



28 October 2022

Dear Shareholder,

On behalf of the Board of Directors, it is our pleasure to invite you to the Annual General Meeting of Quantum Graphite Limited.

The meeting will be as a virtual meeting at 11:00am (AWST) on Wednesday, 30 November 2022 online at <https://meetings.linkgroup.com/QGL2022>.

We strongly encourage you to lodge your proxy ahead of the meeting or appoint a proxy to vote on your behalf. Your proxy must be lodged no later than 11:00am (AWST) on Monday, 28 November 2022.

You are also encouraged to submit questions to the Company (or the Company's Auditor) ahead of the meeting. Questions must be submitted prior to 5:00pm (AWST) on Friday 25 November 2022. Registration opens from 10:30am (AWST) on the day of the meeting.

The documents relevant to the Meeting are available at the Quantum Graphite Limited website:

<https://quantumgraphite.wp.gate.com/investors/>

For any queries, please contact the Quantum Graphite Limited Share Registry on +61 1300 554 474 or email registrars@linkmarketservices.com.au.

Yours faithfully,

Bruno Ruggiero
Chairman

NOTICE OF 2022 ANNUAL GENERAL MEETING

28 October 2022

Dear Quantum Graphite Shareholder,

Notice is given that Quantum Graphite Limited (“QGL” or “the Company”) will hold its Annual General Meeting (AGM) as a virtual meeting at 11:00am (AWST) on Wednesday, 30 November 2022 online at <https://meetings.linkgroup.com/QGL2022>.

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

Enter <https://meetings.linkgroup.com/QGL2022> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Proxy Form; and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 24 hours prior to the Meeting.

Further details on how to participate in the AGM online are set out in the Notice of Meeting and in the Online Platform Guide. The Online Platform Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully log in and navigate the site. The Online Platform Guide will be released to the ASX and is also available on our website at <http://quantumgraphite.com/>.

If you are unable to attend the meeting, you are encouraged to complete and return the enclosed proxy form which allows you to lodge your vote directly or appoint a proxy to vote on your behalf. You may also lodge your proxy online at www.linkmarketservices.com.au. The completed proxy form must be received by Link Market Services no later than 11:00am (AWST) on 28 November 2022.

At the AGM, the following items of business will be considered:

- receive and consider the Annual Financial Reports for the 2022 Financial Year
- adopt the remuneration report
- elect Mr Bruno Ruggiero and Mr Michael Wyer as directors of the Company
- ratify the issuance of shares to sophisticated investors on 8 December 2021 and refresh the Company’s placement capacity
- ratify the issuance of shares to sophisticated investors on 28 June 2022 and refresh the Company’s placement capacity
- approve the issue of shares to service providers to the Company and refresh the Company’s placement capacity
- approve the placement of shares up to 10% of the issued capital of the Company (at the time of issue)
- approve the grant of share-based compensation to the Directors and the Company Secretary for past remuneration
- approve the grant of share-based compensation to the Directors and the Company Secretary for future remuneration.

Details of the items of business are set out in the following pages which also include the Explanatory Memorandum and the Board’s voting recommendations.

Instructions on how to appoint a proxy are on the back of the enclosed proxy form. Please read these instructions carefully. The instructions will also assist you if you wish to appoint the Chairman as your proxy to vote on your behalf. Proxy forms must be received by 11.00am AWST (2.00pm AEDST) on 28 November 2022 to be valid for the meeting.

The Investor section of our website contains a link to the Company's share registry provider. You may register your details at this site, including email address, to receive all shareholder information electronically including the 2022 Annual Financial Report and the Notice of Meeting.

We look forward to your participation at the AGM.

Release of market announcement authorised by
Board of Directors
Quantum Graphite Limited

QUANTUM GRAPHITE LIMITED

ABN 41 008 101 979

NOTICE OF 2022 ANNUAL GENERAL MEETING

11:00AM AWST (VIA <https://meetings.linkgroup.com/QL2022>) ON WEDNESDAY, 30 NOVEMBER 2022

The Explanatory Memorandum which follows the Agenda (and forms part of the Notice of Meeting) provides additional information on the matters to be considered at the Meeting.

ORDINARY BUSINESS**Annual Financial Report – 2022**

To receive and consider the 2022 Annual Financial Report of the Company and its controlled entities and the reports of the Directors and of the Auditors for the financial year ended 30 June 2022.

The Company's auditor will be present at the Meeting to answer questions regarding the Auditor's Report.

RESOLUTION 1 - Remuneration Report

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

To adopt the Remuneration Report for the year ended 30 June 2022 submitted as part of the Directors' Report for the financial year ended 30 June 2022, pursuant to sections 250R(2) and 250R(3) of the Corporations Act 2001 (**Corporations Act**).

Please note that the vote on this item is advisory only and does not bind the Directors of the Company or the Company.

RESOLUTIONS 2(a) and (b): Election of Directors

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

- (a) *That Mr Bruno Ruggiero, is elected as a Director of the Company in accordance with of the Company's Constitution; and*
- (b) *That Mr Michael Wyer is elected as a Director of the Company in accordance with of the Company's Constitution.*

Information about each of the candidates is set out in the Explanatory Memorandum.

RESOLUTION 3 (a) – Ratification of prior issuances (issued under ASX Listing Rule 7.1)

Each to be considered as a separate resolution.

- (a) Ratification of prior issue of 7,465,565 Placement Shares (issued under ASX Listing Rule 7.1)

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

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 7,465,565 Shares at an issue price of \$0.115 per Share issued in accordance with ASX Listing Rule 7.1 on 8 December 2021, to institutional, professional and/or sophisticated investors and on the terms and conditions set out in the Explanatory Memorandum.

- (b) Ratification of prior issue of 11,703,200 Placement Shares (issued under ASX Listing Rule 7.1)

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

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 11,703,200 Shares at an issue price of \$0.38 per Share issued in accordance with ASX Listing Rule 7.1 on 28 July and 1 August 2022, to institutional, professional and/or sophisticated investors and on the terms and conditions set out in the Explanatory Memorandum.

- (c) Ratification of prior issue of 3,000,000 Options Shares to parties associated with Shaw and Partners

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

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,000,000 Options with an exercise price of \$0.75 per Share with an expiring on 31 January 2024 to Shaw and Partners and their associated providers on the conditions set out in the Explanatory Memorandum.

- (d) Ratification of prior issue of 252,000 Shares to contractors (issued under ASX Listing Rule 7.1)

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

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 252,000 Shares to service providers at an average issue price of \$0.30 per Share issued in accordance with ASX Listing Rule 7.1 on 21 March 2022 and 20 June 2022 to service providers on the conditions set out in the Explanatory Memorandum.

- (e) Ratification of prior issue of 260,000 Shares to contractors(issued under ASX Listing Rule 7.1)

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

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 260,000 Shares to service providers at an average issue price of \$0.40 per Share issued in accordance with ASX Listing Rule 7.1 on 21 March 2022 and 20 June 2022 to service providers on the conditions set out in the Explanatory Memorandum.

Information about this resolution including the applicable Voting Exclusion Statement is set out in the Explanatory Memorandum.

RESOLUTION 4 – Approval of Proposed Issue of Shares to Service Providers

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

That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 5,000,000 fully paid ordinary shares on the terms and conditions set out in the Explanatory Memorandum.

Information about this resolution including the applicable Voting Exclusion Statement is set out in the Explanatory Memorandum.

RESOLUTION 5 - Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

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

In accordance with ASX Listing Rule 7.1A, and for all other purposes, the issue of Shares of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, and on the terms and conditions set out in the Explanatory Memorandum.

Information about this resolution including the applicable Voting Exclusion Statement is set out in the Explanatory Memorandum.

RESOLUTION 6(a), (b), (c) and (d) - Approval of Proposed Issue of Shares to Directors and Company Secretary For Past Remuneration

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

- (a) *That for the purpose of Listing Rule 10.11 and 10.13.2 and for all other purposes, and subject to any applicable ASX waiver, shareholder approval is given for the Company to issue to Mr Sal Catalano (or his nominee) 267,908 fully paid ordinary shares in satisfaction of directors' fees for the period 1 January 2022 and ending on 31 December 2022 on the terms set out in the Explanatory Memorandum.*

- (b) That for the purpose of Listing Rule 10.11 and 10.13.2 and for all other purposes, and subject to any applicable ASX waiver, shareholder approval is given for the Company to issue to Mr Robert Osmetti (or his nominee) 145,410 fully paid ordinary shares in satisfaction of directors' fees for the period 1 January 2022 and ending on 30 September 2022 on the terms set out in the Explanatory Memorandum.
- (c) That for the purpose of Listing Rule 10.11 and 10.13.2 and for all other purposes, and subject to any applicable ASX waiver, shareholder approval is given for the Company to issue to Mr Bruno Ruggiero (or his nominee) 267,908 fully paid ordinary shares in satisfaction of directors' fees for the period 1 January 2022 and ending on 31 December 2022 on the terms set out in the Explanatory Memorandum.
- (d) That for the purpose of Listing Rule 10.11 and 10.13.2 and for all other purposes, and subject to any applicable ASX waiver, shareholder approval is given for the Company to issue to Mr David Trimboli (or his nominee) 178,604 fully paid ordinary shares in satisfaction of directors' fees for the period 1 January 2022 and ending on 31 December 2022 on the terms set out in the Explanatory Memorandum.
- (e) That for the purpose of Listing Rule 10.11 and 10.13.2 and for all other purposes, and subject to any applicable ASX waiver, shareholder approval is given for the Company to issue to Mr Michael Wyer (or his nominee) 60,708 fully paid ordinary shares in satisfaction of directors' fees for the period 22 August 2022 and ending on 31 December 2022 on the terms set out in the Explanatory Memorandum.
- (f) That for the purpose of Listing Rule 10.11 and 10.13.2 and for all other purposes, and subject to any applicable ASX waiver, shareholder approval is given for the Company to issue to Ms Rochelle Pattison (or her nominee) 97,687 fully paid ordinary shares in satisfaction of Company Secretaries fees for the period 1 April 2022 and ending on 31 December 2022 on the terms set out in the Explanatory Memorandum.

Information about these resolutions including the applicable Voting Exclusion Statement are set out in the Explanatory Memorandum.

RESOLUTION 7 - Approval of Proposed Issue of Shares to Markets Nominees Pty Ltd for the provision of capital market services

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

That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 24,001,000 Shares to Markets Nominees Pty Ltd on the terms and conditions set out in the Explanatory Memorandum.

Information about this resolution including the applicable Voting Exclusion Statement is set out in the Explanatory Memorandum.

ENTITLEMENT TO ATTEND AND VOTE

IN ACCORDANCE WITH REG 7.11.37 OF THE CORPORATIONS REGULATIONS 2001 (CTH), THE BOARD HAS DETERMINED THAT PERSONS WHO ARE REGISTERED HOLDERS OF SHARES IN THE COMPANY AS AT 7:00PM (AEDT) ON 17 NOVEMBER 2022 WILL BE ENTITLED TO ATTEND AND VOTE AT THE AGM AS A SHAREHOLDER.

IF MORE THAN ONE JOINT HOLDER OF SHARES IS PRESENT AT THE AGM (WHETHER PERSONALLY, BY PROXY, OR BY ATTORNEY, OR BY REPRESENTATIVE) AND TENDERS A VOTE, ONLY THE VOTE OF THE JOINT HOLDER WHOSE NAME APPEARS FIRST ON THE REGISTER OF SHAREHOLDERS WILL BE COUNTED.

ATTENDING THE AGM AND LIVE VOTING ONLINE

SHAREHOLDERS CAN PARTICIPATE IN THE ANNUAL GENERAL MEETING VIRTUALLY VIA COMPUTER OR A MOBILE DEVICE – BY ENTERING THE FOLLOWING URL IN YOUR BROWSER <https://meetings.linkgroup.com/QGL2022>. THE MEETING WILL BE VIEWABLE FROM DESKTOPS, LAPTOPS, TABLETS AND MOBILE DEVICES.

TO PARTICIPATE AND VOTE ONLINE YOU WILL NEED YOUR SHAREHOLDER REFERENCE NUMBER (SRN) OR HOLDER IDENTIFICATION NUMBER (HIN) PRINTED AT THE TOP OF THE PROXY FORM AND POSTCODE. PROXYHOLDERS WILL NEED THEIR PROXY CODE WHICH LINK MARKET SERVICES WILL PROVIDE VIA EMAIL NO LATER THAN 24 HOURS PRIOR TO THE MEETING. ONLINE PARTICIPANTS SHOULD REGISTER AT LEAST 15 MINUTES BEFORE THE AGM.

YOU WILL BE ABLE TO LIVE VOTE DURING THE MEETING WHEN INVITED BY THE CHAIR. YOU WILL BE ABLE TO VOTE FOR, AGAINST OR ABSTAIN ON EACH ITEM THROUGH THE ONLINE PLATFORM.

FURTHER DETAILS ON HOW TO PARTICIPATE IN THE AGM ONLINE ARE SET OUT IN THE ATTACHED NOTICE OF MEETING AND IN THE ONLINE PLATFORM GUIDE. THE ONLINE PLATFORM GUIDE PROVIDES DETAILS ABOUT HOW TO ENSURE YOUR BROWSER IS

COMPATIBLE WITH THE ONLINE PLATFORM, AS WELL AS A STEP BY STEP GUIDE TO SUCCESSFULLY LOG IN AND NAVIGATE THE SITE. THE ONLINE PLATFORM GUIDE WILL BE RELEASED TO THE ASX AND IS ALSO AVAILABLE ON OUR WEBSITE AT [HTTP://QUANTUMGRAPHITE.COM/](http://quantumgraphite.com/).

TECHNICAL DIFFICULTIES

TECHNICAL DIFFICULTIES MAY ARISE DURING THE COURSE OF THE ANNUAL GENERAL MEETING. THE CHAIR HAS DISCRETION AS TO WHETHER AND HOW THE MEETING SHOULD PROCEED IN THE EVENT THAT A TECHNICAL DIFFICULTY ARISES. IN EXERCISING HIS DISCRETION, THE CHAIR WILL HAVE REGARD TO THE NUMBER OF SHAREHOLDERS IMPACTED AND THE EXTENT TO WHICH PARTICIPATION IN THE BUSINESS OF THE MEETING IS AFFECTED. WHERE HE CONSIDERS IT APPROPRIATE, THE CHAIR MAY CONTINUE TO HOLD THE MEETING AND TRANSACT BUSINESS, INCLUDING CONDUCTING A POLL AND VOTING IN ACCORDANCE WITH VALID PROXY INSTRUCTIONS. FOR THIS REASON, SHAREHOLDERS ARE ENCOURAGED TO LODGE A PROXY BY 11:00AM (AWST) ON 17 NOVEMBER 2022 EVEN IF THEY PLAN TO ATTEND THE MEETING ONLINE.

QUANTUM GRAPHITE LIMITED
ABN 41 008 101 979

EXPLANATORY MEMORANDUM
NOTICE OF 2022 ANNUAL GENERAL MEETING

11:00AM AWST (VIA <https://meetings.linkgroup.com/QGL2022>) ON WEDNESDAY, 30 NOVEMBER 2022

Introduction

1.1. General

The purpose of this Explanatory Memorandum is to provide shareholders with all information known to the Company, which is material to a decision on how to vote on the resolutions contained in the Notice. The Explanatory Memorandum forms part of the Notice.

A copy of the Notice was lodged with ASX Limited (ASX) on 18th October 2022. No responsibility is taken for the content of this Notice by ASX.

This Explanatory Memorandum should also be read in conjunction with the 2022 Annual Financial Report attached to this Notice.

Shareholders are advised to read this document carefully and in full before the Meeting is held. If you are in any doubt as to how to deal with this document, please consult your legal, financial or other professional advisor.

1.2. Purpose of Meeting

The Meeting has the following purposes:

- (i) to consider resolutions relating to the ordinary business of the Company required to be conducted at the 2022 annual general meeting of the Company, including the adoption of accounts and the approval of the remuneration report;
- (ii) to elect Bruno Ruggiero and Michael Wyer as Directors of the company;
- (iii) to ratify past issuance of shares and, thus, refresh the issuance capacity of the Company;
- (iv) to approve the potential issuance of shares for payment for services provided to the Company by contractors;
- (v) to consider resolutions relating to the remuneration of Directors; and
- (vi) to consider resolutions relating to the possible issuance of shares to CCM

See Section 2 below, for further information.

1.3. Forward looking statements

This Explanatory Memorandum may contain forward looking statements. Shareholders should be aware that such statements are only predictions and are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the Company as well as general economic conditions and conditions in the financial markets.

Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement and such deviations are both normal and to be expected. Neither the Company, any of its officers or any person named in the Notice or involved in the preparation of the Notice makes any representation or warranty (either express or implied) as to accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, and shareholders are cautioned not to place undue reliance on those statements. To the extent that there is any forward-looking statement in this Notice, such statements reflect views held only as at the date of this Notice.

1.4. Glossary

In this Notice of Meeting and Explanatory Statement, unless the context otherwise requires:

2022 Accounts means the Company's full-year financial reports for the year ended 30 June 2022 included within the 2022 Annual Financial Report.

ASX means Australian Securities Exchange Limited ACN 008 624 691 or the financial market conducted by it, as applicable.

Board means the board of directors of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Listing Rules means the listing rules of ASX, as amended or varied from time to time.

Notice means this Notice of Meeting including the Explanatory Memorandum.

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

Shareholder means a person registered as a holder of Shares as at 7.00pm (AEST) on 17 November 2022.

2. Explanatory Notes to Resolutions

2022 Annual Financial Report

Pursuant to the Corporations Act, the Directors of a public company that is required to hold an Annual General Meeting must table the financial statements and reports of the Company for the previous year before shareholders at that Annual General Meeting.

Shareholders have been provided with all relevant information concerning the Company's 2022 Accounts for the year ended 30 June 2022. A copy of this report has been forwarded or made available to each shareholder and may also be found online at quantumgraphite.com and as announced to ASX. A copy of the 2022 Annual Financial Report will also be tabled at the Meeting.

Shareholders should note that the sole purpose of tabling the 2022 Annual Financial Report at the Annual General Meeting is to provide shareholders with the opportunity to ask questions or discuss matters arising from the financial statements at the Meeting. It is not the purpose of the meeting that the financial statements be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt the Company's financial statements will be put to shareholders at the Meeting.

Shareholders will be allowed a reasonable opportunity to ask questions about, or make comments on, the management of the Company.

It is proposed that the Company's auditors will be present at the meeting. Shareholders present at the meeting will be allowed a reasonable opportunity to ask the Chairman of the Company questions about the management of the Company or ask the auditors questions relevant to:

- (i) the conduct of the audit;
- (ii) the preparation and content of the auditor's report;
- (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (iv) the independence of the auditors in relation to the conduct of the audit.

Written questions to the Chairman about the management of the Company, or to the Company's auditor about the above matters, may be submitted by no later than 5 business days before the meeting to the Company Secretary at the Company's registered office.

Resolution 1 - Remuneration Report 2022

Section 300A of the Corporations Act requires that the Directors' Report must contain a Remuneration Report containing prescribed information about the Board's policy for determining the nature and amount of the remuneration of Directors and senior management. The Remuneration Report must also explain the relationship between the remuneration policy of the Board and the Company's performance. The Remuneration Report is set out in the 2022 Annual Financial Report on page 9.

The Corporations Act requires that the Remuneration Report be submitted to shareholders for adoption by a non-binding resolution.

The Remuneration Report contains information regarding such matters (among others) as:

- (i) the Board's policy for determining the nature and levels of remuneration of the Company's senior management personnel;
- (ii) the relationship between the Board's remuneration policy and the Company's performance;
- (iii) prescribed information regarding the remuneration paid to each member of the Company's key management personnel, including the amount of the remuneration paid to those personnel; and
- (iv) where any element of the remuneration of a member of the key management personnel depended on the satisfaction of a performance condition, a summary of that performance condition and an explanation of why it was adopted in relation to the relevant personnel.

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of shareholders.

Section 250R(3) of the Corporations Act provides that this resolution is advisory only and does not bind the Directors of the Company. Of itself, a failure of shareholders pass this will not require the Directors to alter any of the arrangements described in the respective Remuneration Report.

However, sections, 250U and 250Y, among others of the Corporations Act, give shareholders the opportunity to remove the Board if the Remuneration Report receives a no vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a no vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Director's Report must stand for re-election (**Spill Resolution**).

In addition, if comments are made on the Remuneration Report at the AGM, the Company's remuneration report in respect of the following financial year will be required to include an explanation of the Board's proposed action in response to those comments or, if no action is proposed, the reasons why.

The Chairman will allow a reasonable opportunity for shareholders as a whole to ask about, or make comments on, the Remuneration Reports.

The Chairman will cast all available proxies in favour of this resolution. Shareholders may also choose to direct the Chairman to vote against this resolution or to abstain from voting.

Voting Exclusion Statement

In accordance with section 250R of the Corporations Act, a vote on this must not be cast by, or on behalf of, a member of the Company's Key Management Personnel (KMP) whose remuneration details are included in the Remuneration Report or a closely related party of a KMP, whether the votes are cast as a shareholder, proxy or in any other capacity, and the Company will disregard any such vote.

However, the Company will not disregard a vote cast by a KMP or closely related party of a KMP if:

- (a) the person is acting as proxy appointed by writing that specifies how the proxy is to vote on the resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on the resolution as described above; or

- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Company's KMP.
- (c) if it is cast by a custodian or nominee, to the extent only that those holders (Nominee Holders) are acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of beneficiaries

If you are a KMP or a closely related party of a KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as described above), you may commit an offence by breaching the voting restrictions that apply to you under the Corporations Act.

A closely related party of a member of the Company's KMP means any of the following:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependant of the member or of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- a company the member controls; or
- a person prescribed by regulations (as at the date of this Notice, no such regulations have been prescribed).

Resolution 2(a): Election of Director – Mr Bruno Ruggiero

Mr Bruno Ruggiero offers himself for election to the Board in accordance with the Company's Constitution.

Mr Ruggiero is a Mechanical Engineer with over 30 years' experience in the minerals and related industries completing numerous local and international projects.

He is a founder of Lycopodium and, with expertise in both mechanical and process design, has undertaken diverse roles within the broader Lycopodium Group. He is an executive director of Lycopodium Minerals and a non-executive director of ECG Pty Ltd, a company in which Lycopodium is a shareholder.

Mr Ruggiero is currently the Technical Director of Lycopodium Minerals, responsible for setting the technical direction and standards for the Lycopodium Group's projects worldwide.

Mr Ruggiero was elected to the Board on 22 June 2018.

Mr Ruggiero will vacate the Chair for consideration of this resolution, the acting Chairman for this part of the meeting will cast all available proxies in favour of this resolution. Shareholders may also choose to direct the Chairman to vote against this resolution or to abstain from voting. Each Director recommends that Shareholders vote in favour of this resolution.

Resolution 2(b): Election of Director – Mr Michael Wyer

Mr Michael Wyer offers himself for election to the Board in accordance with the Company's Constitution.

Michael Wyer is a seasoned finance professional with more than 25 years experience in corporate treasury management, commodity trade finance and debt capital markets. Originally trained as a chartered accountant in Sydney he worked in major accounting firms for six years and then spent 17 years as a corporate finance banker in Asia. He has had a particular focus on commodity related firms including steel makers, iron ore miners, cement makers and grains traders. Since 2017 he has been a director and general manager of the Australian subsidiary of a regional soft commodities trader which grew to be one of the largest exporters of containerised Australian wheat to Asia.

He holds a M.AppFin from Macquarie University and a B.Comm. in Accounting and Information Systems from U.N.S.W.

Mr Wyer was appointed to the Board on 22 August 2022.

The Chairman will cast all available proxies in favour of this resolution. Shareholders may also choose to direct the Chairman to vote against this resolution or to abstain from voting. Each Director recommends that Shareholders vote in favour of this resolution.

Resolution 3 - Ratification of prior issuance of Shares (issued under ASX Listing Rule 7.1)

a) December 2021 Issuance

On 8 December 2021, the Company issued 7,465,565 Shares at an issue price of \$0.115 per Share to raise approximately \$858,550 (before costs of the issue) (First Placement Shares). The shares were issued to applicants under the Cleansing Prospectus dated 30 November 2021 (**the November Prospectus**) to applicants under the prospectus. The funds raised were utilised as working capital for the Company.

The First Placement Shares were issued pursuant to the Company's Listing Rule 7.1 placement capacity.

The Company engaged the services of CCM, to manage the issue of the Placement Shares. No fee was paid to CCM for this service.

Technical information required by ASX Listing Rule 7.5

- i) The shares were issued to applicants under the November Prospectus to applicants under the prospectus. None of the recipients are related parties of the Company
- ii) The funds raised were utilised as working capital for the Company.
- iii) 7,465,565 First Placement Shares were issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 3(a))

b) July 2022 Issuance

On 28 July 2022 and 1 August 2022, the Company issued 11,702,200 Shares at an issue price of \$0.38 per Share to raise approximately \$858,550 (before costs of the issue) (Second Placement Shares).

On 8 December 2021, the Company issued 7,465,565 Shares at an issue price of \$0.115 per Share to raise approximately \$858,550 (before costs of the issue) (Second Placement Shares). The shares were issued to applicants under the Cleansing Prospectus dated 22 July 2022 (the July Prospectus) to applicants under the prospectus.

The Placement Shares were issued pursuant to the Company's Listing Rule 7.1 placement capacity.

The Company engaged the services of Shaw and Partners and CCM, to manage the issue of the Second Placement Shares. A fee of \$103,259.56 (including GST) and 3,00,000 Options (exercisable at \$0.74 expiry 31 January 2024). No fee was paid to CCM for this service.

Technical information required by ASX Listing Rule 7.5

- j) The shares were issued to applicants under the July Prospectus to applicants under the prospectus. None of the recipients are related parties of the Company

- ii) The funds raised were were for the following purposes:

Activity	Funds
A. the construction of the long duration energy storage cell pilot including the ultra-high temperature test work being conducted by Technische Universitat Bergakademie Freiberg's INEMET group;	\$2,300,000
B. ongoing site preparation of Uley 2;	\$200,000
C. the expansion of the Uley 2 definitive feasibility study from the existing production capacity of 55,000 tonnes per annum to a target capacity of approximately 95,000 tonnes per annum; and	\$250,000
D. general working capital requirements including progressing the financing of the Uley 2 (Stage 1) Project.	<u>\$1,697,216</u>
TOTAL	\$4,447,216

- iii) 11,703,200 Second Placement Shares were issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 3(b))

c) Ratification of prior issue of 3,000,000 Options to Shaw and Partners or their associates (issued under ASX Listing Rule 7.1)

The 3,000,000 Options (Exercise Price \$0.75 and Expiry 31 January 2024) (the Broker Options) were issued pursuant to the Company's Listing Rule 7.1 placement capacity.

The Fee Options were issued pursuant to the agreement with Shaw & Partners.

Technical information required by ASX Listing Rule 7.5

- i) The shares were issued to associates of Shaw and Partners. None of the recipients are related parties of the Company
- ii) The issuance of the Broker Options reduced the cash costs associated with the offer.
- iii) 3,000,000 Broker Options were issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 3(c))

d) Ratification of prior issue of 252,000 Shares to contractors(issued under ASX Listing Rule 7.1)

The 252,000 shares (First Contractor Shares) were issued pursuant to the Company's Listing Rule 7.1 placement capacity.

The First Contractor Shares were issued as payment to contractors undertaking research upon the Company's activities. No funds were received upon issuance of the First Contractor Shares however the Company has received the services sought.

Technical information required by ASX Listing Rule 7.5

- i) The First Contractor Shares were issued to contractors to the Company. None of the recipients are related parties of the Company
- ii) The issuance of the First Contractor Shares reduced the cash costs of engaging the contractor.

- iii) 252,000 First Contractor Shares were issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 3(d)).

e) Ratification of prior issue of 260,000 Shares to contractors (issued under ASX Listing Rule 7.1)

The 260,000 shares (Second Contractor Shares) were issued pursuant to the Company's Listing Rule 7.1 placement capacity.

The Second Contractor Shares were issued as payment to contractors undertaking research regarding the markets and activities undertaken by the Company. No funds were received upon issuance of the Second Contractor Shares however the Company has received the services sought.

Technical information required by ASX Listing Rule 7.5

- i) The First Contractor Shares were issued to contractors to the Company. None of the recipients are related parties of the Company
- ii) The issuance of the First Contractor Shares reduced the cash costs of engaging the contractor.
- iii) 252,000 First Contractor Shares were issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 3(d)).

Listing Rules 7.1 and 7.1A

Subject to a number of exceptions, Listing Rule 7.1 generally limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period.

Further, under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained approval to increase its limit to 25% at the annual general meeting held on 19 November 2021. The additional 10% capacity was not utilised for the purposes of the First Placement Shares, Second Placement Shares, the Broker Options, the First Contractor Shares and the Second Contractor (collectively referred to as the Unapproved Shares).

The issue of the Unapproved Shares does not fit within any of the Listing Rule 7.1 exceptions. Accordingly, as the issue has not yet been approved by Shareholders, it effectively reduces the Company's 15% issuance capacity under Listing Rule 7.1 by the amount of the Unapproved Shares and 12-month hereby reduces the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the Placement Shares.

Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under this rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Resolution 3(a), 3(b), 3(c), 3(d) and 3(d) seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Unapproved Shares.

Technical information required by ASX Listing Rule 14.1A

If Resolution 3 is passed, the Unapproved Shares will be excluded in calculating the Company's combined 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Unapproved Shares.

Resolutions 3(a), 3(b), 3(c), 3(d) and 3(e) are being considered separately. Each resolution may be approved or rejected by the meeting (they are not linked). If any resolution is not approved, it will effectively reduce the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the relevant shares. That is if any resolution is not passed it will be included in calculating the Company's combined 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

For clarity sake, the impact of each resolution is as follows:

Resolution	Description	Date of Issue	Quantity of Securities (Amount that placement capacity will be reduced by if not passed)
Resolution 3(a)	First Placement Shares	8 December 2021	7,465,565
Resolution 3(b)	Second Placement Shares	28 July 2022	11,703,200
Resolution 3(c)	Broker Options	8 December 2021	3,000,000
Resolution 3(d)	First Contractor Shares	21 March 2022	252,000
Resolution 3(e)	Second Contractor Shares	20 June 2022	260,000

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue of either the First Placement Shares, the Second Placement Shares, the Broker Options, the First Contractor Shares or the Second Contractor Shares or an associate 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 the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (d) 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
 - (e) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4 – Approval of Proposed Issue of Shares to Service Providers

The Company is seeking shareholder approval for the issue of up to 5,000,000 Shares to service providers including advisers and technical consultants that may be retained by the Company in connection with the advancement of its projects. The identity of the service providers is not known at this time.

The shares shall be issued at a price not less than a 10% discount to VWAP of the Company's shares in the prior 5 trading days.

Further, any issue of Shares to each of the Service Providers is conditional upon any applicable ASX waiver which may be required pursuant to Listing Rules 7.3. The Company will seek a waiver from this requirement prior to the AGM. In the event that the applicable ASX waiver is not granted, the shares will be required to be issued within 3 months.

The Directors believe that this resolution is in the best interests of the Company and unanimously recommend that

Shareholders vote in favour. In particular, the ability of the Company to issue new Shares as an additional incentive to advisers better positions the Company to pursue its interests in the prevailing market conditions.

The Chairman will cast all available proxies in favour of this resolution. Shareholders may also choose to direct the Chairman to vote against this resolution or to abstain from voting. Each Director recommends that Shareholders vote in favour of this resolution.

Voting Exclusion Statement

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

However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

Resolution 5 - Approval of 10% Placement Capacity

The Company is seeking Shareholder approval to issue an additional 10% of its issued Shares (10% Placement Capacity) over a 12-month period under Listing Rule 7.1A. The formula for the 10% Placement Capacity is set out in Listing Rule 7.1A.2 and the approval period to which it relates (generally no more than 12 months) is set out in Listing Rule 7.1A.1 and detailed below.

There are a number of other conditions applicable to the approval and issue of Shares under Listing Rule 7.1A, including:

- (a) That any new Shares issued under the 10% Placement Capacity must be in the same class as the existing quoted class of Shares of the Company; and
- (b) A limitation on the discount to prevailing market price at which they may be issued.

If this resolution is passed, the Company will be able to issue Shares up to the combined 25% limit specified in Listing Rules 7.1 and 7.1A without shareholder approval.

If this resolution is not passed, the Company will not be able to access the 10% Placement Capacity provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Shares without the shareholder approval required by Listing Rule 7.1.

Maximum Number of Shares that may be Issued

As at the date of the Notice, the Company has 324,000,000 Shares on issue. If this resolution is approved by shareholders, the Company, could issue up to a further 32,400,000 Shares under Listing Rule 7.1A. The actual number of Shares that the Company can issue under Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the formula prescribed in Listing Rule 7.1A.2

Minimum Issue Price of Shares Issued

The minimum issue price of Shares under Listing Rule 7.1A will be calculated at the date of the issue of the Shares in accordance with the prescribed formula, i.e., the issue price of Shares must not be less than 75% of the VWAP of the Shares calculated over the 15 Trading Days during which trades in the Company's shares were recorded immediately before:

- (a) The agreed date on which the price at which the Shares are to be issued is agreed; or
- (b) If the Shares are not issued within five Trading Days of the referred to in (i) above, the date on which the Shares are issued.

10% Placement Period

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

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; and
- (b) the date of the approval by shareholders of a transaction under Listing Rule 11.1.1 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

Technical Information

The numerical information in this part is correct as at the date of this Notice of Meeting.

- (a) Pursuant to Listing Rule 7.3A, the following additional information is provided in relation to the approval of the 10% Placement Facility. There is a risk that:
 - the market price for the Company’s Shares may be significantly lower on the date of the issue of the Shares than on the date of the Meeting; and
 - the Shares may be issued at a price that is at a discount to the Shares in the same class on the issue date, which may have an effect on the amount of funds raised by the issue of the Shares.
- (b) The table below shows the risk of voting dilution of existing shareholders on the basis of the current market price of Shares and the current number of S 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 Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require shareholder approval (for example, a pro rata entitlements issue) or future specific placements under Listing Rule 7.1 that are approved at a shareholders’ meeting; and
- two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Number of shares on issue (Variable 'A' in ASX Listing Rule 7.1A2)		50% decrease in issue price \$0.19	Current Price Issue price \$0.38	100% increase in issue price \$0.76
Variable A = 324,000,000	Shares Issued	32,400,000	32,400,000	32,400,000
	Funds Raised	\$6,156,000	\$12,312,000	\$24,624,000
Variable A = 486,000,000	Shares Issued	48,600,000	48,600,000	48,600,000
	Funds Raised	\$9,234,000	\$18,468,000	\$36,936,000
Variable A = 648,000,000	Shares Issued	64,800,000	64,800,000	64,800,000
	Funds Raised	\$12,312,000	\$24,624,000	\$49,248,000

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Shares available under the 10% Placement Facility.
- (ii) Options on issue not included.
- (iii) 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%.
- (iv) The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements pursuant to the date of the Meeting.
- (v) The table shows only the effect of issues of Shares under Listing Rule 7.1A and no other issues of Equity Securities.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (vii) The issue price is \$0.051, being the closing price of the Shares on the ASX on 17 October 2022 (the last quoted price).

- (c) The Company may seek to issue the Shares for the following purposes:
 - Consideration for the acquisition of services, assets or investments (including expenses associated with such acquisition) required for the development of the Company’s projects; and/or
 - Raise funds for the general working capital needs of the Company.

- (d) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Shares.
- (e) 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 Shares and the number of Shares allotted to each will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
- the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which the existing security holders can participate;
 - the effect of the issue of the Shares on the control of the Company;
 - the financial situation and solvency of the Company; and
 - 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.

- (f) The Company has not previously obtained approval under ASX Listing Rule 7.1A.

Formula for Calculating the 10% Placement

The number of Shares which the Company may issue pursuant to this item 9 in accordance with ASX Listing Rule 7.1A.2 may be calculated in accordance with the following formula:

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

Where:

A is the number of shares on issue at the commencement of the Relevant Period (the 12-month period immediately preceding the date of issue or agreement):

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

D is 10%

E is the number of Shares issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by shareholders under ASX Listing Rules 7.1 or 7.4.

Board Recommendation

The Directors believe that this resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour. In particular, the ability of the Company to issue new Shares under the 10% Placement Capacity will enable the Company to issue Shares in circumstances where it might otherwise be subjected to the cost, delay and uncertainty of reverting to Shareholders for approval. The additional flexibility and speed to conduct capital raising will better position the Company to pursue its interests in the prevailing market conditions.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of any person who is expected to participate in an issue of Shares under the 10% Placement Capacity or any person who may obtain a material benefit as a result of an issue of Shares under the 10% Placement Capacity (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney on the resolution in that way;
- (b) it is cast by the chair of the meeting as proxy or attorney for a person who is entitled to vote, in accordance with the direction given to the to vote on the resolution as the chair decides; or
- (c) 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:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, on the resolution; and
 - the holder votes on the resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolutions 6(a), (b), (c), (d): Approval of Issue of Shares to Directors and Company Secretary for Past Remuneration

This resolution of the Notice seeks shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the issue of shares to Directors. This issue is proposed in lieu of the cash payment of directors' fees for the period 1 January 2022 to 31 December 2022. The Company pays such fees in shares in order to conserve cash resources.

The issuance of shares and the rates of remuneration have previously been approved at the 2021 Annual General Meeting however the ASX did not grant a waiver under listing rule 10.13.3 and 10.13.5 to allow it to issue the shares after more than a month after the 2021 meeting and the Company was therefore unable to issue the approved shares. These resolutions will authorise the Company to now issue the shares within a month of the Annual General Meeting.

For the purposes of calculating the number of shares issued the Company has utilised a range of share prices. For the period 1 January 2022 to 31 December 2022 the company has the prior month's VWAP (i.e 14.83 cents for the March 2022 quarter (being the VWAP for December 2021), 32.45 cents for the June 2022 quarter (being the VWAP for March 2022), 43.61 cents for the September 2022 (being the VWAP for June 2022) and 36.15 cents for the December 2022 quarters) (being the VWAP for September 2022).

Director/Officer	Period Start	Period End	Annual Remuneration Rate	Shares to be Issued	Total Remuneration for Calendar 2022
Sal Catalano	1 January 2022	31 December 2022	\$72,000	267,908	\$217,000 [#]
Robert Osmetti	1 January 2022	31 December 2022	\$48,000	145,410	\$48,000
Bruno Ruggiero	1 January 2022	31 December 2022	\$72,000	267,908	\$72,000
David Trimboli	1 January 2022	31 December 2022	\$48,000	178,608	\$48,000
Michael Wyer	1 January 2022	31 December 2022	\$48,000	60,708	\$24,000
Rochelle Pattison	1 April 2022	31 December 2022	\$48,000	97,687	\$48,000

[#] Total remuneration includes an amount of \$145,000 attributable to Sal Catalano's position as the Company's Chief Executive Officer.

The issuance of these shares will result in a 1.20% dilution of the existing shareholders

These shares will be issued within 1 month of the meeting being held.

Resolution 6(a) Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Sal Catalano who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate

of Sal Catalano (or those persons).

However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

Resolution 6(b) Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Robert Osmetti (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Robert Osmetti.

However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

Resolution 6(c) Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Bruno Ruggiero (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Bruno Ruggiero.

However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

Resolution 6(d) Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of David Trimboli (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of David Trimboli.

However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

Resolution 6(e) Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Michael Wyer (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Michael Wyer.

However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

Resolution 6(f) Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Rochelle Pattison (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Rochelle Pattison.

However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

RESOLUTION 7 - Approval of Proposed Issue of Shares to Chimaera Capital Markets for the provision of capital market services

3.1 Background

The Company is seeking Shareholder approval to issue up to 24,001,000 shares to CCM an entity associated with Mr Sal Catalano for the provision of capital market services in connection with the raising of capital for the Uley 2 project.

This resolution is substantially the same as the resolutions passed at the General Meeting on 28 May 2021 and 19 November 2021 required to be put to shareholders again due to the ASX Listing Rule requirements that the shares be issued within one month of the date of the approval by shareholders unless a waiver is sought and granted from the ASX. The shares could not be issued within a month of the approval since the conditions could not be met within this time frame and the ASX did not grant the waiver requested by the Company. It is anticipated that the successful conclusion of this transaction is likely to extend for a further three months and possibly up to six months and that further approvals may be required in the future.

Due to current market conditions, exchange rate movements and a potential increase in the scope of the plant, the quantum of the financing is likely to be larger than originally proposed and this resolution is based upon a potential capital raise of \$150,000,000.

3.2 Number of Shares to be issued

The number of shares allocated is conditional upon the occurrence of specific capital markets milestones, i.e., (i) the signing of mandate documentation acceptable to the Company, (ii) the registration and/or approval of capital markets offering documentation and (iii) financial close.

On 21 May 2021, the Company announced that a funding mandate had been executed with ACT Capital GmbH triggering the first mile stone under the mandate with CCM. Accordingly, on 4 June 2021, 9,850,000 shares were issued to CCM.

For the purposes of this resolution the quantum of the maximum issue of shares is calculated by the following formula:

$$\text{Capital Amount} \times \text{Issue Price}$$

Where:

Capital Amount means the funding requirement for the Uley 2 project being A\$80,000,000 (see Mining Study announcement to the market on 11 December 2019) or such other amount determined by the Company.

Issue Price means the greater of \$0.09 and the monthly VWAP for the five (5) trading days immediately preceding the achievement of the relevant milestone).

The formula for determining the actual number of shares to be issued on the achievement of the relevant milestone shall be determined in accordance with the following formula:

$$(\text{Capital Amount} \times \text{Fee \%}) / \text{Issue Price}$$

Where:

Capital Amount see above.

Issue Price see above

Fee % means the fee percentage for each of the Milestones as specified in the following table.

Milestone	Fee %
Execution of mandate document with lead arranger	0.8%
Registration of offering or disclosure documentation	1.2%
Financial close of Uley 2 project funding	1.5%

For the purpose of illustration, the Company has assumed that shares will be issued to CCM at the minimum price of \$0.38 per share which would result in the maximum number of Shares being issued as set out in the table below:

	Fee %	A\$Fee	Maximum Number of Shares @\$0.38
Signing of mandate document with lead arranger	0.8%	\$640,000	9,850,000
Registration of offering or disclosure documentation	1.2%	\$1,800,000	4,736,800
Financial close of Uley 2 project funding	1.5%	\$2,250,000	5,921,100
Total	2.7%	\$2,160,000	10,657,900

3.3 Note regarding Section 211

It is the view of Directors that the proposed issue of shares pursuant to these resolutions fall within the exception under section 211 of the Corporations Act (reasonable remuneration) given the circumstances of the Company and the position held by Mr Sal Catalano. Accordingly, shareholder approval is not being sought under section 208 of the Corporations Act, although shareholder approval must be obtained pursuant to ASX Listing Rule 10.11.

3.4 Note regarding 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 Shares to the Directors as approval is being obtained under Listing Rule 10.11.

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 4:

- (a) the related parties are Mr Catalano and they are related parties by virtue of being Directors of the Company;
- (b) the maximum number of Shares to be issued by the Company will be determined by dividing the milestone payment amount by the prior five-day VWAP (subject to a floor price of \$0.09) upon the occurrence of a milestone;
- (c) prior to the Meeting the Company will request an ASX waiver from the requirement that the Shares be issued within one month after the date of the AGM and, should the request be successful, allotment will occur upon the occurrence of each milestone provided that the milestone is satisfied within six months;
- (d) any fractions of Shares resulting from the calculation will be rounded down to the nearest whole number;
- (e) the Shares will be issued within five days of the milestone being achieved;
- (g) a voting exclusion statement is included in this Notice of Meeting of which this Explanatory Statement forms part; and
- (h) if a milestone has not been achieved within six (6) months the authorisation shall lapse (although the Directors may seek further approval from shareholders to allow for shares to be issued upon satisfaction of milestones after that date).

Mr Catalano is an executive director of the Company and, as such, ASX Listing Rule 10.13.8 requires disclosure of Mr Catalano's existing remuneration.

Details of the current remuneration package for Mr Catalano is as follows:

	Base Payments	Director Fees (paid by issuance of shares)	Total Remuneration
Mr Catalano	\$94,500	\$192,000	\$286,500

The Company's Annual Report for any period during which the shares are issued to entities associated with Mr Catalano (or their nominees) shall disclose the details of the number of Shares that were issued to them, including the percentage of the Company's issued capital represented by those Shares.

The relevant interests of the related parties in Shares of the Company and the potential future voting power of the related parties based on the issues of Shares to CCM (or its Nominee) are set out below:

Assuming Resolution 6 is not passed

	Shares Currently Held	% Voting Power	Maximum No of Shares to be issued under Resolution 8	Increase in voting power for individual dilution	% Voting Power after issuance*
Mr Catalano	75,860,897	23.41%	10,657,900	3.18%	26.60%

Assuming Resolution 6 is passed

	Shares Held if Resolutions 2 and 3 are passed	% Voting Power	Maximum No of Shares to be issued under Resolution 4	Increase in voting power for individual dilution	% Voting Power after issuance*
Mr Catalano	76,128,805	23.59%	10,657,900	3.18%	25.91%

A Voting exclusion statement for each of the resolutions is set out in the Notice of Meeting. The Chairman intends to vote available undirected proxies in favour of all resolutions.

Resolution 8 Voting Exclusion Statement: The Company will disregard any votes cast in favour of this resolution by Mr Sal Catalano and any of his associates and any other person who will obtain a benefit (except a benefit solely in the capacity of a holder of securities).

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form;
- (b) if it is cast by a custodian or nominee, to the extent only that those holders (Nominee Holders) are acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of beneficiaries who did not or will not participate in the issue
- (c) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on this resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party. However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of the Excluded Party for that Resolution.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not an Excluded Party, the above prohibition does not apply if:
 - (i) the proxy is the Chair; and
 - (ii) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
Quantum Graphite 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; or
Level 12, 680 George Street, Sydney NSW 2000

*During business hours Monday to Friday

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGEMENT OF 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 **11:00am (AWST) on Monday, 28 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).

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 and email address 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to the Meeting in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

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 Quantum Graphite 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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

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 **11:00am (AWST) on Wednesday, 30 November 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/QGL2022> (refer to details in the Notice of Meeting).

Important for Resolutions 1, 2, 5, 6a-6f & 7: 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, 2, 5, 6a-6f & 7, 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 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of Additional Share Issue Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2a Election of Director - Mr Bruno Ruggiero	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6a Approval of Proposed Issue of Shares to Directors - Mr Sal Catalano	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2b Election of Director - Mr Michael Wyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6b Approval of Proposed Issue of Shares to Directors - Mr Robert Osmetti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a Ratification of prior issue of 7,465,565 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6c Approval of Proposed Issue of Shares to Directors - Mr Bruno Ruggiero	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b Ratification of prior issue of 11,703,200 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6d Approval of Proposed Issue of Shares to Directors - David Trimboli	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3c Ratification of prior issue of 3,000,000 Options to parties associated with Shaw and Partners	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6e Approval of Proposed Issue of Shares to Directors - Mr Michael Wyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3d Ratification of prior issue of 252,000 Shares to Contractors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6f Approval of Proposed Issue of Shares to Company Secretary - Ms Rochelle Pattison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3e Ratification of prior issue of 260,000 Shares to contractors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval of Proposed Issue of Shares to Markets Nominees Pty Ltd for the provision of capital market services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Proposed Issue of Shares to Service Providers	<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 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).

QGL PRX2201N

