

EVOLUTION ENERGY MINERALS LIMITED

ACN 648 703 548

NOTICE OF GENERAL MEETING

TIME: 1:00pm Perth Time (AWST)

DATE: 26 July 2024

PLACE: Level 2, 389 Oxford Street Mount Hawthorn WA 6016

The business of the Meeting affects your shareholding and your vote is important.

The General Meeting will be an in-person meeting.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Jay Stephenson, on jstephenson@ev1minerals.com.au.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice.

BUSINESS OF THE MEETING

AGENDA

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

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 17,200,000 Shares to sophisticated and professional investors at an issue price of \$0.04, as announced on Thursday, 13 June 2024, and otherwise on the terms and conditions set out in the Explanatory Statement.”

A Voting exclusion statement applies to this Resolution. Please see below.

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

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 25,965,630 Shares to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement.”

A Voting exclusion statement applies to this Resolution. Please see below.

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

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 33,084,370 Shares to ARCH on the terms and conditions set out in the Explanatory Statement.”

A Voting exclusion statement applies to this Resolution. Please see below.

4. RESOLUTION 4 – APPROVAL TO ISSUE TRANCHE 2 SHARES OF PLACEMENT TO DEUTSCHE BALATON AG

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 21,250,000 Shares to Deutsche Balaton AG on the terms and conditions set out in the Explanatory Statement.”

A Voting exclusion statement applies to this Resolution. Please see below.

5. RESOLUTION 5 – APPROVAL FOR DIRECTOR TO PARTICIPATE IN PLACEMENT – MICHAEL SPREADBOROUGH

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,250,000 Shares to Michael Spreadborough (or their nominee) on the terms and conditions set out in the Explanatory Statement.”

A Voting prohibition statement and a voting exclusion statement apply to this Resolution. Please see below.

6. RESOLUTION 6 – APPROVAL FOR DIRECTOR TO PARTICIPATE IN PLACEMENT – STEPHEN DENNIS

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,250,000 Shares to Stephen Dennis (or their nominee) on the terms and conditions set out in the Explanatory Statement.”

A Voting prohibition statement and a voting exclusion statement apply to this Resolution. Please see below.

DATED: 25 JUNE 2024

BY ORDER OF THE BOARD



Jay Stephenson
Company Secretary

Voting Prohibition Statements

Resolution 5 – Approval for Director to Participate in Placement – Michael Spreadborough	In accordance with section 224 of the Corporations Act, a vote on Resolutions 5 and 6 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 (Excluded 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 Resolutions 5 and 6 and it is not cast on behalf of an Excluded Party.
Resolution 6 – Approval for Director to Participate in Placement – Stephen Dennis	<p>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 Resolutions 5 and 6 if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not an Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though Resolutions 5 and 6 is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolutions 1 – Ratification of prior issue of Tranche 1 Placement Shares – Listing Rule 7.1	A person who participated in the issue or is a counterparty to the agreement being approved (namely the recipients of the Shares under the Placement) or an associate of that person or those persons.
Resolution 2 – Ratification of prior issue of Tranche 1 Placement Shares – Listing Rule 7.1A	
Resolution 3 – Approval to Issue Shares for Tranche 2 to ARCH	ARCH and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely participants in the Placement) or an associate of that person (or those persons).
Resolution 4 – Approval to Issue Shares for Tranche 2 to Deutsche Balaton AG	Deutsche Balaton AG and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely participants in the Placement) or an associate of that person (or those persons).
Resolution 5 – Approval for Director to Participate in Placement – Michael Spreadborough	Michael Spreadborough (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Approval for Director to Participate in Placement – Stephen Dennis	Stephen Dennis (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (i) 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
- (ii) 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
- (iii) 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.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting by corporate representative

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting in accordance with section 250D of the *Corporations Act 2001* (Cth). The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the Meeting. This form may be obtained from the Company's share registry.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on jstephenson@ev1minerals.com.au.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

PART A ORDINARY BUSINESS OF THE EGM

1. BACKGROUND TO THE RESOLUTIONS

1.1 Background to the Placement

On 13 June 2024, the Company announced that it had received commitments to raise approximately \$4,000,000 (before costs) under a placement to institutional and sophisticated investors through the issue of 100,000,000 Shares (**Placement Shares**) over two tranches, at an issue price of \$0.04 per Share (**Placement**).

The issue price of \$0.04 per Share, which represents a 2.4% discount to the last traded price of \$0.041 on Friday, 7 June 2024 and a 15.6% discount to the Company's 10-day VWAP up to 10 June 2024.

Shaw and Partners and Bridge Street Capital Partners acted as joint lead managers to the Placement and will receive a 6% fee on the total gross proceeds raised under the Placement.

The Placement is being undertaken as follows:

- (a) Tranche one consists of 43,165,630 Shares of which 17,200,000 Shares were issued on 21 June 2024 under the Company's placement capacity under ASX Listing Rule 7.1 and 25,965,630 Shares under the Company's placement capacity under ASX Listing Rule 7.1A (see Resolutions 1 and 2) (**Tranche 1 Placement Shares**) (**Tranche 1 Placement**).
- (b) Tranche two will consist of 56,834,370 Shares of which 33,084,370 Shares will be issued to ARCH (Resolution 3), 21,250,000 Shares will be issued Deutsche Balaton AG (Resolution 4), (**Tranche 2 Placement Shares**) (**Tranche 2 Placement**) and 2,500,000 Shares will be issued to Directors (Resolutions 5 and 6) (**Director Placement Shares**).

The Company intends to use the capital from the Placement for the following purposes:

Use of funds	A\$ (m)
Project financing	0.3
Technical de-risking related to project financing	1.5
Graphite marketing / anode production development	0.3
Corporate and working capital	1.9
Total	4.0

1.2 Board recommendations

Resolution 1 and 2

The Board recommends that Shareholders vote in favour of Resolutions 1 and 2. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 1 and 2.

Resolution 3

The Directors (with the exception of Mr Robin Birchall, who abstains from making a recommendation due to him being ARCH's nominee to the Board) support the Tranche 2 Placement to ARCH and recommends Shareholders vote in favour of Resolution 3. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 3.

Resolution 4

The Board believes that the proposed issue of the Tranche 2 Shares to Deutsche Balaton AG is beneficial for the Company and recommends that Shareholders vote in favour of Resolution 4. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 4.

Resolutions 5 and 6

The Directors (other than Michael Spreadborough in relation to Resolution 5 as he has an interest in Resolution 5 and Stephen Dennis in relation to Resolution 6 as he has an interest in Resolution 6), recommend that Shareholders vote in favour of Resolutions 5 and 6.

Necessary Shareholder approvals

Resolutions 1 to 6 of the Notice of Meeting are associated with the Placement.

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

2.1 General

On 21 June 2024, the Company issued 43,165,630 Shares at an issue price of \$0.04 per Share to raise approximately \$1,726,625.

17,200,000 Tranche 1 Placement Shares were issued under the Company's placement capacity under Listing Rule 7.1 and 25,965,630 Tranche 1 Placement Shares were issued pursuant to the Company's 7.1A mandate which was approved by Shareholders at the annual general meeting held on 24 November 2023.

The issue of the Tranche 1 Placement Shares did not breach Listing Rule 7.1 or Listing Rule 7.1A at the time of the issue.

The Company engaged the services of Shaw and Partners Limited (**Shaw**) and Bridge Street Capital Partners Pty Ltd (**Bridge Street**) (together, the **Joint Lead Managers**), to manage the issue of the Tranche 1 and Tranche 2 Placement Shares. The Company will pay a capital raising fee to the Joint Lead Managers of 6% of the amount raised under the issue of the Tranche 1 and Tranche 2 Placement Shares.

2.2 Listing Rules 7.1 and 7.1A

Broadly speaking, 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 has on issue at the start of that period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 24 November 2023.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Tranche 1 Placement Shares.

2.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

Resolutions 1 and 2 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

2.4 Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares.

If Resolutions 1 and 2 are not passed, the Tranche 1 Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Securities.

2.5 Effect on the capital of the Company

The securities issued, for which approval and ratification is sought under Resolutions 1 and 2, comprise 14.1% of the Company's fully diluted issued capital (based on the number of Shares and Options on issue as at the date of this Notice of Extraordinary General Meeting and does not include Shares issued under Tranche 2).

2.6 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

- (a) the Tranche 1 Placement Shares were issued to professional and sophisticated investors who are clients of the Joint Lead Managers. The recipients were identified through:
 - (i) a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company or a party to whom Listing 10.11 would apply; or
 - (ii) existing Shareholders who have an understanding of investing in industrial minerals and in Africa-based resources projects, none of whom are a related party of the Company or a party to whom Listing Rule 10.11 would apply.

- (b) Tranche 1 Placement Shares were issued on the following basis:
 - (i) 17,200,000 Shares were issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
 - (ii) 25,965,630 Shares were issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (c) the Tranche 1 Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Tranche 1 Placement Shares were issued on 21 June 2024;
- (e) the issue price was \$0.04 per Tranche 1 Placement Security pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Placement Shares;
- (f) the purpose of the Placement was to raise \$4,000,000 (before costs, representing the value of both tranches combined), which will be applied towards developing the Chilalo Project and the other matters set out in Section 1.1 of this Explanatory Statement; and
- (g) the Tranche 1 Placement Shares were issued in connection with the JLM Mandate, a summary of which is (including the fees paid to the Joint Lead Managers) set out in section 1.1.

3 RESOLUTION 3 – APPROVAL TO ISSUE SHARES FOR TRANCHE 2 OF PLACEMENT TO ARCH

As outlined in Section 1 above, Resolution 3 seeks approval for the issue of Shares under Tranche 2 of the Placement to ARCH.

3.1 Purpose of Resolution 3

Prior to the issue of the Tranche One Placement Shares, ARCH and the other ARCH Parties held 22.26% of the voting power in the Company since March 2024, after being diluted from its previous 24.71% voting power in January 2024. Following the issue of the Tranche One Placement Shares, ARCH and the other ARCH Parties now have voting power in the Company of 19.11%.

ARCH has (conditional upon Shareholder approval) subscribed for 33,084,370 Shares at an issue price of \$0.04 per Share (**ARCH Shares**), which, if issued and assuming the other Tranche 2 Placement Shares are all issued, will (if no other changes occur) increase ARCH's voting power in the Company to around 25.26% (or if only the ARCH Shares are issued but no other Tranche 2 Placement Shares are issued, will (if no other changes occur) increase ARCH's voting power in the Company to around 27.04%).

The Directors believe that ARCH is a valuable cornerstone investor, whose support is important to the development of the Chilalo Project and the implementation of the Company's strategy.

Resolution 3 seeks Shareholder approval to issue the ARCH Shares to ARCH under and for the purposes of Listing Rule 10.11 and for all other purposes.

3.2 Section 606 prohibition

Section 606 of the Corporations Act prohibits a person from acquiring a relevant interest in issued voting shares in a listed company if the person acquiring the interest does so through a transaction in relation to the securities entered into by or on behalf of the person and, because of the transaction, that person's or someone else's voting power in the company increases from 20% or below to more than 20%, or from a starting point that is above 20% and below 90%.

Section 611 of the Corporations Act identifies the circumstances in which acquisitions of relevant interests are exempt from the prohibition in section 606 of the Corporations Act.

Item 9 of section 611 of the Corporations Act provides for the “3% creep” exception, which is an exemption for an acquisition by a person if:

- (a) throughout the 6 months before the acquisition that person, or any other person, has had voting power in the company of at least 19%; and
- (b) as a result of the acquisition, none of the persons referred to in (a) would have voting power in the company more than 3 percentage points higher than they had 6 months before the acquisition.

The effect of the Placement on the Company’s capital and on ARCH’s voting power is shown in the table below (assuming no other changes occur):

	Prior to issue of the Tranche One Placement Shares	Following issue of the Tranche One Placement Shares	Following issue of the DB Shares, Director Placement Shares and ARCH Shares
Shares on issue	261,217,143	304,382,773	361,217,143
ARCH Parties' approximate voting power	22.26%	19.11%	25.26%

As set out in the table above, if Resolutions 3 to 6 are approved and the Tranche 2 Placement is completed and if no other changes occur, the relevant interest of ARCH will increase to around 25.26%, which remains within the limit of the “3% creep” exception as ARCH’s interest in the voting power of the Company is not more than 3% higher than its voting power six months prior to the date on which the ARCH Shares are proposed to be issued. If Resolution 3 were to be approved in circumstances where Resolutions 4, 5 and 6 were not approved and if no other changes occur, the voting power in the Company of ARCH and the other ARCH Parties would, upon issue of the ARCH Shares, still be within the “3% creep” limit (at around 27.04%).

ARCH and the other ARCH Parties may also (without limitation) acquire or dispose of further Shares at their respective discretions at any time or times, subject to compliance with the Corporations Act.

3.3 Information required by Listing Rule 14.1A

If Shareholders approve Resolution 3, then the Company will be able to proceed with the issue of the ARCH Shares and the Company will receive proceeds of \$1,323,374.80 (before costs), which will support the Company in delivering its strategy for the development of the Chilalo Project. In addition, the issue of the ARCH Shares will be excluded from the calculation of the Company’s Listing Rule 7.1 capacity, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date of the ARCH Shares.

If Shareholders do not approve Resolution 3, the Company will not be able to issue the ARCH Shares, it will lose the support of ARCH in the Tranche 2 Placement and may be forced to undertake alternative forms of fund raising to progress its development strategy.

3.4 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

By virtue of ARCH being a substantial (10%+) holder in the Company and having nominated a director to the Board of the Company pursuant to its rights under the Investment Deed dated 28 September 2021 as novated between the Company and ARCH (amongst others) (**Investment Deed**), the issue of the ARCH Shares to ARCH falls within Listing Rule 10.11.3 and requires Shareholder approval (and does not fall within any of the exceptions in Listing Rule 10.12).

It therefore requires the approval of Evolution's Shareholders under Listing Rule 10.11.

Pursuant to Listing Rule 7.2, Exception 14, as Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required.

3.5 Information required under Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 3:

- (a) the ARCH Shares will be issued to ARCH;
- (b) ARCH falls within Listing Rule 10.11.3 as a result of being a substantial 10%+ holder in the Company and having a nominee director appointed to the board of the Company;
- (c) a total of 33,084,370 Shares will be issued to ARCH pursuant to Resolution 3;
- (d) the ARCH Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares (and as the Tranche One Placement Shares);
- (e) the ARCH Shares will be issued not later than one month after the date of the Meeting, in accordance with Listing Rule 10.13.5 (or such longer period of time as the ASX may in its discretion allow);
- (f) the ARCH Shares will be issued at a price of \$0.04 per ARCH Share (being the same price that the Tranche 1 Placement Shares were issued at);

- (g) the purpose of the issue of the ARCH Shares is to raise A\$1,323,374.80 (before costs), which funds are intended to be applied as set out in Section 1.1;
- (h) all material terms associated with the issue of the ARCH Shares are described above; and
- (i) a voting exclusion statement is included in the Notice for Resolution 3.

4 RESOLUTION 4 – APPROVAL TO ISSUE SHARES FOR TRANCHE 2 OF PLACEMENT TO DEUTSCHE BALATON AG

As outlined in Section 1 above, Resolution 4 seeks approval for the issue of Shares under Tranche 2 of the Placement to Deutsche Balaton AG (**DB Shares**), a diversified investment company based in Heidelberg, Germany. It primarily focuses on long-term investments in various sectors including financial services, real estate, technology, and manufacturing. Deutsche Balaton AG operates through a strategy of active participation in its holdings.

As summarised in Section 2.2 above, 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 has on issue at the start of that period.

The proposed issue of the Shares and Options under Tranche 2 does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.1 Effect on the Capital of the Company

The securities issued, for which approval and ratification is sought under Resolution 4, comprise 7.0% of the Company's fully diluted issued capital (based on the number of Shares and Options on issue as at the date of this Notice of Extraordinary General Meeting and does not include Shares issued under Tranche 2).

4.2 Effect of Shareholder Approval

If Resolution 4 is approved by Shareholders, the Company will be able to proceed with the issue of 21,250,000 DB Shares and raise up to approximately \$850,000 (before costs). The proceeds from the issue of the DB Shares are expected to be applied to the completion of key activities as set out in Section 1.1. If Resolution 4 is approved by Shareholders, Deutsche Balaton AG will become a substantial shareholder of the Company, holding approximately 6.3% (assuming Resolutions 3, 5 and 6 are also approved).

In addition, if Resolution 4 is approved, the issue of any Placement Shares pursuant to Resolution 4 will be excluded in calculating the Company's 15% Equity Securities issuance capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date on which the DB Shares are issued.

If Resolution 4 is not approved by Shareholders, the Company will not be able to proceed with the issue of the DB Shares and may need to consider alternative forms of funding and / or reassess its strategy for the development of the Chilalo Project.

4.3 Technical information required for resolution 4

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4.

- (a) the Shares will be issued to Deutsche Balaton AG (or its nominee);

- (a) the number of Shares to be issued is 21,250,000 Shares. The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.;
- (b) The Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (c) The issue price of the Shares will be \$0.04 per Share. The Company will not receive any other consideration for the issue of the Shares;
- (d) The purpose of the issue of the Shares is to raise capital which will be used as set out in Section 1 above;
- (e) other than as described in the Explanatory Statement, there are no other material terms to the proposed issue of the DB Shares; and
- (f) The Shares are not being issued under an agreement and are not being issued under, or to fund, a reverse takeover.

5. RESOLUTIONS 5 TO 6 – APPROVAL FOR DIRECTORS TO PARTICIPATE IN PLACEMENT

5.1 General

At the time of announcement by the Company of the Placement on Thursday, 13 June 2024, the Company also announced that it intended to issue up to 2.5 million Shares to certain Directors, at the same issue price as the Placement (being A\$0.04 per Share), raising up to \$100,000, subject to Shareholder approval. The Company is seeking Shareholder approval for the issue of the Director Placement Shares, comprised as follows:

- (a) 1,250,000 Shares to Michael Spreadborough and/or his nominee;
- (b) 1,250,000 Shares to Stephen Dennis and/or his nominee.

Resolutions 5 and 6 are ordinary resolutions and seek the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of the Director Placement Shares to the Directors named above. Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Shares will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1 or the Company's additional 10% placement capacity pursuant to Listing Rule 7.1A, if Resolutions 5 and 6 are passed.

5.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Directors (other than Michael Spreadborough in relation to Resolution 5 as he has an interest in Resolution 5 and Stephen Dennis in relation to Resolution 6 as he has an interest in Resolution 6), consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares because the Director Placement Shares will be issued to the relevant Director (and/or their nominee) on the same terms as the Shares issued to non-related party participants in the Placement, and as such the giving of the financial benefit is on arm's length terms for the purposes of section 210 of the Corporations Act.

5.3 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

The Directors are related parties of the Company by virtue of being directors of the Company, and therefore fall within Listing Rule 10.11.1. As the proposed issue of Director Placement Shares involves the issue of Shares to related parties of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

It therefore requires the approval of Shareholders under Listing Rule 10.11.

5.4 Effect of Approval

If Resolutions 5 and 6 are passed, the Company will be able to proceed with the issue of the Shares to the Related Parties within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Shares and Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 5 and 6 are not passed, the Company will not be able to proceed with the issue of the Shares under that particular resolution meaning the amount raised by the Company under the Placement will be reduced by up to \$100,000.

5.5 Technical Information required by Listing Rule 10.13

In accordance with the requirement in Listing Rule 10.13, the Company provides the following information in relation to the proposed issue of the Director Placement Shares:

- (a) the Director Placement Shares are intended to be issued to Michael Spreadborough and Stephen Dennis;

- (b) pursuant to Listing Rule 10.11.1, Michael Spreadborough and Stephen Dennis are related parties by virtue of being Directors;
- (c) the Director Placement Shares are fully paid ordinary shares and are to be issued as follows:
 - (i) 1,250,000 Shares to Michael Spreadborough and/or his nominee; and
 - (ii) 1,250,000 Shares to Stephen Dennis and/or his nominee.
- (d) the Director Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as as the Company's existing Shares (and as all other Shares offered in connection with the Placement);
- (e) the Director Placement Shares are to be issued no later than one month after the date of the Meeting, in accordance with Listing Rule 10.13.5;
- (f) the Director Placement Shares are to be issued at \$0.04 per Director Placement Share, being the same issue price as all other Shares offered in connection with the Placement;
- (g) the funds raised from the issue of the Director Placement Shares will be applied as set out in section 1.1 of the Explanatory Statement;
- (h) the Director Placement Shares are not intended to remunerate or incentivise the Director; and
- (i) there are no material terms associated with the issue of the Director Placement Shares, other than as described in this section 5 of the Explanatory Statement.

GLOSSARY

\$ means Australian dollars.

ARCH means SRF Holdco GP PCC Limited in its capacity as general partner for and on behalf of SRF SPP 1 LP.

ARCH Parties means ARCH, ARCH Sustainable Resources GPCo Limited in its capacity as general partner for and on behalf of ARCH Sustainable Resources Fund LP, ARCH EM (GSY) PCC Limited (Cell SRF), ARCH Emerging Markets Partners Limited, AEMP Limited, African Rainbow Capital Guernsey Limited, African Rainbow Capital Pty Ltd, Ubuntu-Botho Investments (Pty) Ltd, Sizanani-Thusanang Helpmekaar Investments Pty Ltd, Ubuntu-Ubuntu Commercial Enterprises Pty Ltd, JCH & Partners LLP, Johan Hattingh and Dr Patrice Tihopane Motsepe.

ARCH Shares has the meaning given in section 3.1.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Chilalo Project means the Company's flake graphite project located in the Ruangwa District of the Lindi Region in south-eastern Tanzania.

Company or **Evolution** means Evolution Energy Minerals Limited (ACN 648 703 548).

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

DB Shares has the meaning given in section 4.

Deutsche Balaton means Deutsche Balaton Aktiengesellschaft.

Director Placement Shares has the meaning given in section 1.1.

Directors means the current directors of the Company.

Equity Securities has the meaning given to 'Equity Security' in the Listing Rules.

Explanatory Memorandum means the explanatory statement accompanying the Notice.

Extraordinary General Meeting or **Meeting** means the meeting convened by the Notice.

JLM Mandate has the meaning given in section 1.1.

Joint Lead Managers has the meaning given in section 1.1.

Listing Rules means the rules of the ASX that apply with respect to the Company's Equity Securities and the Company's conduct.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

Option means an option to acquire a Share.

Placement has the meaning given in section 1.1.

Placement Shares has the meaning given in section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice.

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

Shareholder means a registered holder of a Share.

Tranche 1 Placement has the meaning given in section 1.1.

Tranche 1 Placement Shares has the meaning given in section 1.1.

Tranche 2 Placement has the meaning given in section 1.1.

Tranche 2 Placement Shares has the meaning given in section 1.1.

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

Your proxy voting instruction must be received by **01.00pm (AWST) on Wednesday, 24 July 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

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