1;
- c) 3,000,000 Shares are proposed to be issued to Mr Stuart Rechner, 3,000,000 Shares are proposed to be issued to Dr David DeTata and 6,000,000 shares are proposed to be issued to Mr Anthony McIntosh, being a total of 12,000,000 Shares;
- d) the Shares will be issued no later than one month after the date of the Meeting however are expected to be issued on or around 24 November 2022;
- e) the issue price of the Shares will be \$0.017 (1.7 cents); and
- f) the purpose of the issue was to raise funds to be used to drill the complete a geophysical survey at our Canobie Ni-Cu Project in northwest Queensland, drill the Achilles 1 Cu-Au Prospect at South Cobar as well as working capital.

Board Recommendation

The Board (with the respective directors abstaining in relation to the relevant Resolution regarding their own proposed Shares) recommends that shareholders vote in favour of Resolutions 5, 6 and 7. The Chairman intends on voting undirected proxies in favour of Resolutions 5, 6 and 7.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions.

Resolutions 8 and 9: Approval to Grant Performance Options to Mr Stuart Rechner and Mr David DeTata (or their Nominees)

Background

Resolutions 8 and 9 of this Notice provides for a grant of 8 million Performance Options to each of Mr Stuart Rechner and Dr David DeTata (or their nominees), on the terms described below as their FY2023 Short Term Incentive (STI), as well as approval for the issue of any Shares on vesting and exercise of the Performance Options.

Performance Options are proposed to be granted to Mr Stuart Rechner and Dr David DeTata to align executive incentives with shareholder value. The Performance Options have significant vesting hurdles based on share price appreciation and the achievement of operational objectives; to achieve a full award would require exceptional share price performance and operational results. The grant of the Performance Options (and any subsequent issue of Shares if certain vesting conditions are met) to Mr Stuart Rechner and Dr David DeTata is a cash retentive form of remuneration when compared to the payment of cash consideration. The Performance Options will be granted no later than one month after the date of the Meeting and will have a 3-year term from the grant date and a Nil exercise price.

It is proposed that Mr Rechner and Dr DeTata (or their nominees) be granted a total of 16,000,000 Performance Options (details below). The FY23 STI has been determined by the volume average weighted price (VWAP) of the Company's shares on the ASX for the month of June 2022 being \$0.02 (2 cents per security), noting that these numbers have been rounded.

The following details are provided in respect of each proposed issue of Performance Options:

Resolution	Name of the Allottee (Director or their appointed nominee)	Number of Performance Options (in separate tranches with vesting conditions)	Remuneration Package
7	Mr Stuart Rechner	8,000,000	<p>\$63,000 plus statutory superannuation for Chair responsibilities.</p> <p>Plus \$1,200 per day as a technical consultant expected to be 4 days per month (may be increased upon mutual consent).</p> <p>He is eligible to participate in the Company's long-term incentive arrangements on terms decided by the Board, subject to necessary shareholder approvals.</p>
8	Dr David DeTata	8,000,000	<p>\$240,000 plus statutory superannuation and he is eligible to participate in the Company's long-term incentive arrangements on terms decided by the Board, subject to necessary shareholder approvals.</p>
Total		16,000,000	

The vested Performance Options will be exercised upon the Company's receipt of a valid exercise notice. The vested Performance Options will be exercisable from the vesting date until three years after the grant date, subject to the Company's Securities Trading Policy. Each Performance Option entitles the holding Director to one ordinary fully paid Share in the Company. Prior to vesting and exercise, Performance Options do not entitle holding Director to any dividends or voting rights.

Terms of the Performance Options

The Performance Options will be granted, subject to the Shareholder approval. The following additional terms and conditions are attached to the Performance Options:

- a) **Grant Date:** Following shareholder approval upon the issue of the Performance Options. The Performance Options will be granted no later than one month after the date of the meeting;
- b) **Unvested Options:** Options that remain unvested at 1 July 2023 will lapse immediately;
- c) **Expiry Date:** Vested Options that are unexercised will expire three years after the grant date;
- d) **Takeover event:** In the event of a takeover event all unvested Options will immediately vest and become exercisable; and
- e) **Vesting Conditions:** The Performance Options will vest and become exercisable upon fulfillment of the following Vesting conditions:

Number of Options	Service Condition (Vesting Conditions)						
5,000,000 (for each of Mr Rechner and Dr DeTata)	Share Price Hurdles: Should the Company’s Share price increase by the following hurdles based on the June 2022 VWAP being \$0.02 (2 cents) per Share;						
	Share Price Target*	\$0.03	\$0.04	\$0.05	\$0.06	\$0.07	\$0.08
	Share Price % increase	50%	100%	150%	200%	250%	300%
	% of Options vesting	50%	60%	70%	80%	90%	100%
	the Performance Options will vest and become exercisable in accordance with the milestone vesting conditions as set out above. <i>* Each of the Share Price Targets as outlined above will be deemed to be met should the share price target be reached based on a 20-day VWAP.</i>						
3,000,000 (for each of Mr Rechner and Dr DeTata)	Operational Target Hurdles: Should the following operational vesting conditions be met;						
	Key Performance Indicator (KPI) categories					Weighting	
	Exploration: Drill 2 projects, significantly advance or exit 2 other projects					50%	
	Finances: Raise > \$2m during the FY23 (can include sale proceeds), sell or Joint Venture at least two projects					30%	
	Safety & Environment: Zero fatalities, serious injuries and environmental breaches					20%	
Total					100%		
the Performance Options will vest and become exercisable in accordance with the milestone vesting conditions set out above.							

Corporations Act

Section 228 of the Corporations Act defines a "related party" for the purposes of Chapter 2E to include a Director of the public company. A "financial benefit" is defined in section 229 of the Corporations Act and includes granting a Performance Options to a related party. Mr Stuart Rechner and Dr David DeTata are Directors of the Company and thus are related parties for the purposes of Chapter 2E of the Corporations Act.

The Board has formed the view that the grant of Performance Options to Mr Stuart Rechner and Dr David DeTata above, does not require Shareholder approval under section 208 of the Corporations Act as the grant constitute "reasonable remuneration" in accordance with section 211 of the Corporations Act. Accordingly, the Board is not seeking Shareholder approval under section 208 of the Corporations Act, although Shareholder approval must be obtained pursuant to Listing Rule 10.11.

In reaching this view, and consistent with the desire to minimise cash expenditures, the Board believes that having regard to the current market practices the Board considers that the proposed grant of Performance Options aligns the interests of Mr Rechner and Dr DeTata with the interests of Shareholders. The grant of Performance Options to Mr Rechner and Mr DeTata is a cost-effective form of remuneration when compared to the payment of cash consideration.

The Company believes it is appropriate to grant the Performance Options to Mr Rechner and Dr DeTata. Smaller entities with limited cash resources often elect to use equity instruments to remunerate directors to attract and retain high calibre individuals while minimising the cash cost of engaging those people.

Consistent with the desire to minimise cash expenditures, the Board believes that having regard to the current market practices, the Performance Options provide an appropriate and meaningful remuneration component to Mr Rechner and Dr DeTata that is aligned with Shareholder interests.

ASX Listing Rule 10.11

Listing Rule 10.11 requires a listed Company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the Company. Approval pursuant to Listing Rule 7.1 is not required in order to issue the securities to the Directors as approval is being obtained under Listing Rule 10.11.

If Resolutions 8 and 9 are passed, the Company will be able to proceed with the issue of a total of 16,000,000 Performance Options (being 8,000,000 Performance Options respectively to each of Mr Rechner and Dr DeTata).

If Resolutions 8 and 9 are not passed, the Company will not proceed with the issue of a total of 16,000,000 Performance Options (being 8,000,000 Performance Options respectively to each of Mr Rechner and Dr DeTata).

Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under Listing Rule 10.11. For the purposes of Listing Rule 10.13, the following information is provided in relation to Resolutions 8 and 9:

- a) the Performance Options are proposed to be issued to Mr Stuart Rechner and Dr David DeTata (or their nominee(s));
- b) the approval for Mr Stuart Rechner and Dr David DeTata is sought under ASX Listing Rule 10.11.1, being Directors, and therefore related parties, of the Company;
- c) the total number and class of securities proposed to be issued are 16,000,000 Performance Options in the Company (being 8,000,000 Performance Options to each, Mr Stuart Rechner and Dr David DeTata);
- d) a summary of the material terms of the Performance Options are included above;
- e) the Performance Options will be issued no later than one month after the date of the Meeting however expected to be on or around 24 November 2022;
- f) the Performance Options will be issued for nil consideration; and
- g) the Performance Options will be issued as part of remuneration, as such there is no issue price of the Performance Options and there will be no funds raised from the exercise of Performance Options.

Board Recommendation

The Board (with Mr Rechner and Dr DeTata abstaining in relation to each of their own Performance Options) recommend that shareholders vote in favour of Resolutions 8 and 9.

The Chair of the Meeting intends to vote undirected proxies in favour of these Resolutions.

Voting Exclusions

Refer to Note 6 for voting exclusions.

Resolution 10: Approval to Grant Options to Mr Anthony McIntosh (or his Nominee)

Background

Resolution 10 seeks shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the issue of 1,500,000 Options, exercisable 3 years from the date of grant and a Nil exercise price. To Anthony McIntosh (or his nominee). The Options are proposed to be issued to Anthony McIntosh to remunerate him as a Non-Executive Director in line with Corporate Practice without expending Company Cash. In addition, the Options will act as a retention mechanism for Mr McIntosh to remain a Director of the Company which the Board believes is in the best interests of shareholders.

Terms of Options

The following details are provided in respect of the proposed issue of Options:

Number of Options	Vesting Conditions	Exercise Price	Expiry Date	Takeover Event	Remuneration Package
1,500,000	Retention Options which will vest and become exercisable subject to Mr McIntosh holding a Director position in the Company as at 30 June 2023.	Nil	Vested Options will expire 3 years from the date of grant. Any unvested options will lapse at 1 July 2023.	In the event of a takeover all unvested Options will immediately vest and become exercisable	\$44,250 plus statutory superannuation and he is eligible to participate in the Company's long-term incentive arrangements on terms decided by the Board, subject to necessary shareholder approvals.

The vested Options will be exercised upon the Company's receipt of a valid exercise notice. Each Option entitles the holding Director to one ordinary fully paid Share in the Company. Prior to vesting and exercise, Options do not entitle holding Director to any dividends or voting rights.

Corporations Act

Section 228 of the Corporations Act defines a "related party" for the purposes of Chapter 2E to include a Director of the public company. A "financial benefit" is defined in section 229 of the Corporations Act and includes granting an Options to a related party. Mr McIntosh is a Director of the Company and thus a related party for the purposes of Chapter 2E of the Corporations Act.

The Board has formed the view that the grant of Options to Mr McIntosh above, does not require Shareholder approval under section 208 of the Corporations Act as the grant constitute "reasonable remuneration" in accordance with section 211 of the Corporations Act. Accordingly, the Board is not seeking Shareholder approval under section 208 of the Corporations Act, although Shareholder approval must be obtained pursuant to Listing Rule 10.11.

In reaching this view, and consistent with the desire to minimise cash expenditures, the Board believes that having regard to the current market practices the Board considers that the proposed grant of Options aligns the interests of Mr McIntosh with the interests of Shareholders. The grant of Options to Mr McIntosh is a cost-effective form of remuneration when compared to the payment of cash consideration.

The Company believes it is appropriate to grant the Options to Mr McIntosh. Smaller entities with limited cash resources often elect to use equity instruments to remunerate directors to attract and retain high calibre individuals while minimising the cash cost of engaging those people.

Consistent with the desire to minimise cash expenditures, the Board believes that having regard to the current market practices, the Options provide an appropriate and meaningful remuneration component to Mr McIntosh that is aligned with Shareholder interests.

ASX Listing Rule 10.11

Listing Rule 10.11 requires a listed Company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the Company. Approval pursuant to Listing Rule 7.1 is not required in order to issue the securities to the Directors as approval is being obtained under Listing Rule 10.11.

If this Resolution is passed, the Company will be able to proceed with the issue of a total of 1,500,000 Options Mr McIntosh.

If this Resolution is not passed, the Company will not proceed with the issue of a total of 1,500,000 Options Mr McIntosh.

Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under Listing Rule 10.11. For the purposes of Listing Rule 10.13, the following information is provided in relation to Resolution 10:

- the Options are proposed to be issued to Mr McIntosh (or his nominee(s));
- the approval for 1,500,000 Options to Mr McIntosh is sought under ASX Listing Rule 10.11.1, being a Director, and therefore a related party, of the Company;
- the total number and class of securities proposed to be issued are 1,500,000 Options;
- a summary of the material terms of the Options are included above;

- e) the Options will be issued no later than one month after the date of the Meeting however are expected to be issued on or around 24 November 2022;
- f) the Options will be issued for nil consideration; and
- g) Options will be issued as part of remuneration, as such there is no issue price of the Options and there will be no funds raised from the issue of Options.

Board Recommendation

The Board (with Mr McIntosh abstaining) recommends that shareholders vote in favour of Resolution 10.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions on this Resolution.

Resolution 11: Approval of Issue of Performance Options to Employee

Resolution 11 seeks shareholder approval for the purpose of Listing Rule 7.1 and all other purposes for the issue of 2,000,000 Performance Options, exercisable 3 years from the date of grant and a Nil exercise price to Mr Neil Chalmers, an employee of the Company. The Performance Options are proposed to be issued to the employee as an incentive in line with Corporate Practice without expending Company Cash. This will in further align his incentive with shareholder value. The Directors seek shareholder approval on this Resolution to issue the Options to the employee as a retention mechanism, which the Board believes is in the best interests of shareholders.

Terms of the Performance Options

The Performance Options will be granted, subject to the Shareholder approval. The following additional terms and conditions are attached to the Performance Options:

- a) **Grant Date:** Following shareholder approval upon the issue of the Performance Options. The Performance Options will be granted no later than one month after the date of the meeting;
- b) **Unvested Options:** Options that remain unvested at 1 July 2023 will lapse immediately;
- c) **Expiry Date:** Vested Options that are unexercised will expire three years after the grant date;
- d) **Takeover event:** In the event of a takeover all unvested Options will immediately vest and become exercisable; and
- e) **Vesting Conditions:** The Performance Options will vest and become exercisable upon fulfillment of the following Vesting conditions:

Number of Options	Service Condition (Vesting Conditions)	
2,000,000	Operational Target Hurdles: Should the following operational vesting conditions be met;	
	Key Performance Indicator (KPI) categories	Weighting
	Exploration: Drill 2 projects, significantly advance or exit 2 other projects	50%
	Finances: Raise > \$2m during the FY23 (can include sale proceeds), sell or Joint Venture at least two projects	30%
	Safety & Environment: Zero fatalities, serious injuries and environmental breaches	20%
	Total	100%
the Performance Options will vest and become exercisable in accordance with the milestone vesting conditions set out above.		

ASX Listing Rules

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 shares it had on issue at the start of that period.

The Issue does not fall within any of the relevant exceptions. The company therefore seeks the approval of the Company's shareholders under Listing Rule 7.1.

This Resolution seeks the required shareholder approval to the Issue under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the issue of up 2,000,000 Options to its employee.

If this Resolution is not passed, the Company would not be able to proceed with the issue of up 2,000,000 Options to its employee with shareholder approval however may consider issuing the securities out of its placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule Disclosure Requirements

The following information is provided in relation to this Resolution, as required by ASX Listing Rule 7.3:

- a) the Options will be issued to Mr Neil Chalmers, Exploration Manager of the Company;
- b) the number and class of securities being issued is up to 2,000,000 Options in the Company;
- c) a summary of the material terms of the Options are included above;
- d) the Options will be issued by no later than three months after the date of this Meeting however are expected to be issued on or around 24 November 2022;
- h) the Options will be issued for nil consideration;
- e) the Options will be issued as part of remuneration, as such there is no issue price of the Options and there will be no funds raised from the exercise of the Options; and
- f) the purpose of the issue was to provide a reasonable incentive to the employee.

Board Recommendation

The Board recommends that shareholders vote in favour of Resolution 11.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions.

SPECIAL BUSINESS

Resolution 12: Approval of 10% Placement Facility

Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting ("**10% Placement Facility**"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

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

This Resolution seeks Shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. The effect of this Resolution will be to allow the Company to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without any further Shareholder approval, in addition to the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders approve this Resolution, the number of Equity Securities permitted to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder provided for in 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.

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

Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an Annual General Meeting. This means it requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

(b) Equity Securities

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

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities being Fully Paid Ordinary Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12-month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

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

A is the number of shares on issue at the commencement of the “relevant period” (which, for the Company, is the 12 month period immediately preceding the date of the issue or agreement):

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

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant

period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer above).

(e) Nature of consideration for issue and Minimum Issue Price

The Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

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

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained and expires on the first to occur of the following:

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

(10% Placement Period).

Specific information required by Listing Rule 7.3A

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

- (a) If this Resolution is approved by Shareholders, the period for which the Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained, being 16 November 2022, and expires on the first to occur of the following:
 - (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained, being 16 November 2023;
 - (ii) the time and date of the Company's next annual general meeting;
 - (iii) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (b) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
 - (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

- (c) The purposes for which the funds raised by an issue of Equity Securities under rule 7.1A.2 may be used by the Company include:
- (i) consideration for the acquisition(s) of new assets and investments, including the expenses associated with such acquisition(s); and
 - (ii) continued expenditure on the Company's current business and/or general working capital.
- (d) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Shareholders may also be exposed to economic risk and voting dilution, including the following:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

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

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares as at 5 October 2022 (**Current Share Price**) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

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

Dilution Table

Variable 'A' in Listing Rule 7.1A.2	Dilution Scenario	Assumed Issue Prices, based on:		
		50% decrease in Current Share Price \$0.009	Current Share Price \$0.018	100% increase in Current Share Price \$0.036
Current Variable A 284,743,712 Shares	10% Voting Dilution	28,474,371 Shares		
	Funds raised	\$256,269	\$512,539	\$1,025,077
50% increase in current Variable A 427,115,568 Shares	10% Voting Dilution	42,711,556 Shares		
	Funds raised	\$384,404	\$768,808	\$1,537,616
100% increase in current Variable A 569,487,424 Shares	10% Voting Dilution	56,948,742 Shares		
	Funds raised	\$512,539	\$1,025,077	\$2,050,155

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No Options or Performance Rights are exercised into Shares before the date of the issue of the Equity Securities.
- 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%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by

reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.

- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Quoted Options, it is assumed that those Quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The Current Share Price is \$0.018 (1.8 cents), being the closing price of the Shares on ASX 5 October 2022.

- (e) The Company will comply with the disclosure obligations under Listing Rule 7.1A(4) upon issue of any Equity Securities.

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

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

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

- (e) Previous issues over the Last 12 Months – Listing Rule 7.3A.6

The table below shows the total number of equity securities issued in the past 12 months preceding the date of the Annual General Meeting under Listing Rule 7.1A.2, and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12-month period.

Number of equity securities on issue at commencement of 12-month period	240,264,790
Equity securities issued in the prior 12-month period under Listing Rule 7.1A.2*	24,263,979
Percentage of equity securities represent of total number of equity securities on issue at commencement of 12-month period	10%

**For full details of issues of equity securities made by the Company under listing rule 7.1A.2 since the date of the last Annual General Meeting, see Annexure A.*

Special Resolution

The ability to issue equity securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution. This means it requires approval of 75% of the votes cast by Shareholders present or represented, and eligible to vote.

Board Recommendation

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

Refer to note 6 for voting exclusions on this Resolution.

Resolution 13: Changes to constitution

Background

Under section 136(2) of the Corporations Act, the Company may amend or repeal its current constitution (“**Current Constitution**”) by special resolution. The Company seeks the approval of shareholders to amend its Current Constitution as described below (“**Revised Constitution**”).

The Revised Constitution incorporates amendments in preparation for CHES Replacement and provision for holding virtual Annual General Meetings. The Revised Constitution remains broadly consistent with the Current Constitution. Most of the changes are relatively minor or are administrative in nature and do not significantly impact on shareholders. A summary of the proposed material changes is set out in the table below.

Shareholders may also read the Revised Constitution (on mark-up) in its entirety on the Company’s website at <https://strategicenergy.com.au/corporate-governance/> where a copy of each of the Current Constitution and Revised Constitution can be viewed.

Proposed Amendments

The Company seeks Shareholder approval for the purposes of section 136(2) of the Corporations Act, and for all other purposes, to modify the Constitution as follows:

Subject Matter	Applicable Clause within the Current / Revised Constitution	Comments
Definitions	Clause 1.1	Various definitions have been modified or added in order to: <ul style="list-style-type: none"> - Address the announced changes to the CHES System; - Give clarity to the rest of the document; and - Introduce the concept of virtual meeting technology.
Joint Holders	Clauses 2.5 / 2.6	Ahead of the CHES Replacement, the definition of ‘Joint Holders’ have been determined to allow for a maximum number of registered holders as prescribed by the ASX Settlement Rules.
Registration of transfers	Clause 5.2	Clarifying events giving rise to the power of the Board to refuse a transfer, based on existing laws.
General meetings	Clause 8	Additional provisions made in order to enable the Company to hold general meetings by means of virtual technology only, if desired
Directors written resolutions	Clause 9.13	The written resolutions need the same quorum and majority as physical meetings.
Electronic Communication	Clause 15.2	Additional provision made in order to enable the Company to communicate with Shareholders via electronic means.
Minor amendments	Throughout the document	To clarify meaning, modernise wording, to fix typo or inconsistencies of language, delete unnecessary wording due to the introduction of new definitions.

Voting Exclusions

There are no voting exclusions on this Resolution.

Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Disclosure

The Company considers this Statement to contain all material information known to it that could reasonably be required by a Shareholder in deciding how to vote on the proposed Resolutions other than information that would be unreasonable to require the Company to disclose because it has previously disclosed that information to Shareholders.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**10% Placement Facility**” has the meaning as defined in the Explanatory Statement for Resolution 12;

“**10% Placement Period Facility**” has the meaning as defined in the Explanatory Statement for Resolution 12;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2022;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDT**” means Australian Eastern Daylight Time.

“**Board**” means the Directors acting as the board of Directors of the Company;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Strategic Energy Resources Limited ACN 051 212 429;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

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

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of Strategic Energy Resources Limited for the financial year ended 30 June 2022 and which is set out in the 2022 Annual Report.

“**Resolution**” means a resolution referred to in the Notice;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“**VWAP**” means volume weighted average price.

ANNEXURE A
Resolution 12 - Approval of 10% Placement Facility

CASH ISSUES

Date	Number of Securities	Security Type	Terms	Description	Party or Basis	Price	Discount	Total Consideration	Use of Consideration
18 August 2022	24,263,979	FPO	FPO	Placement	Issue of Shares to existing shareholders being professional, sophisticated and other exempt investors	\$0.017 (1.7 cents) per Share	Nil	412,487.64	The purpose of the issue was to raise funds to be used to drill the complete a geophysical survey at our Canobie Ni-Cu Project in northwest Queensland, drill the Achilles 1 Cu-Au Prospect at South Cobar as well as working capital.
Total	24,263,979						Total	412,487.64	

Glossary

FPO *Fully Paid Ordinary Shares*

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

Strategic Energy Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND*

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150
*subject to any COVID-19 public health orders and restrictions



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (AEDT) on Monday, 14 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Strategic Energy Resources Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Wednesday, 16 November 2022 at Chartered Accountants Australia and New Zealand, Level 18, 600 Bourke Street, Melbourne 3000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 5, 6, 7, 8, 9 and 10: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 5, 6, 7, 8, 9 and 10, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval to Grant Performance Options to Dr David DeTata (or his Nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Anthony McIntosh as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Approval to Grant Options to Mr Anthony McIntosh (or his Nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Approval to Grant Performance Options to Employee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of prior issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Issue of Shares to Director Mr Stuart Rechner (or his nominee) under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Amendments to the Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of Issue of Shares to Director Dr David DeTata (or his nominee) under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Approval of Issue of Shares to Director Mr Anthony McIntosh (or his nominee) under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval to Grant Performance Options to Mr Stuart Rechner (or his Nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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