
**DISCOVEX RESOURCES LIMITED
(TO BE RENAMED, 'LATITUDE 66 LIMITED')
ACN 115 768 986**

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.30am (WST)

DATE: Friday, 24 May 2024

PLACE: PKF Boardroom, Level 5 , 35 Havelock Street, West Perth, WA

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

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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm WST on Wednesday, 22 May 2024.

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BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – CHANGE TO NATURE AND SCALE OF ACTIVITIES – PROPOSED ACQUISITION

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

“That, subject to the passing of all Essential Resolutions, for the purpose of Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to make a significant change to the nature and scale of its activities resulting from completion of the Proposed Acquisition, as described in the Explanatory Statement.”

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

Short Explanation: The Company has entered into the BIA, which sets out the terms on which the Company will offer to acquire all of the fully paid ordinary shares in Latitude by way of an off-market Takeover Offer. If successful, the Proposed Acquisition will result in the Company changing the nature and scale of its activities. Listing Rule 11.1.2 requires the Company to seek Shareholder approval where it proposes to make a significant change to the nature and scale of its activities. ASX has also advised the Company that it will be required to re-comply with the requirements of Chapters 1 and 2 of the Listing Rules in accordance with Listing Rule 11.1.3. Please refer to the Explanatory Statement for details.

2. RESOLUTION 2 – ISSUE OF SHARES TO LATITUDE SHAREHOLDERS IN CONSIDERATION FOR PROPOSED ACQUISITION

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

“That, subject to the passing of all Essential Resolutions, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 125,000,000 Shares (on a post-Consolidation basis) to the Latitude Shareholders (or their nominee/s) 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 SHARES UNDER THE PUBLIC OFFER

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

“That, subject to the completion of the Proposed Acquisition and passing of all Essential Resolutions, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to up to 20,000,000 Shares (on a post-Consolidation basis) at an issue price of \$0.20 per Share 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 OPTIONS**

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

“That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 2,000,000 Options (on a post-Consolidation basis) to Bell Potter Securities Limited (or its nominee) 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 – DIRECTOR PARTICIPATION IN PUBLIC OFFER – TOBY WELLMAN**

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

“That, subject to the completion of the Proposed Acquisition and passing of all Essential Resolutions, 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 allot and issue up to 175,000 Shares (on a post-Consolidation basis) to Toby Wellman (or their nominee) on the terms and conditions set out in the Explanatory Statement.”

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

6. **RESOLUTION 6 – DIRECTOR PARTICIPATION IN PUBLIC OFFER – HEATH HELLEWELL**

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

“That, subject to the completion of the Proposed Acquisition and passing of all Essential Resolutions, 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 allot and issue up to 875,000 Shares (on a post-Consolidation basis) to Heath Hellewell (or their nominee) on the terms and conditions set out in the Explanatory Statement.”

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

7. **RESOLUTION 7 – DIRECTOR PARTICIPATION IN PUBLIC OFFER – DAVID MORGAN**

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

“That, subject to the completion of the Proposed Acquisition and passing of all Essential Resolutions, 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 allot and issue up to 50,000 Shares (on a post-Consolidation basis) to David Morgan (or their nominee) on the terms and conditions set out in the Explanatory Statement.”

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

8. RESOLUTION 8 – CONSOLIDATION OF CAPITAL

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

"That, subject to the passing of all Essential Resolutions, pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that:

- (i) every 100 Shares be consolidated into one (1) Share; and*
- (ii) every 100 Options be consolidated into one (1) Option,*

and, where this Consolidation results in a fraction of a Security being held, the Company be authorised to round that fraction up to the nearest whole number."

9. RESOLUTION 9 – APPOINTMENT OF DIRECTOR – GRANT COYLE

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

"That, subject to the completion of the Proposed Acquisition and passing of all Essential Resolutions, pursuant to and in accordance with the Company's Constitution and for all other purposes, Grant Coyle, having consented to act as a director of the Company, be appointed as a director of the Company with effect on and from completion of the Proposed Acquisition."

10. RESOLUTION 10 – APPOINTMENT OF DIRECTOR – THOMAS HOYER

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

"That, subject to the completion of the Proposed Acquisition and passing of all Essential Resolutions, pursuant to and in accordance with the Company's Constitution and for all other purposes, Thomas Hoyer, having consented to act as a director of the Company, be appointed as a director of the Company with effect on and from completion of the Proposed Acquisition."

11. RESOLUTION 11 – APPOINTMENT OF DIRECTOR – STEFFEN HAGEMANN

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

"That, subject to the completion of the Proposed Acquisition and passing of all Essential Resolutions, pursuant to and in accordance with the Company's Constitution and for all other purposes, Steffen Hagemann, having consented to act as a director of the Company, be appointed as a director of the Company with effect on and from completion of the Proposed Acquisition."

12. RESOLUTION 12 – CHANGE OF COMPANY NAME

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

"That, subject to the completion of the Proposed Acquisition and passing of all Essential Resolutions, for the purpose of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to Latitude 66 Limited."

13. RESOLUTION 13 – REPLACEMENT OF CONSTITUTION

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

"That, for the purpose of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes."

14. RESOLUTION 14 – ADOPTION OF EMPLOYEE SECURITIES INCENTIVE PLAN

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

"That, for the purpose of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled "Employee Securities Incentive Plan" and for the issue of a maximum of 3,302,568 securities (on a post-Consolidation basis) under that Plan, on the terms and conditions set out in the Explanatory Statement."

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

15. RESOLUTION 15 – ISSUE OF PERFORMANCE RIGHTS – TOBY WELLMAN

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 2,750,000 Performance Rights (on a post-Consolidation basis) to Toby Wellman (or their nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

16. RESOLUTION 16 – ISSUE OF PERFORMANCE RIGHTS – HEATH HELLEWELL

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

"That, subject to the completion of the Proposed Acquisition and passing of all Essential Resolutions, 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 750,000 Performance Rights (on a post-Consolidation basis) to Heath Hellewell (or their nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

17. RESOLUTION 17 – ISSUE OF PERFORMANCE RIGHTS – THOMAS HOYER

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

"That, subject to the completion of the Proposed Acquisition and passing of all Essential Resolutions, 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 4,000,000 Performance Rights (on a post-Consolidation basis) to Thomas Hoyer (or their nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

18. RESOLUTION 18 – ISSUE OF PERFORMANCE RIGHTS – GRANT COYLE

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

"That, subject to the completion of the Proposed Acquisition and passing of all Essential Resolutions, 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 5,500,000 Performance Rights (on a post-Consolidation basis) to Grant Coyle (or their nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

19. RESOLUTION 19 – ISSUE OF PERFORMANCE RIGHTS – STEFFEN HAGEMANN

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

"That, subject to the completion of the Proposed Acquisition and passing of all Essential Resolutions, 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 750,000 Performance Rights (on a post-Consolidation basis) to Steffen Hagemann (or their nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

20. RESOLUTION 20 – ISSUE OF PERFORMANCE RIGHTS - JUSSI LÄHDE

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

"That, subject to the completion of the Proposed Acquisition and passing of

all Essential Resolutions, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Performance Rights (on a post-Consolidation basis) to Jussi Lähde (or their nominee) on the terms and conditions set out in the Explanatory Statement."

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

21. RESOLUTION 21 – ISSUE OF PERFORMANCE RIGHTS – MINNA LYMI

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

"That, subject to the completion of the Proposed Acquisition and passing of all Essential Resolutions, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 500,000 Performance Rights (on a post-Consolidation basis) to Minna Lymi (or their nominee) on the terms and conditions set out in the Explanatory Statement."

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

22. RESOLUTION 22 – ISSUE OF PERFORMANCE RIGHTS – OTSO MARKKANEN

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

"That, subject to the completion of the Proposed Acquisition and passing of all Essential Resolutions, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 300,000 Performance Rights (on a post-Consolidation basis) to Otso Markkanen (or their nominee) on the terms and conditions set out in the Explanatory Statement."

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

23. RESOLUTION 23 – ISSUE OF PERFORMANCE RIGHTS – NERIDA SCHMIDT

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

"That, subject to the completion of the Proposed Acquisition and passing of all Essential Resolutions, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 500,000 Performance Rights (on a post-Consolidation basis) to Nerida Schmidt (or their nominee) on the terms and conditions set out in the Explanatory Statement."

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

24. RESOLUTION 24 – ISSUE OF PERFORMANCE RIGHTS – PAUL BRIDSON

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

"That, subject to the completion of the Proposed Acquisition and passing of all Essential Resolutions, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 500,000 Performance Rights (on a post-Consolidation basis) to Paul Bridson (or their nominee) on the terms and conditions set out in the Explanatory Statement."

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

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:

Resolution 1 – Change to nature and scale of activities – Proposed Acquisition	The Company will disregard any votes cast in favour of this Resolution by or on behalf of a counterparty to the transaction that, of itself or together with one or more transactions, will result in a significant change to the nature and scale of the entity's activities and any other person who will obtain a material benefit as a result of the transaction (except a benefit solely by reason of being a Shareholder) (namely, the Latitude Shareholders), or an associate of that person or those persons.
Resolution 2 – Issue of Shares to Latitude Shareholders in consideration for Proposed Acquisition	The Company will disregard any votes cast in favour of the Resolution by or on behalf of Latitude or any person who will obtain a material benefit as a result of the Proposed Acquisition or the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity or Latitude), or an associate of that person or those persons.
Resolution 3 – Approval to issue Shares under the Public Offer	The Company will disregard any votes cast in favour of the Resolution by or on behalf of Latitude or any person who is expected to participate in the proposed issue, or who will obtain a material benefit as a result of the Proposed Acquisition and the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity or Latitude), or an associate of that person or those persons.
Resolution 4 – Approval to issue Options – Bell Potter Securities Limited	The Company will disregard any votes cast in favour of the 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 issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, Bell Potter Securities Limited), or an associate of that person or those persons.
Resolution 5 – Issue of Shares pursuant to Public Offer – Toby Wellman	The Company will disregard any votes cast in favour of this Resolution by Toby Wellman (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 entity), or an associate of that person or those persons.
Resolution 6 – Issue of Shares pursuant to Public Offer – Heath Hellewell	The Company will disregard any votes cast in favour of this Resolution by Heath Hellewell (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 entity), or an associate of that person or those persons.
Resolution 7 – Issue of Shares pursuant to Public Offer – David Morgan	The Company will disregard any votes cast in favour of this Resolution by David Morgan (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 entity), or an associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution
Resolution 14 – Adoption of Employee Securities Incentive Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolutions 15 to 19 – Issue of Performance Rights – Performance Rights Directors	The Performance Rights Directors (or their nominees) 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)(namely, Toby Wellman, Heath Hellewell, Thomas Hoyer, Grant Coyle and Seffen Hagemann) or an associate of that person or those persons.
Resolutions 20 to 24 – Issue of Performance Rights – Performance Rights Employees & Consultants	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) (namely the Jussi Lähde, Minna Lymi, Otso Markkanen, Nerida Schmidt and Paul Bridson) 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:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

Resolutions 5 to 7 – Director Participation in Public Offer – Directors	<p>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 (Resolutions 5 to 7 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 Resolution and it is not cast on behalf of a Resolutions 5 to 7 Excluded Party.</p>
Resolution 14 – Adoption of Employee Securities Incentive Plan	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution 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 of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, 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 this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolutions 15 to 19 – Issue of Performance Rights – Performance Rights Directors	<p>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 (Resolutions 15 to 19 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 Resolution and it is not cast on behalf of a Resolutions 15 – 19 Excluded Party.</p> <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 this Resolution 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 of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolutions 15 to 19 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 this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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 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 +61 (0)8 9380 9440.

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.

ASX takes no responsibility for the contents of this Notice.

1. BACKGROUND TO THE PROPOSED ACQUISITION

1.1 General Background

The Company is an Australian public company, which was incorporated on 15 August 2005 and listed on the ASX on 11 December 2007 under the former name Syndicated Metals Limited. The Company received Shareholder approval to change its name from Syndicated Metals Limited on 17 March 2020. The principal activity of the Company is mineral exploration and evaluation of gold and base metals mineral resources in Western Australia and Queensland.

As outlined in Section 1.2 below, the Company has obtained advice from the ASX on a new acquisition opportunity which if completed would, in ASX's opinion, result in a material change in the nature and scale of the Company's business operations. The Company has chosen to pursue the opportunity and since 11 March 2024, has had its Securities suspended from trading. During the period of suspension, the Company has continued to maintain its interest in its projects, including the Sylvania Project, Edjudina Project and the Greater Duchess Copper Gold Joint Venture (**Projects**), with appropriate exploration and evaluation works completed. In addition, the Company has continued to pursue all options and opportunities to advance other business development opportunities in line with the creation of Shareholder value.

As at the date of this Notice, the Company's Securities remain suspended.

1.2 Proposed Acquisition

(a) Background

On 4 April 2024, the Company announced that it had entered into a bid implementation agreement (**BIA**) with Latitude 66 Cobalt Limited (**Latitude**) which sets out the terms on which the Company will offer to acquire 100% of the issued capital in Latitude by way of an off-market takeover offer to the Latitude shareholders (**Latitude Shareholders**) (**Takeover Offer**).

As set out in the BIA, the Company will offer Latitude Shareholders who accept the Takeover Offer 0.8813161 Shares (on a post-Consolidation basis), for every one fully paid ordinary share held in Latitude (**Latitude Share**).

The Takeover Offer will be subject to a number of defeating conditions, including (amongst others):

- (a) Shareholders approving the Essential Resolutions (details of which are set out in Section 1.4);

- (b) the Company obtaining minimum subscriptions for at least \$2,000,000 (before costs) under the Public Offer (details of which are set out in Section 1.8);
- (c) the Company having a relevant interest in at least 90% of the Latitude Shares on issue at the end of the Takeover Offer Period; and
- (d) the Company receiving written confirmation that ASX will re-admit the Company to the Official List and terminate the suspension from Official Quotation of the Company Securities, subject to the satisfaction of such terms and conditions (if any) as are prescribed by ASX or the Listing Rules and such conditions being capable of being satisfied.

If the conditions to the Takeover Offer are not satisfied or waived before the end of the offer period under the Takeover Offer (**Takeover Offer Period**), including if any of the Essential Resolutions are not passed, the proposed acquisition of 100% of the issued capital of Latitude (**Proposed Acquisition**) will not proceed.

A summary of the BIA, which includes the conditions to the Takeover Offer is set out in Schedule 1.

(b) **Latitude Projects**

On completion of the Proposed Acquisition, the Company will acquire an indirect interest in Latitude 66 Cobalt Oy (Business ID: 2656776-9) (an entity incorporated in Finland), a wholly owned subsidiary of Latitude (**Latitude Subsidiary**) which is the entity that owns 100% of a portfolio of polymetallic exploration projects in Finland (**Finnish Portfolio**).

The Finnish Portfolio comprises of the following projects:

- (i) The KSB Project which comprises:
 - (A) one granted Mining Concession;
 - (B) six granted Exploration Permits; and
 - (C) twenty-seven Exploration Permit Applications,
 covering a total of 162.1km² of prospective ground in the KSB (**KSB Licences**).
- (ii) The Perapohja Schist Belt (**PSB**) Project, which comprises thirteen Exploration Permit Applications, covering a total of 399km² of prospective ground in the PSB (**PSB Licences**).
- (iii) The Kainuu Schist Belt (**KaSB**) Project which comprises seven Exploration Permit Applications covering a total of 122km² of prospective ground in the KaSB (**KaSB Licences**).
- (iv) The Central Lapland Greenstone Belt (**CLGB**) Project which comprises:
 - (A) eleven Exploration Permit Applications; and

(B) one Exploration Reservation,

covering a total of 407.6km² of prospective ground in the CLGB (CLGB Licenses),

(together, the **Latitude Projects**).

The KSB Project is the primary asset for Latitude and consists of the K North and K South Camps. Refer to Figure 1 below.

K North (K1, K2 and K3) contains a JORC compliant resource of 650,000oz Au (7.3Mt @ 2.7g/t) and 5,840t Co (@ 0.08%).

Extensive exploration work has been undertaken across the K South targets, with Latitude completing geophysical and geochemistry work programmes in 2020 and 2021 with follow up drilling in the autumn of 2021 resulting in the discovery of K9 (refer to Figure 1).

The 2022 programme resulted in a discovery of a previously untested area of mineralisation (K10) and further mineralisation discoveries in K8 and K9.

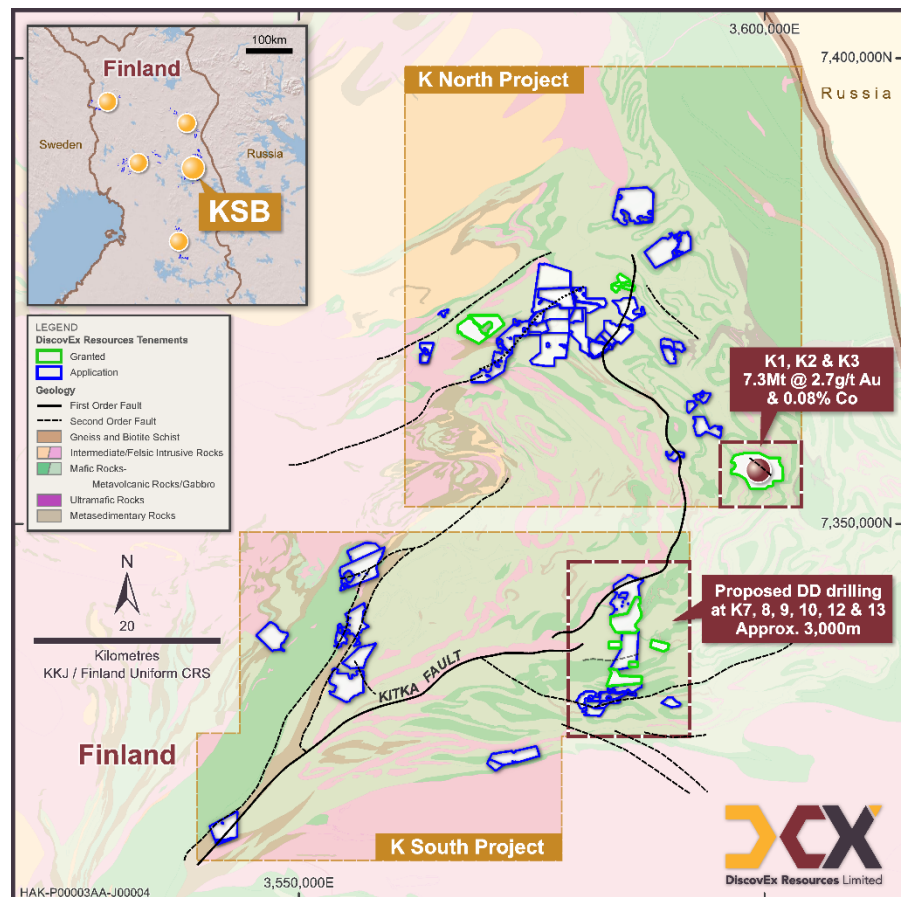


Figure 1: KSB Project

Latitude holds a 100% interest in early-stage exploration assets located across three mineral belts in Northern Finland. The mineral belts are Paleoproterozoic in age and are similar to many such geological belts recognised globally, many of which contain abundant mineral deposits.

For further information with respect to the Latitude Projects, please refer to the Company's ASX Announcement dated 4 April 2024. The Company confirms that it is not aware of any new information or data that materially

affects the information included in its previous announcement with respect to the Latitude Projects and that all material assumptions and technical parameters underpinning the estimates continue to apply and have not materially changed.

1.3 Re-compliance with Chapters 1 and 2 of the Listing Rules

ASX has advised the Company that as the Proposed Acquisition will amount to a significant change in the nature and scale of the Company's activities, the Company is required to obtain Shareholder approval for the Proposed Acquisition and must re-comply with Chapters 1 and 2 of the Listing Rules before it can be reinstated to trading on the ASX (including any ASX requirement to treat the Company's Securities as restricted Securities).

Trading in the Company's Shares is currently suspended and will remain suspended until the Company re-complies with Chapters 1 and 2 of the Listing Rules following completion of the Proposed Acquisition. The Proposed Acquisition is conditional on the Company obtaining all necessary regulatory and Shareholder approvals to effect the Proposed Acquisition and satisfying all other requirements of ASX for the reinstatement to Official Quotation of the Company's Shares on the ASX (among other things).

If any of the Essential Resolutions are not approved at the Meeting, the Proposed Acquisition will not be able to proceed, and the Company's Securities will likely remain suspended from trading.

1.4 Summary of Resolutions

This Notice of Meeting sets out the Resolutions necessary to complete the Proposed Acquisition and associated transactions, being Resolutions 1 to 3, 8 to 11, and 13 (**Essential Resolutions**). Each of the Essential Resolutions are conditional upon the approval by Shareholders of each of the other Essential Resolutions. If any of the Essential Resolutions are not approved by Shareholders, all of the Essential Resolutions will fail, completion of the Proposed Acquisition will not occur and the Company will be required to repay any application monies received under the Public Offer.

A summary of the Essential Resolutions is as follows:

- (a) **Resolution 1:** the Proposed Acquisition, if successfully completed, will represent a significant change in the nature and scale of the Company's operations, for which Shareholder approval is required under Listing Rule 11.1.2;
- (b) **Resolution 2:** the issue of 125,000,000 Shares (on a post-Consolidation basis) to the Latitude Shareholders in consideration for the Proposed Acquisition;
- (c) the Company will need to re-comply with Chapters 1 and 2 of the Listing Rules and to achieve this must:
 - (i) **Resolution 3:** successfully undertake a capital raising by issuing up to 20,000,000 Shares, at an issue price of \$0.20 per Share, to raise up to \$4,000,000 (at the Maximum Subscription);
 - (ii) **Resolution 8:** undertake a consolidation of its Securities on such basis as will result in the Company having 33,025,681 Shares and 513,750 Options on issue on a post-Consolidation basis;

- (d) **Resolutions 9 to 11:** the appointment of Grant Coyle, Thomas Hoyer and Steffen Hagemann as incoming Directors on and from completion of the Proposed Acquisition; and
- (e) **Resolution 13:** repeal its existing Constitution and to adopt a new constitution in its place in the form as signed by the chairman of the Meeting.

Resolutions 4 to 7, 12 and 15 to 24 are subject to the passing of the Essential Resolutions, though they are not Essential Resolutions.

In addition, the Company is seeking Shareholder approval for Resolution 14, a non-Essential Resolution.

1.5 Strategy post-completion of the Public Offer and Proposed Acquisition

The proposed activities and strategy of the Company on completion of the Public Offer and Proposed Acquisition are to undertake a diversified growth strategy setting the following objectives:

- (a) **Advanced Exploration and Development:** Primarily grow the resource at K Camp and continue to advance the study work on the pathway to development of the strategic gold and cobalt project;
- (b) **Strategic Management of Joint Venture:** Valuation growth through activity management of the strategic “free carry” joint venture interest in the Greater Duchess Copper Gold Joint Venture; and
- (c) **Exploration Projects:** Continue to advance the strategic exploration assets in both Western Australia and Finland. Projects provide opportunities for valuation growth through low impact exploration work and joint venture opportunities.

1.6 Key Dependencies of the Company's Strategy

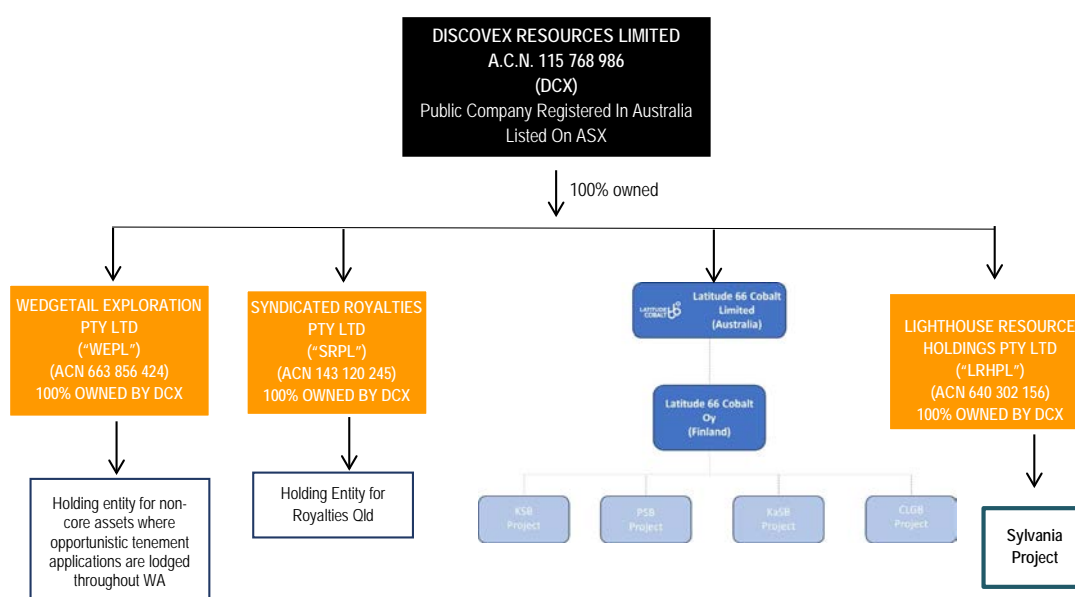
The key dependencies influencing the viability of the Proposed Acquisition are:

- (a) the Company's capacity to re-comply with Chapters 1 and 2 of the Listing Rules to enable re-admission to quotation of the Company's Securities;
- (b) the successful completion of the Public Offer;
- (c) completion of the Proposed Acquisition;
- (d) exploration success on the Projects, resulting in increased confidence in the commercial viability of the Projects;
- (e) retaining and recruiting key personnel skilled in the mining and resources sector; and
- (f) minimising environmental impacts and complying with environmental and health and safety requirements.

1.7 Group Structure

If the Company has a relevant interest in at least 90% of the issued capital of Latitude following completion of the Proposed Acquisition, the Company will be entitled to compulsorily acquire the outstanding Latitude Shares in accordance with Part 6A.1 of the Corporations Act. If this occurs, the Company intends to proceed with the compulsory acquisition of any Latitude Shares not acquired under the Takeover Offer, to achieve 100% ownership of Latitude.

Below is a diagram of the corporate structure of the Company assuming completion of the Proposed Acquisition and the compulsory acquisition process (if necessary):



1.8 Public Offer

To assist the Company to re-comply with Chapters 1 and 2 of the Listing Rules and to support its strategy post-completion of the Proposed Acquisition, the Company intends, subject to Shareholder approval, to issue a minimum of 10,000,000 Shares (on a post-Consolidation basis) at an issue price of \$0.20 per Share to raise a minimum of \$2,000,000 before costs (**Minimum Subscription**) and a maximum of 20,000,000 Shares at an issue price of \$0.20 per Share to raise a maximum of \$4,000,000 (**Maximum Subscription**) (**Public Offer**).

Shareholder approval for the Public Offer is the subject of Resolution 3.

1.9 Use of Funds

The Company intends to apply funds raised from the Public Offer, together with existing cash reserves, over the first two years following re-admission of the Company to the Official List of ASX as follows:

Funds available	Minimum Subscription (\$) (\$2,000,000)	Percentage of Funds (%)	Maximum Subscription (\$) (\$4,000,000)	Percentage of Funds (%)
Existing cash reserves	3,500,000	63.64	3,500,000	46.67

Funds available	Minimum Subscription (\$) (\$2,000,000)	Percentage of Funds (%)	Maximum Subscription (\$) (\$4,000,000)	Percentage of Funds (%)
Funds raised from the Public Offer	2,000,000	36.36	4,000,000	53.33
Total	5,500,000	100.00	7,500,000	100.00
Allocation of funds				
Finland ¹	1,900,000	34.55	2,860,000	38.13
Australia ¹	800,000	14.55	1,000,000	13.33
Transaction Fees and Expenses of the Public Offer ²	735,000	13.36	861,000	11.48
Administration costs and working capital ³	2,065,000	37.54	2,779,000	37.06
Total	5,500,000	100.00	7,500,000	100.00

Notes:

1. Comprising of exploration, including diamond and base of till drilling, surface geochemistry, detailed geophysics at various targets and studies & approvals in Finland and exploration in Australia.
2. Transaction fees include legal fees, ASX fees, advisor fees, investing accountant fees, independent geological advisory fees, share registry fees and miscellaneous costs. Expenses of the Public Offer include brokerage costs. Between 1 January 2024 and 4 April 2024, the Company has expended approximately \$435,070 (inclusive GST) in progressing the Proposed Transaction and preparing the Prospectus.
3. Administration costs include the general costs associated with the management and operation of the Company's business including administration expenses, management salaries, directors' fees, rent and other associated costs. Working capital provides for additional capital to be used for additional exploration following the planned exploration programs or grant of additional tenements applied for by the Company and investment in new mineral exploration projects not yet identified by the Directors, including due diligence costs incurred in consideration of such projects.

The above table is a statement of current intentions as of the date of this Notice. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

The Directors and Proposed Directors consider that following completion of the Public Offer, the Company will have sufficient working capital to carry out its stated objectives. It should however be noted that an investment in the Company is speculative, and investors are encouraged to read the risk factors outlined in Section 1.21.

1.10 Underwriter

The Public Offer is not underwritten.

1.11 Lead Manager

The Company has appointed Bell Potter Securities Limited (**Lead Manager**) as lead manager to the Public Offer (**Lead Manager Mandate**). The terms of the Lead Manager Mandate are set out in below.

Fees	Under the Lead Manager Mandate the Company will pay the Lead Manager: (a) a management fee of 2% of total funds raised under the Public Offer; (b) a 4% selling fee of the total raised under the Public Offer; (c) any reasonable out of pocket expenses (including GST) incurred in connection with the Public Offer and agrees to receive written approval from the Company prior to incurring any individual expenses that is about \$2,000 (other than the legal fees noted below); and (d) up to \$15,000 in legal fees relating to the Lead Manager's role as lead manager to the Public Offer.
Options	Subject to Shareholder approval, the Company has agreed to issue to the Lead Manager 500,000 Options for every \$1,000,000 raised under the Public Offer, pro-rated for any incremental amount raised under the Public Offer.
Termination Events	The Lead Manager Mandate may be terminated by either party at any time by giving fourteen days' written notice to the other party. Such termination shall take effect upon the other party's receipt of the notice, unless otherwise specified.
Right of First Refusal	(a) Subject to paragraph (b) below, the Company agrees to offer the Lead Manager the right of first refusal to act as lead manager to any equity raising undertaken by the Company within 24 months following the completion of the Public Offer. (b) The right of first refusal must be accepted by the Lead Manager within seven days of being advised of the Company's proposed course of action and if not accepted, the Company may appoint a third party as the lead manager.

1.12 Pro forma capital structure

The capital structure of the Company following completion of the Proposed Acquisition and the Public Offer (assuming both the Minimum Subscription and the Maximum Subscription under the Public Offer) is summarised below:

Shares

	Minimum Subscription	Maximum Subscription
Shares currently on issue	3,302,568,098	3,302,568,098
Consolidation of Capital	33,025,681	33,025,681

	Minimum Subscription	Maximum Subscription
Shares on issue in the Company^{1,2}	33,025,681	33,025,681
Shares to be issued to Latitude Shareholders as part of the Proposed Acquisition ³	125,000,000	125,000,000
Shares to be issued pursuant to the Public Offer ⁴	10,000,000	20,000,000
Total Shares on completion of the Proposed Acquisition	168,025,681	178,025,681

Notes:

1. Assuming no other Shares are issued prior to the completion of the Proposed Acquisition.
2. Based on 3,302,568,098 Shares on issue as at the date of this Notice and completion of the Consolidation, however the final number may differ based on rounding. Shareholder approval of the Consolidation is sought under Resolution 8.
3. Issued pursuant to the BIA, the material terms of which are summarised in Schedule 1. Shareholder approval to issue 125,000,000 Shares to the Latitude Shareholders is sought under Resolution 2.
4. A maximum of 20,000,000 Shares to be issued at an issue price of \$0.20 per Share to raise up to \$4,000,000 under the Public Offer. Shareholder approval to issue the Shares pursuant to the Public Offer is sought under Resolution 3.

Options

	Minimum Subscription	Maximum Subscription
Options currently on issue	51,375,000	51,375,000
Options on issue post-Consolidation ¹	513,750	513,750
Options to be issued to the Lead Manager ²	1,000,000	2,000,000
Total Options on completion of the Proposed Acquisition	1,513,750	2,513,750

Notes:

1. Comprising:
 - (i) 257,500 Options each exercisable at \$0.75 expiring 14 October 2025.
 - (ii) 246,250 Options each exercisable at \$0.95 expiring 14 October 2025.
 - (iii) 10,000 Options each exercisable at \$1.30 expiring 20 August 2024.
2. A maximum of 2,000,000 Options to be issued to the Lead Manager pursuant to the Lead Manager Mandate, based on a maximum of 20,000,000 Shares to be issued at an issue price of \$0.20 per Share to raise up to \$4,000,000 under the Public Offer. The terms of the Lead Manager Mandate are set out in Section 1.11 above. Shareholder approval to issue the Options to the Lead Manager is sought under Resolution 4.

Performance Rights

	Minimum Subscription	Maximum Subscription
Performance Rights currently on issue	Nil	Nil
Performance Rights post consolidation	Nil	Nil
Performance Rights to be issued to	13,750,000	13,750,000

	Minimum Subscription	Maximum Subscription
Performance Rights Directors ¹		
Performance Rights to be issued to Performance Rights Employees & Consultants	2,800,000	2,800,000
Total Performance Rights on completion of the Proposed Acquisition	16,550,000	16,550,000

Notes:

1. Refer to Resolutions 15 to 19 for further details.
2. Refer to Resolutions 20 to 24 for further details.

1.13 Pro forma balance sheet and financial effect of the Proposed Acquisition

The pro-forma balance sheet of the Company following completion of the Proposed Acquisition and issues of all Securities contemplated by this Notice is set out in Schedule 2. The historical and pro-forma information is presented in an abbreviated form, insofar as it does not include all of the disclosure required by the Australian Accounting Standards applicable to annual financial statements.

The pro forma balance sheet sets out the principal effect of the Proposed Acquisition on the consolidated total assets and total equity interests of the Company.

1.14 ASX waivers and confirmations obtained

- (a) The Company has received conditional waiver from the requirements of Listing Rule 9.1(b) to allow the Company to apply the restrictions in paragraphs 1 and 2 of Appendix 9B (as applicable) to the existing shareholders of the Company as follows:
 - (i) the Shares issued to the Latitude Shareholders who subscribed with cash for their Shares are treated as being held by a related party, promotor or unrelated party seed capitalist;
 - (ii) cash formula relief is applicable to those Shares that are issued to persons who subscribed in cash consideration. For the purpose of determining the length of the escrow period for shares issued to unrelated seed capitalists which are subject to 12-month escrow, the 12-month escrow period will begin on the date on which the cash subscription for the Shares was made; and
 - (iii) for the purpose of determining the length of the escrow period for Shares in Latitude issued to related party or promotor seed capitalists which are subject to 24-months escrow, the 24-months escrow period will begin on the date of the reinstatement of trading in the Company's securities.
- (b) The Company has received conditional waiver from Listing Rule 1.1 (Condition 12) to permit the Company to have Performance Rights on issue with a nil exercise price on the following conditions:
 - (i) the terms of the waiver are clearly disclosed in the notice of meeting and in the Prospectus; and

- (ii) Shareholders approve the issue of the Performance Rights as part of the approvals obtained under Listing Rule 11.1.2 for the Proposed Acquisition.

1.15 Indicative timetable

An indicative timetable for completion of the Proposed Acquisition and the associated transactions set out in this Notice is set out below:

Event	Date*
Execution of BIA	3 April 2024
Announcement of Proposed Acquisition	4 April 2024
Notice of Meeting for the Proposed Acquisition sent to Shareholders	24 April 2024
Lodgement of Bidder's Statement with ASIC	24 April 2024
Record date for the Takeover Offer	24 April 2024
Opening date of the Takeover Offer	26 April 2024
Lodge Prospectus with ASIC	26 April 2024
Opening date of the Public Offer	26 April 2024
Shareholder Meeting to approve the Proposed Acquisition	24 May 2024
Closing date of the Public Offer (unless extended)	24 May 2024
Closing date of the Takeover Offer (unless extended)	31 May 2024
Completion of Proposed Acquisition and Public Offer	5 June 2024
Re-quotation on the ASX (subject to the Company re-complying with Chapters 1 & 2 of the Listing Rules)	10 June 2024

*Please note this timetable is indicative only and the Directors reserve the right to amend the timetable as required.

1.16 Composition of the Board of Directors

Upon completion of the Proposed Acquisition, it is intended that Grant Coyle will be appointed as Managing Director, Thomas Hoyer will be appointed as Non-Executive Chairman and Professor Steffen Hagemann will be appointed as Non-Executive Director. The Board of the Company upon re-listing on the ASX will be as follows:

- (a) **Grant Coyle** – Proposed Managing Director

Mr Coyle has been the Chief Financial Officer for Latitude since late 2022 and was appointed as the Managing Director on 31 August 2023. Mr Coyle has over 15 years' experience in senior commercial and project roles, including at Rio Tinto. Mr Coyle has extensive experience in financial operations and commercial assessment of development and exploration projects across greenfield and brownfield developments and mergers and acquisitions. He also has extensive experience in negotiating major commercial contracts such as joint ventures and spent two years at

Macquarie Capital where he focused on investment and advisory activities.

Mr Coyle will not be considered an independent director of the Company.

(b) **Thomas Hoyer** – Proposed Non-Executive Chairman

Since 2017, Mr Hoyer has been the CEO of Latitude Cobalt Inc, the Finnish parent company of Latitude, developing multiple cobalt assets in northern Finland. Mr Hoyer is a graduate in economics and a seasoned executive management professional. He has held various CEO and director roles in mineral processing, mining and exploration, funds management and sustainability consultancy. In the mining industry, Mr Hoyer is the former CEO of Afarak Group Oyj (a London Stock Exchange listed entity), operating mines and smelters in Europe and Africa.

Mr Hoyer will be considered an independent director of the Company.

(c) **Toby Wellman** – Technical Director

Mr Wellman is a geologist with 24 years' global multi-commodity experience across the complete mining cycle including exploration, resource development and mining. Previous experience includes serving as Exploration Manager for Mont Royal Resources, Senior Exploration roles at Boliden Minerals in northern Sweden and Senior Development/Exploration roles at Doray Minerals, where he was a key member of the team that progressed the Andy Well and Deflector Projects through feasibility and into production.

Mr Wellman is also currently a director for a private resources company exploring for volcanogenic massive sulphides in the Iberian Pyrite Belt of south-west Spain.

Mr Wellman is not considered an independent Director.

(d) **Heath Hellewell** – Non-Executive Director

Mr Hellewell is a Geologist with over 25 years of exploration experience in gold, base metals and diamond exploration, predominantly in Australia and West Africa. Mr Hellewell has previously held senior exploration positions with a number of successful mining and exploration groups including Doray Minerals Limited, Independence Group NL (ASX:IGO), Resolute Mining Limited (ASX: RSG) and DeBeers Australia Pty Ltd. Mr Hellewell joined IGO in 2000 prior to the Company's IPO and was part of the team that identified and acquired the Tropicana project area, eventually leading to the discovery of the Tropicana gold deposit. Mr Hellewell joined Alan Kelly to form Doray Minerals Limited in 2009 and successfully led the exploration team that discovered the Andy Well deposit prior to mining and ultimately Doray's takeover by Silver Lake Resources Limited (ASX:SLR). Peter is a geologist with a career spanning more than 30 years in mineral exploration and project development in Australia and Indonesia. He has specific expertise in building successful teams that have been responsible for significant discoveries and in integrating technically sound exploration and resource development strategies into corporate planning.

Mr Hellewell is currently an independent Non-Executive Director of Core Lithium Ltd (ASX: CXO) and Duketon Mining Limited (ASX: DKM).

Mr Hellewell is not considered an independent Director.

(e) **Professor Steffen Hagemann** – Proposed Non-Executive Director

Mr Hagemann has been the Director of Geology at Latitude for 6 years. Mr Hagemann is a Professor for Economic Geology and Director of the Centre for Exploration Targeting at the University of Western Australia. He has 33 years' experience in economic geology specialising in the field of structural geology, hydrothermal alteration, and fluid chemistry of mainly gold, iron and copper deposits.

Mr Hagemann has specialised in combining detailed field observations with high tech geochemical methods in order to unravel the metallogeny and paleo magma/hydrothermal evolution of mineral systems and the 4-D control of orebodies. Most of his current research projects are in the Yilgarn craton of Western Australia and in South America with projects in the eastern Andes of Peru, NW Argentina and the Precambrian shields of Brazil and Guyana.

Mr Hagemann will be considered an independent director of the Company.

1.17 Director and Proposed Director Interests in Securities

Directors are not required under the Constitution to hold any Shares to be eligible to act as a Director.

Details of the Directors' and the Proposed Director's relevant interest in the Securities of the Company upon completion of the Proposed Acquisition and the Consolidation (assuming the Public Offer is fully subscribed) are set out in the table below:

Director	Shares	Options	Performance Rights ⁵
Toby Wellman	365,714	150,000 ¹	2,750,000
Heath Hellewell	1,735,185	90,000 ²	750,000
David Morgan	359,667	70,000 ³	Nil
Thomas Hoyer	5,141,032 ⁴	Nil	4,000,000
Grant Coyle	147,406 ⁴	Nil	5,500,000
Steffen Hagemann	1,105,542 ⁴	Nil	750,000

Notes:

- Comprising of:
 - 75,000 Options each exercisable at \$0.00725 expiring 14 October 2025; and
 - 75,000 Options each exercisable at \$0.0095 expiring 14 October 2025.
- Comprising of:
 - 45,000 Options each exercisable at \$0.00725 expiring 14 October 2025; and
 - 45,000 Options each exercisable at \$0.0095 expiring 14 October 2025.
- Comprising:

- (i) 35,000 Options each exercisable at \$0.00725 expiring 14 October 2025; and
 - (ii) 35,000 Options each exercisable at \$0.0095 expiring 14 October 2025.
4. These Shares will be issued as consideration for the Proposed Acquisition. The Company will not be required to seek Shareholder approval for the issue of these Securities under Listing Rule 10.11 as the issue falls within Listing Rule 10.12 Exception 5.
 5. The Company has agreed, subject to Shareholder approval, to issue Performance Rights (on a post-Consolidation basis) to the continuing Directors and Proposed Directors. Refer to Resolutions 15 to 19 for further details.
 6. Kim Massey resigned as a Director on 4 April 2024. Mr Massey held nil Shares, nil Options and nil Performance Rights.

1.18 Advantages of the Proposed Acquisition

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the Essential Resolutions:

- (a) upon completion of the Public Offer, together with the Company's existing cash reserves, the Company will have sufficient funds to advance exploration on its existing Projects and the Latitude Projects;
- (b) the Company will hold a portfolio of quality assets located in Western Australia, Queensland and Finland considered by the Board to be highly prospective for gold, copper and cobalt; and
- (c) the Company will have a highly credible and experienced team to progress exploration and accelerate potential development of the existing Projects and the Latitude Projects.

1.19 Disadvantages of the Proposed Acquisition

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on the Essential Resolutions:

- (a) the Company will be changing the scale of its activities which may not be consistent with the objectives of all Shareholders;
- (b) the Proposed Acquisition, Public Offer and associated transactions the subject of this Notice will result in the issue of a significant number of Securities and new investors which will have a dilutionary effect on the holdings of Shareholders;
- (c) there are inherent risks associated with the change in nature of the Company's activities. Some of these risks are summarised in Section 1.21 below; and
- (d) future outlays of funds from the Company may be required for its proposed strategy and exploration operations.

1.20 Restricted Securities and free float

Subject to the Company re-complying with Chapters 1 and 2 of the Listing Rules and completing the Public Offer, certain Securities on issue (including the Shares issued in consideration for the Proposed Acquisition (**Consideration Shares**)) may be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of Official Quotation.

The Shares issued pursuant to the Public Offer, however, will not be classified as restricted securities and will not be required to be held in escrow.

The Consideration Shares are likely to be restricted from trading for a period of 12 to 24 months after the date of re-admission of the Company to the Official List.

The Company expects to announce to the ASX full details (quantity and duration) of the Securities required to be held in escrow prior to the Company's listed securities being reinstated to trading on ASX (which reinstatement is subject to ASX's discretion and approval).

Assuming minimum subscription under the Public Offer, the Company's 'free float' (being the percentage of Shares not subject to escrow and held by Shareholders that are not related parties of the Company (or their associates) at the time of admission to the Official List) will be approximately 78.19%, comprising all Shares issued pursuant to the Public Offer and Takeover Offer (other than Shares to be applied for by the Directors) and all Shares currently on issue (other than those held by related parties of the Company).

1.21 Risk Factors

The key risks of the Proposed Acquisition are:

(a) Risks relating to Change in Nature and Scale of Activities

(i) Completion Risk

Pursuant to the BIA, the Company has a conditional right to acquire 100% of the issued capital in Latitude.

The Proposed Acquisition constitutes a significant change in the nature and scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the Listing Rules as if it were seeking admission to the Official List of ASX. Trading in the Company's Shares is currently suspended and will remain suspended until the Company re-complies with Chapters 1 and 2 of the Listing Rules following completion of the Proposed Acquisition.

There is a risk that the conditions for settlement of the Proposed Acquisition cannot be fulfilled, including where the Company is unable to meet the requirements of the ASX for re-quotation of its Securities on the ASX or receives from the Ministry for Economic Affairs and Employment of Finland (**FDI Screening Authority**) approval to acquire Latitude Shares. If the Proposed Acquisition is not completed, the Company will incur costs relating to advisors and other costs without any material benefit being achieved. Should this occur, Shares will not be able to be traded on the ASX until such time as the Company has recompiled with Chapters 1 and 2 of the Listing Rules and Shareholders may be prevented from trading their Shares until such time as a successful re-compliance is completed.

(ii) Dilution Risk

The Company currently has 3,302,568,098 Shares on issue. Subject to the passing of Resolution 8, upon consolidation of capital the

Company will have 33,025,681 Shares on issue. Pursuant to the Proposed Acquisition, the Company proposes to issue:

- (A) up to 20,000,000 Shares (on a post-Consolidation basis) under the Public Offer; and
- (B) 125,000,000 Shares (on a post-Consolidation basis) to the Latitude Shareholders.

Following the issue of the abovementioned Shares (and assuming the Maximum Subscription under the Public Offer):

- (A) existing Shareholders will retain approximately 18.55% of the Company's issued share capital (assuming existing Shareholders do not acquire Shares under the Public Offer);
- (B) Latitude Shareholders will collectively hold 70.21% of the Company's issued Share capital;
- (C) investors under the Public Offer will hold approximately 11.24% of the Company's issued Share Capital.

(b) **Risks relating to the Company**

(i) **Suspension**

As the Company's Shares have been suspended from trading since 11 March 2024, there is currently no public market for Shares. There is no guarantee that an active trading market in the Company's Shares will develop or that that prices at which Shares trade will increase following completion of the Proposed Acquisition and the Public Offer. The prices at which Shares trade may be above or below the price of the Public Offer and may fluctuate in response to several factors.

(ii) **Potential expiry of the mining concession/permit in the Juomasuo area**

Latitude's Juomasuo mining concession/right mining register number 3965 (including both the Juomasuo minng concesion, original mining register number 3965/1a and the Pohjasvaara mining concession, original mining register number 3965/2a, by which the original Juomasuo mining concession was later enlarged) is in force until further notice subject to commencement of mining activity as regulated in the Finnish Mining Act.

Under Finnish law, a mining permit will expire if the permit holder has not, within the applicable time limit, initiated mining activity or such preparatory work as indicates that the permit holder is seriously aiming at actual mining activity; if mining activities have been interrupted because of a factor dependent on the mining permit holder continuously for a minimum of five years; or if mining activities can be considered to have actually ended. The permit holder can apply for postponement of expiry of the mining activity or preparatory work has not been commenced within the set time. The permit authority may postpone the expiry

of the mining permit (twice at the most and for a maximum of ten years in all) and specify a new deadline for commencing mining activity, or for continuing operations. Latitude has applied for such an extension and on 28 April 2022 a decision was issued by the Finnish mining authority that mining activity must be commenced in five years after the decision has gained legal force. This decision has not gained legal force since it has been appealed to the competent Finnish Administrative Court where the matter is pending.

If the appeals are rejected and the abovementioned decision is upheld, according to the decision of the mining authority, Latitude 66 shall commence mining activity in five years after the decision has gained legal force. Latitude 66's plan is to obtain the necessary permits required for commencement of mining activity during Q2/2024-Q2/2027, carry out the necessary construction works during Q1/2027-Q1/2028 and commence mining activity in 2028. Possible appeals against the permits may cause a delay to the planned timetable. The expiry of the Juomasuo mining right (the original Juomasuo mining concession and Pohjasvaara mining concession) has already been postponed once earlier. Thus, in accordance with the Finnish Mining Act, it would not be possible to postpone the expiry of the Juomasuo mining right further unless the conditions for deviating from the maximum postponement limitation can be fulfilled.

If the Administrative Court considers that the prerequisites for postponing expiry of the Juomasuo mining right are not fulfilled and, respectively, the prerequisites for ordering the mining permit to expire are considered met, according to the Finnish Mining Act the mining authority shall decide that the mining permit expires. When a mining permit expires, the permit holder will lose the right to carry out mining activities and exploration in the area as well as the privilege for exploiting the minerals. The right and privilege to the deposit could be acquired again by being the first party to submit a new mining permit application or an exploration permit application in accordance with the Finnish Mining Act after the Juomasuo mining right has expired. A new mining permit or an exploration permit application can be submitted only after a qualifying period unless the conditions for deviating from this requirement can be fulfilled. By submitting a reservation notification, that party may reserve an area for himself for the purpose of preparing an application for an exploration permit. With respect to a reservation notification, the qualifying period applies only if the reservation is applied for an area that has previously been a reservation area.

(iii) **Environmental impacts of activities carried out in the Juomasuo area**

An administrative constraint procedure is ongoing in relation to Latitude's Juomasuo mining concession area and the waste rock areas located therein. The local authority considers ordering the permit holder to conduct investigation on the environmental impacts of the activities carried out in the mining concession area in the Hangaspuro Stream. If the authority were to issue the contemplated order, Latitude would be obligated to conduct

the required investigations imposing some additional costs. Latitude is of the opinion that the contemplated administrative constraint order is not necessary since the company has already ordered investigation of the potential environmental impacts in the Hangaspuro stream.

If pollution would be discovered in the Hangaspuro stream, Latitude shall in addition to the results of the investigation, provide a report on the need for restoration and a proposal for possible restoration measures to the supervision authority. In that case, the authority might issue new orders obligating Latitude to conduct the necessary measures to restore the environment to a previous state or to reduce or eliminate the harm that has arisen, and possibly to avoid further harm or damage which actions would impose further costs. If the pollution detected in the Hangaspuro stream would be found to result from the Juomasuo mining concession area (such as the waste rock areas) further investigation concerning possible contamination of soil as well as measures to treat the possible contamination and to avoid further pollution could be required. In addition to the above investigation and restoration obligations, a third party could claim compensation for environmental damage.

Test mining has been conducted at the Juomasuo mining concession area as evidenced by an old quarry, settling basins and waste rock areas that are currently located in the area. However, Latitude has stated that activities conducted by the company only include fencing, landscaping, drilling, sampling and other similar actions and therefore, no activities imposing potential harmful environmental impacts and/or pollution. Thus, it seems that the activities which could cause potential pollution, have not originally been conducted by Latitude but a former operator in the Juomasuo area.

The Finnish legislation provides mechanisms for presenting claims against a former operator in a certain area. However, the authority may primarily try to issue the restoration order(s) to Latitude as the current operator and holder of the Juomasuo mining concession area. In addition, limitations and/or division of liability including the contracts and/or transaction documents concerning or involving the Juomasuo mining concession area may impact the possibility to address the environmental liabilities to the former operators.

(iv) **Exploration and operates**

The mineral exploration licences comprising the Latitude Projects are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings.

There can be no assurance that future exploration of these licences, or any other mineral licences that may be acquired in the future, will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company being able to maintain title to the mineral exploration licences comprising the Latitude Projects and obtaining all required approvals for their contemplated activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Latitude Projects, a reduction in the cash reserves of the Company and possible relinquishment of one or more of the mineral exploration licences comprising the Latitude Projects.

(v) **Sovereign risk**

The Latitude Projects are located in Northern Finland and the Company will be subject to risks of operating in this jurisdiction. There is no assurance that future political and economic conditions in that country will not result in Finland's Government adopting policies precluding foreign investment and / or control in, development and ownership of mineral resources in Finland (directly or indirectly).

Any changes in policy by Finland's Government may result in changes in the laws relating to, without limitation, ownership and control of assets and shares in Finland companies, taxation, rates of exchange, environmental protection, labour relations, repatriation of income and return of capital, which may affect the Company's ability to carry out its state objectives.

It is possible that a future government in Finland may adopt substantially different policies, which might extend to limitation of foreign control of shares or assets, or expropriation of assets.

There can be no assurance that the Finland Government from time to time will not impose measures that could have a material adverse effect on the Company's future operations.

(vi) **Enforcing judgements in foreign jurisdictions**

The Latitude Projects are located in Finland. As a result, it may be difficult to enforce judgments obtained in Australian courts against those assets. In addition, there is uncertainty as to whether the courts of Finland or any other jurisdictions in which the Company operates would recognise or enforce judgments of Australian courts obtained against the Company based on provisions of the laws of Australia. As a result of all of the above, Shareholders may have more difficulty in protecting their interests

in the face of actions taken by management, the Board or controlling Shareholders than they would as shareholders of a company with assets in Australia.

(vii) **Natura 2000 and Nature Conservation Areas**

Finland is host to a network of core breeding and resting sites for rare and threatened species, known as the 'Natura 2000'. Areas of land classified as Natura 2000 or Nature Conservation Areas may impose restrictions on mining and exploration activity.

The mineral exploration licences comprising the Latitude Projects are not located in any Natura 2000 or Nature Conservation Areas and the Company has a policy that prohibits it from acquiring any tenure located within Natura 2000 areas.

If in the future, the Company's exploration or mining activities were to result in a geological discovery that extended onto land the subject of a Natura 2000 or Nature Conservation Area, there is a risk that the Company may be limited in its ability to access, explore or mine these areas, which in any case lie outside its current tenement boundaries.

(viii) **Contractual Risk**

The Company's ability to acquire an interest in the Latitude Projects is subject to the terms of the BIA.

The ability of the Company to achieve its stated objectives will depend on the performance by the parties of their obligations under these agreements.

If the Company is unable to satisfy its undertakings under these agreements the Company's interest in the Latitude Projects may be jeopardised.

If any party defaults in the performance of their obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly.

(ix) **Mine development**

Possible future development of mining operations at the Latitude Projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If the Company commences production on one of the Latitude Projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No

assurance can be given that the Company will achieve commercial viability through the development of the Latitude Projects.

The risks associated with the development of a mine will be considered in full should the Latitude Projects reach that stage and will be managed with ongoing consideration of stakeholder interests.

(x) **Additional requirements for capital**

The funds to be raised under the Public Offer are considered sufficient to meet the immediate objectives of the Company. Additional funding may be required in the event costs exceed the Company's estimates and to effectively implement its business and operational plans in the future to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur. If such events occur, additional funding will be required.

In addition, should the Company consider that its exploration results justify commencement of production on any of its Projects, additional funding will be required to implement the Company's development plans, the quantum of which remain unknown at the date of this Notice.

Following completion of the Public Offer, the Company may seek to raise further funds through equity or debt financing, joint ventures, licensing arrangements, or other means. Failure to obtain sufficient financing for the Company's activities may result in delay and indefinite postponement of their activities and the Company's proposed expansion strategy. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing may not be favourable to the Company and might involve substantial dilution to Shareholders.

(xi) **New projects and acquisitions**

The Company will actively pursue and assess other new business opportunities in the resources sector. These new business opportunities may take the form of direct project acquisitions, joint ventures, farm-ins, acquisition of tenements/permits, and/or direct equity participation. The acquisition of projects (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence or prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or be successful. If the proposed acquisition is not completed, monies advanced may not be recoverable, which may have a material adverse effect on the Company. If an acquisition is completed, the Directors will need to reassess at that time, the funding allocated to current projects and new projects, which may result in the Company reallocating funds from other projects and/or raising additional capital (if available). Furthermore, notwithstanding that an acquisition may

proceed upon the completion of due diligence, the usual risks associated with the new project/business activities will remain.

(xii) **Climate**

There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:

- (A) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and
- (B) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

(xiii) **Reliance on key personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.

(xiv) **Remote locations**

The Latitude Projects are located in remote locations. This may involve logistical difficulties for plant, equipment and materials,

as well as skilled personnel and general labour. Further, some locations may involve an inherent risk to personnel.

(c) **Industry Specific Risks**

(i) **Tenure and renewal**

Mining and exploration licences are subject to periodic renewal. There is no guarantee that current or future licences or future applications for production licences will be approved.

The mineral licences comprising the Latitude Projects are subject to the applicable mining acts and regulations in Finland. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the licences comprising the Company's Projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

(ii) **Exploration Costs**

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

(iii) **Exploration Success**

The mineral assets in which the Company will acquire an interest are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings.

There can be no assurance that exploration of these assets, or any other assets that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

(iv) **Resource, Reserves and Exploration Targets**

Reserve and Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature Resource and Reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.

(v) **Operations**

The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its Projects. Until the Company is able to realise value from its Projects, it is likely to incur ongoing operating losses.

(vi) **Environmental**

The operations and proposed activities of the Company are subject to Australian and Finnish regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or fires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive.

Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.

(d) **General Risks**

(i) **Economic**

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company, as well as on its ability to fund its operations.

(ii) **Commodity price volatility and exchange rate risk**

The Company's operating results, economic and financial prospects and other factors will affect the trading price of the Shares. In addition, the price of Shares is subject to varied and often unpredictable influences on the market for equities, including, but not limited to, general economic conditions including the performance of the Australian dollar on world markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks and hedging or arbitrage trading activity that may develop involving the Shares.

In particular, the share prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

As the Company's Shares have been suspended from trading for approximately 1 month, there is currently no public market for Shares. There is no guarantee that an active trading market in the Company's Shares will develop or that the prices at which Shares trade will increase following settlement of the Proposed Acquisition and Public Offer. The prices at which Shares trade may be above or below the price of the Public Offer and may fluctuate in response to a number of factors.

(iii) **Competition risk**

The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company.

(iv) **Market conditions**

Share market conditions may affect the value of the Company's quoted Securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (A) general economic outlook;
- (B) introduction of tax reform or other new legislation;
- (C) currency fluctuations
- (D) interest rates and inflation rates;
- (E) changes in investor sentiment toward particular market sectors;
- (F) the demand for, and supply of, capital; and
- (G) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Neither the Company, the Directors, or the Proposed Directors warrant the future performance of the Company or any return on an investment in the Company.

Securities listed on the stock market experience extreme price and volume fluctuations that have often been unrelated to the operating performance of such companies. These factors may materially affect the market price of the Shares regardless of the Company's performance.

(v) **Agents and contractors**

The Directors are unable to predict the risk of the insolvency or managerial failure by any of the contractors used (or to be used in the future) by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used (or to be used in the future) by the Company for any activity.

(vi) **Force majeure**

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(vii) **Litigation risks**

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

1.22 Plans for the Company if completion of the Proposed Acquisition does not occur

If any of the Essential Resolutions are not passed and the Proposed Acquisition is therefore not able to be complete, the Company will continue to look for alternative potential business acquisitions to take the Company forward.

Trading in the Company's Shares is currently suspended and will remain suspended until the Company re-complies with Chapters 1 and 2 of the Listing Rules following completion of the Proposed Acquisition or can otherwise satisfy ASX that its level of its operations are sufficient for the purposes of Listing Rule 12.1.

1.23 Directors' interests in the Proposed Acquisition

None of the Directors or the Proposed Directors have any interest in the Proposed Acquisition, other than as disclosed in this Notice.

1.24 Latitude Shareholders' Interests in the Company

None of the Latitude Shareholders (or their associates) are related parties of the Company (other than Mr Grant Coyle, Mr Thomas Hoyer and Mr Steffan Hagemann (and their respective related parties), who will become related parties by virtue of becoming Directors upon completion of the Proposed Acquisition).

1.25 Related Parties

Pursuant to Resolutions 5 to 7, the Company is seeking Shareholder approval to enable Directors, Toby Wellman, Heath Hellewell and David Morgan, the opportunity to participate in the Public Offer.

1.26 Previous Security Issues

In the six months prior to the date of this Notice, the Company has not issued any Securities.

In the last six months prior to the date of this Notice, Latitude has completed the following security issues:

- (a) 33,333,334 Latitude Shares issued at \$0.15 to raise \$5,000,000 on 21 December 2023 in seed capital raising; and
- (b) 500,000 Latitude Shares issued at \$0.53 on 7 January 2024 as consideration for corporate advisory services provided.

1.27 Appropriate enquiries

The Company has made a number of enquiries and investigations into Latitude, including the Latitude Subsidiary and Latitude Projects. The Company engaged Finnish legal counsel to complete legal due diligence on the good standing and ownership of the Latitude Projects and has engaged a geologist to undertake technical due diligence on the Latitude Projects, which remains ongoing. The due diligence completed by the Finnish legal counsel has confirmed the good standing and ownership of the Latitude Projects via the Latitude Subsidiary. The technical due diligence completed by geologists has confirmed the prospectivity of the Latitude Projects to host significant cobalt mineralisation.

Based on information derived from these reports and the Company's own due diligence investigations to date, the Directors are of the opinion that the Proposed Acquisition is in the best interests of the Company and Shareholders, and presents a significant opportunity to enhance Shareholder value.

1.28 Forward looking statements

The forward-looking statements in this Explanatory Statement are based on the Company's current expectations about future events. However, they are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward-looking statements in this Explanatory Statement. These risks include but are not limited to, the risks detailed in Section 1.21. Forward looking statements include those containing words such as 'anticipate', 'estimates', 'should', 'will', 'expects', 'plans' or similar expressions.

2. RESOLUTION 1 – CHANGE TO NATURE AND SCALE OF ACTIVITIES

2.1 General

Resolution 1 seeks the approval of Shareholders for a change in the nature and scale of the Company's activities via the Proposed Acquisition.

A description of the Proposed Acquisition is outlined in Section 1 above. The key terms and conditions of the BIA are set out in Schedule 1.

2.2 Listing Rule 11.1.2

The Company is proposing to undertake the Proposed Acquisition and to re-comply with Chapters 1 and 2 of the Listing Rules.

Listing Rule 11.1.2 empowers ASX to require a listed company to obtain the approval of its shareholders to a significant change to the nature or scale of its activities. The Proposed Acquisition will involve a significant change to the nature or scale of the Company's activities for these purposes and, as its usual practice, ASX has imposed a requirement under Listing Rule 11.1.2 that the Company obtain shareholder approval to the Proposed Acquisition.

Resolution 1 seeks the required Shareholder approval to the Proposed Acquisition and for the purposes of Listing Rule 11.1.2.

2.3 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, subject to and conditional on the passing of the other Essential Resolutions, the Company will be able to proceed with the Proposed Acquisition, which will allow the Company to change the nature and scale of its activities.

Resolution 1 is an Essential Resolution. As such, if Resolution 1 is not passed, the Company will not be able to proceed with the Proposed Acquisition and will be required to repay any application monies that have been received under the Public Offer. As a result, the Company will be unable to undertake the change of nature and scale of its activities and will likely remain in suspension.

2.4 Suspension until re-compliance with Chapters 1 and 2 of the Listing Rules

ASX has also indicated to the Company that the change in the nature and scale of the Company's activities is a back-door listing which consequently requires the Company to (in accordance with Listing Rule 11.1.3) re-comply with the admission requirements set out in Chapters 1 and 2 of the Listing Rules (including any ASX requirement to treat the Company's Securities as restricted Securities).

The Company's Securities have been suspended from quotation since 11 March 2024 and, subject to Shareholder approval being obtained, will remain suspended from quotation until the Company has completed the Proposed Acquisition and re-complied with Chapters 1 and 2 of the Listing Rules, including by satisfaction of ASX's conditions precedent to reinstatement.

If Shareholders do not approve the Proposed Acquisition, the Company's Securities will not be reinstated to trading until such time as the Company has demonstrated to ASX that it satisfies Chapter 12 of the Listing Rules.

Furthermore, it is ASX's policy to remove an entity from the official list:

- (a) that has failed to lodge a document referred to in Listing Rule 17.5 for a continuous period of one (1) year after the lodgement deadline; and
- (b) whose securities have been suspended from quotation for a continuous period of two (2) years,

whichever occurs first. The removal will usually take effect from the open of trading on the first trading day after the expiration of the one (1) or two (2) year period.

However, ASX may agree to a short extension to the above deadline for automatic removal if the entity can demonstrate to ASX's satisfaction that it is in the final stages of implementing a transaction that will lead to the resumption of trading in its securities. The extension if granted will usually be for no more than three (3) months (it may be shorter if ASX considers that the transaction out to be reasonably capable of being consummated in a lesser period).

3. RESOLUTION 2 – ISSUE OF SHARES TO LATITUDE SHAREHOLDERS IN CONSIDERATION FOR PROPOSED ACQUISITION

3.1 General

As stated in Section 1.2 the Company will offer Latitude Shareholders who accept the Takeover Offer 0.8813161 Shares (on a post-Consolidation basis) for every one Latitude Share, being an aggregate of 125,000,000 Shares (on a post-Consolidation basis) assuming all Latitude Shareholders accept the Takeover Offer.

Resolution 2 seeks Shareholder approval for the issue of 125,000,000 Shares to the Latitude Shareholders in consideration for the acquisition of 100% of the issued capital in Latitude, in accordance with the BIA.

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

The proposed issue of the Shares under Resolution 2 does not fall within any of these Exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 2 seeks the required Shareholder approval to the issue of the 125,000,000 Shares under and for the purposes of Listing Rule 7.1.

3.2 Technical Information required by Listing Rule 14.1A

If Resolution 2 is passed, subject to the passing of all Essential Resolutions, the Company will be able to proceed with the issue of the 125,000,000 Shares (on a post-Consolidation basis). In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

Resolution 2 is an Essential Resolution. As such, if Resolution 2 is not passed, the Company will not be able to proceed with the Proposed Acquisition. As a result, the Company will be unable to undertake the change of nature and scale of its activities and may remain in suspension.

3.3 Technical information required by Listing Rule 7.3

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

- (a) the maximum number of Shares to be issued is 125,000,000 (on a post-Consolidation basis);
- (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) and it is intended that issue of the Shares will occur on the same date;
- (c) the Shares will be issued at a nil issue price, in consideration for the acceptance of the Takeover Offer by the Latitude Shareholders;
- (d) the Shares will be issued to the Latitude Shareholders;

- (e) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;;
- (f) 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;
- (g) no funds will be raised from the issue of the 125,000,000 Shares as these Shares are being issued in consideration for the Proposed Acquisition in accordance with the terms of the BIA for the purpose of a reverse takeover described in Section 1. A summary of the material terms of the BIA is set out in Schedule 1; and
- (h) a voting exclusion statement is included for Resolution 2.

4. RESOLUTION 3 – APPROVAL TO ISSUE SHARES UNDER THE PUBLIC OFFER

4.1 General

Resolution 3 seeks Shareholder approval for the issue of up to 20,000,000 Shares (on a post-Consolidation basis) at an issue price of \$0.20 per Share, to raise up to \$4,000,000 under the Public Offer. Further details of the Public Offer are set out in Section 1.8.

The Public Offer will be undertaken via the Prospectus to assist the Company in re-complying with Chapters 1 and 2 of the Listing Rules (which is required to obtain re-instatement of the Shares to trading on the Official List on completion of the Proposed Acquisition).

As part of the Public Offer, the Company intends to include a priority offer which will give existing Shareholders priority to subscribe for Shares under the Public Offer (**Priority Offer**). It is proposed that under the Priority Offer, the Company will be able to accept applications from existing eligible Shareholders in priority to the allocation of Shares under the Public Offer to other applicants, up to an expected amount of \$1,000,000. Further details of the Priority Offer will be included in the Prospectus.

The minimum subscription under the Public Offer will be \$2,000,000 (**Minimum Subscription**). It is noted that the Shares the subject of the Public Offer will only be issued if:

- (a) the Minimum Subscription is raised;
- (b) the Company has received conditional approval from ASX for the Company to be reinstated to Official Quotation on ASX following the Company's compliance with Listing Rule 11.1.3 and Chapters 1 and 2 of the Listing Rules; and
- (c) the issue occurs contemporaneously with completion of the Proposed Acquisition, which requires, amongst other things, the passing of all Essential Resolutions.

Further details of the Public Offer will be set out in the Prospectus.

A summary of Listing Rule 7.1 is set out in Section 3.1 above.

The proposed issue of Shares does not fall within any of the Exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 3 seeks the required Shareholder approval to the issue of up to 20,000,000 Shares (on a post-Consolidation basis) under and for the purposes of Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, subject to completion of the Proposed Acquisition and the passing of all other Essential Resolutions, the Company will be able to proceed with the issue of up to 20,000,000 Shares (on a post-Consolidation basis) under the Public Offer. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

Resolution 3 is an Essential Resolution. As such, if Resolution 3 is not passed, the Company will not be able to proceed with the Proposed Acquisition. As a result, the Company will be unable to undertake the change of nature and scale of its activities and may remain in suspension.

4.3 Technical information required by Listing Rule 7.3

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

- (a) the Shares will be issued to subscribers under the Public Offer. The Directors, in conjunction with the Lead Manager, will determine to whom the Shares will be issued, on a basis to ensure the Company's re-compliance requirements are met. These persons will not be related parties of the Company. Other than as set out in this Notice, the Company does not presently intend to issue Shares under the Public Offer to members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties;
- (b) the maximum number of Shares to be issued is 20,000,000 (on a post-Consolidation basis);
- (c) 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) and it is intended that issue of the Shares will occur on the same date;
- (d) the issue price will be \$0.20 per Share. The Company will not receive any other consideration for the issue of the Shares;
- (e) 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;
- (f) the Company intends to use the funds raised from the Public Offer as set out in Section 1.9 for the purpose of a reverse takeover. Further information regarding the reverse takeover is set out in Section 1;
- (g) the Shares are not being issued under an agreement;
- (h) a voting exclusion statement is included for Resolution 3.

5. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS – BELL POTTER SECURITIES LIMITED

5.1 General

As noted in Section 1.11, the Company has agreed to issue the Lead Manager up to 2,000,000 Options as part consideration for lead manager services relating to the Public Offer.

As summarised in Section 3.1 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 had on issue at the start of that period.

The proposed issue of up to 2,000,000 Options falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the 2,000,000 Options to the Lead Manager. In addition, the issue of the 2,000,000 Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

Resolution 4 is not an Essential Resolution. If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Options. The Company may be required to renegotiate the consideration payable to the Lead Manager and be required to pay an amount in cash.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 2,000,000 Options to the Lead Manager.

5.3 Technical information required by Listing Rule 7.3

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

- (a) the 2,000,000 Options will be issued to the Lead Manager;
- (b) the maximum number of Options to be issued is 2,000,000. The terms and conditions of the Options are set out in Schedule 3;
- (c) the Options 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) and it is intended that issue of the Options will occur on the same date;
- (d) the Options will be issued at a nil issue price, in consideration for lead manager services for the Public Offer provided by Bell Potter Securities Limited;
- (e) the purpose of the issue of the Options is to satisfy the Company's obligations under the Lead Manager Mandate;
- (f) the Options are being issued to the Lead Manager under the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is set out in Section 1.11; and
- (g) a voting exclusion statement is included for Resolution 4.

6. RESOLUTIONS 5 TO 7 – DIRECTOR PARTICIPATION IN THE PUBLIC OFFER

6.1 General

As set out above in Section 4.1, the Company is seeking Shareholder approval under Resolution 3 to issue up to 20,000,000 Shares at an issue price of \$0.20 per Share to raise up to \$4,000,000 under the Public Offer.

Each of Messrs Wellman, Hellewell and Morgan (**Participating Directors**) wish to participate in the Public Offer.

Resolutions 5 to 7 seek Shareholder approval for the issue of:

- (a) up to 175,000 Shares to Toby Wellman (or their nominee);
- (b) up to 875,000 Shares to Heath Hellewell (or their nominee); and
- (c) up to 50,000 Shares to David Morgan (or their nominee),

arising from their respective participation in the Offer (**Director Participation**).

6.2 Director Recommendation

Each of the Participating Directors have a material personal interest in the outcome of Resolutions 5 to 7 on the basis that the Participating Directors (or their nominees) are to be issued Shares should Resolutions 5 to 7 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 5 to 7 of this Notice.

6.3 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 Director Participation will result in the issue of Shares which constitutes giving a financial benefit and the Participating Directors are each a related party of the Company by virtue of each being a current Director.

As the Shares are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to issue of the Shares. Accordingly, Shareholder approval for the issue of the Shares to the Participating Directors is sought in accordance with Chapter 2E of the Corporations Act.

6.4 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:

- 10.11.1 a related party;
- 10.11.2 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;
- 10.11.3 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;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 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 issue of the Shares to the Participating Directors falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 5 to 7 seek the required Shareholder approval for the issue of the Shares to the Participating Directors under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

6.5 Technical Information required by Listing Rule 14.1A

If Resolutions 5 to 7 are passed, the Company will be able to proceed with the issue of the Shares to the Participating Directors, 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 to the Participating Directors (because approval is being obtained under Listing Rule 10.11), the Director Participation will not use up any of the Company's 15% annual placement capacity.

If Resolutions 5 to 7 are not passed, the Company will not be able to proceed with the issue of the Shares to the Participating Directors and such Shares would form part of the Public Offer.

6.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to the Director Participation:

- (a) the Shares will be issued to the Participating Directors (or their respective nominee/s);
- (b) the maximum number of Shares to be issued is:
 - (i) up to 175,000 Shares to Toby Wellman (or their nominee) pursuant to Resolution 5;
 - (ii) up to 875,000 Shares to Heath Hellewell (or their nominee) pursuant to Resolution 6; and

- (iii) up to 50,000 Shares to David Morgan (or their nominee) pursuant to Resolution 7;

each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;

- (c) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (d) the issue price will be \$0.20 per Share, being the same as all other Shares issued under the Public Offer, with all funds raised under the Public Offer to be spent in accordance with the use of funds detailed at Section 1.9;
- (e) 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;
- (f) the Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issued the Shares to the Participating Directors upon the terms proposed;
- (g) the Shares to be issued are not intended to remunerate or incentivise the Participating Directors;
- (h) the total remuneration package for each of the Participating Directors in the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Current Financial Year Ended 2024	Previous Financial Year Ended 2023
Toby Wellman	\$244,200 ⁴	\$259,901 ¹
Heath Hellewell	\$66,600 ⁵	\$76,381 ²
David Morgan	\$34,410	42,096 ³

Notes:

1. Comprising of salary of \$220,000, superannuation of \$23,100 and share-based payments of \$16,801.
 2. Comprising of Directors' fees of \$66,300 and share-based payments of \$10,081.
 3. Comprising of Directors' fees of \$34,255 and share-based payments of \$7,841.
 4. Comprising of salary of \$220,000 and superannuation of \$24,200.
 5. Comprising of Directors' fees of \$66,600.
- (i) the Shares will be issued pursuant to customary application forms attached to a prospectus between the Company and the Participating Directors;
- (j) the relevant interests of the Participating Directors in the Securities of the Company (on a post-Consolidation basis) are set out below:

As at the date of this Notice

Related Party	Shares	Options	Undiluted	Fully Diluted
Toby Wellman	365,714	150,000	1.11%	1.54%
Heath Hellewell	1,735,185	90,000	5.25%	5.44%
David Morgan	359,667	70,000	1.09%	1.28%

Post issue of the Related Party Securities

Related Party	Shares	Options	Undiluted	Fully Diluted
Toby Wellman	540,714	150,000	1.58%	1.99%
Heath Hellewell	2,610,185	90,000	7.65%	7.80%
David Morgan	409,667	70,000	1.20%	1.38%

- (k) if an aggregate of up to 1,100,000 Shares are issued to the Participating Directors this will increase the number of Shares on issue from 33,025,681 (being the total number of Shares on issue at the date of this Notice on a post-Consolidation basis) to 34,125,681 (assuming that no further Shares are issued and no Options are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 3.22% comprising 0.51% by Toby Wellman, 2.56% by Heath Hellewell and 0.15% by David Morgan;
- (l) the trading history of the Shares on the ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.003	Various dates between 24 April 2023 and 6 October 2023
Lowest	\$0.001	1 and 22 December 2023, 29 February 2024, 25 January 2024, 4 March 2024
Last	\$0.002	11 March 2024

- (m) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 5 to 7; and
- (n) voting prohibition statements and voting exclusion statements are included for Resolutions 5 to 7.

7. RESOLUTION 8 – CONSOLIDATION OF CAPITAL

7.1 Background

The Directors are seeking Shareholder approval to consolidate the number of Shares and Options on issue on a 1 for 100 basis (**Consolidation**). Resolution 8 seeks Shareholder approval to consolidate the Company's issued capital on the basis that:

- (a) every 100 Shares be consolidated into one (1) Share (subject to rounding); and
- (b) every 100 Options be consolidated into one (1) Option (subject to rounding).

Resolution 8 is an Essential Resolution. As such, if Resolution 8 is not passed, the Company will not be able to proceed with the Proposed Acquisition. As a result, the Company will be unable to undertake the change of nature and scale of its activities and may remain in suspension.

7.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

7.3 Fractional entitlements

Not all security holders will hold that number of Securities which can be evenly divided by 100. Fractional entitlements will be rounded up to the nearest whole number.

7.4 Taxation

It is not considered that any taxation implications will exist for Security holders arising from the Consolidation. However, Security holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

7.5 Holding statements

From the date that is two Business Days after the Effective Date (as set out in the timetable in Section 0 below, all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each Security holder to check the number of Securities held prior to disposal or exercise (as the case may be).

7.6 Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below.

	Shares (Maximum Subscription)	Unlisted Options
Pre-Consolidation	3,302,568,098	51,375,000
Post-Consolidation (Resolution 8) ²	33,025,681	513,750
Shares to be issued under the Public Offer pursuant to Resolution 3	20,000,000	Nil
Shares to be issued to Latitude Shareholders pursuant to Resolution 2	125,000,000	Nil
Options to be issued to the Lead Manager pursuant to Resolution 4	Nil	2,000,000 ¹
Completion of all Resolutions	178,025,681	2,513,750

Notes:

1. Assuming a maximum of 2,000,000 Options are issued to the Lead Manager pursuant to the Lead Manager Mandate, assuming the Maximum Subscription of 20,000,000 Shares are issued under the Public Offer.
2. As at the date of this Notice, the Company does not have any Performance Rights on issue.

7.7 Proposed Consolidation Timetable

If Resolution 8 is passed, the Consolidation will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 7) of the Listing Rules):

Action	Date
Company announces Consolidation.	4 April 2024
Company sends out the Notice of Meeting	24 April 2024
Shareholders pass Resolution 8 to approve the Consolidation	24 May 2024
Company announces Effective Date of Consolidation	24 May 2024
Effective Date of Consolidation	24 May 2024
Last day for pre-Consolidation trading	27 May 2024
Post-Consolidation trading commences on a deferred settlement basis	28 May 2024
Record Date	29 May 2024
Last day for the Company to register transfers on a pre-Consolidation basis	
First day for the Company to update its register and send holding statements to Security holders reflecting the change in the number of Securities they hold	30 May 2024

Last day for the Company to update its register and to send holding statements to Security holders reflecting the change in the number of Securities they hold and to notify ASX that this has occurred

5 June 2024

8. RESOLUTION 9 – APPOINTMENT OF DIRECTOR – GRANT COYLE

8.1 General

The Company's Constitution provides that the Company may elect a person as a director by resolution passed in general meeting.

Grant Coyle, in accordance with clause 14.3 of the Constitution and subject to completion of the Proposed Acquisition, seeks election from Shareholders.

8.2 Qualifications and other material directorships

Refer to Section 1.16(a) for the qualifications and material directorships of Grant Coyle.

8.3 Independence

Grant Coyle has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its Security holders generally.

If elected, the Board considers that Grant Coyle will not be an independent director.

8.4 Board recommendation

The Board supports the election of Grant Coyle and recommends that Shareholders vote in favour of Resolution 9.

9. RESOLUTION 10 – APPOINTMENT OF DIRECTOR – THOMAS HOYER

9.1 General

The Company's Constitution provides that the Company may elect a person as a director by resolution passed in general meeting.

Thomas Hoyer, in accordance with clause 14.3 of the Constitution and subject to completion of the Proposed Acquisition, seeks election from Shareholders.

9.2 Qualifications and other material directorships

Refer to Section 1.16(b) for the qualifications and material directorships of Thomas Hoyer.

9.3 Independence

Thomas Hoyer has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its Security holders generally.

If elected, the Board considers that Thomas Hoyer will be an independent director.

9.4 Board recommendation

The Board supports the election of Thomas Hoyer and recommends that Shareholders vote in favour of Resolution 10.

10. RESOLUTION 11 – APPOINTMENT OF DIRECTOR – STEFFEN HAGEMANN

10.1 General

The Company's Constitution provides that the Company may elect a person as a director by resolution passed in general meeting.

Steffen Hagemann, in accordance with clause 14.3 of the Constitution, subject to completion of the Proposed Acquisition, seeks election from Shareholders.

10.2 Qualifications and other material directorships

Refer to Section 1.16(e) for the qualifications and material directorships of Steffen Hagemann.

10.3 Independence

Steffen Hagemann has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.

If elected, the Board considers that Steffen Hagemann will be an independent director.

10.4 Board recommendation

The Board supports the election of Steffen Hagemann and recommends that Shareholders vote in favour of Resolution 11.

11. RESOLUTION 12 – CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 12 seeks the approval of Shareholders for the Company to change its name to 'Latitude 66 Limited'.

The proposed name has been reserved by the Company and if Resolution 12 is passed, the Company will lodge a copy of the special resolution with ASIC on completion of the Proposed Acquisition in order to effect when ASIC alters the details of the Company's registration.

12. RESOLUTION 13 – REPLACEMENT OF CONSTITUTION

12.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

Resolution 13 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

This will incorporate amendments to the Corporations Act and Listing Rules since the current Constitution was adopted on 7 January 2011.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature including but not limited to:

- updating the name of the Company to Latitude 66 Limited (subject to Resolution 12);
- updating references to bodies or legislation which have been renamed (e.g. references to the Australian Settlement and Transfer Corporation Pty Ltd, ASTC Settlement Rules and ASTC Transfer); and
- expressly providing for statutory rights by mirroring these rights in provisions of the Proposed Constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website www.discoverresources.com.au and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 (0)8 9380 9440). Shareholders are invited to contact the Company if they have any queries or concerns.

12.2 Summary of material proposed changes

Employee Incentive Securities Plan (clause 2.4)

Under the new Division 1A of Part 7.12 of the Corporations Act, which came into effect on 1 October 2022, offers under an employee incentive plan that do not require a monetary payment (e.g., zero exercise price options or performance rights) can be issued without an issue cap. However, offers requiring a monetary payment (whether upon grant or upon exercise/vesting of the awards and issue of the underlying shares) must be accompanied by an 'ESS offer document' and must comply with an issue cap. The cap is set at 5% under the Corporations Act unless raised by a company's constitution. A company may include a higher issue cap in its constitution to allow for more than 5% of securities to be issued under the plan.

The Proposed Constitution has set the issue cap at 10%.

Restricted Securities (clause 2.12)

The Proposed Constitution complies with the changes to Listing Rule 15.12 which took effect from 1 December 2019. As a result of these changes, ASX will require certain more significant holders of restricted securities and their controllers (such as related parties, promoters, substantial holders, service providers and their associates) to execute a formal escrow agreement in the form Appendix 9A, as is currently the case. However, for less significant holdings (such as non-related parties and non-promoters), ASX will permit the Company to issue restriction notices to holders of restricted securities in the form of the new Appendix 9C advising them of the restriction rather than requiring signed restriction agreements.

Minimum Securityholding (clause 3)

Clause 3 of the Constitution outlines how the Company can manage securityholdings which represent an “unmarketable parcel” of securities, being a securityholding that is less than \$500 based on the closing price of the Company’s securities on ASX as at the relevant time.

The Proposed Constitution is in line with the requirements for dealing with “unmarketable parcels” outlined in the Corporations Act such that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their securityholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.

Clause 3 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with unmarketable parcels.

Joint Holders (clause 9.8)

The ASX is considering replacement options for its Clearing House Electronic Subregister System (**CHESS**). Due to complexities with the solution design, there is no current go-live date. To ensure compliance with any replacement CHESS system, clause 9.8 of the Proposed Constitution provides that the number of registered joint holders of securities shall be as permitted under the Listing Rules and the ASX Settlement Operating Rules.

Capital Reductions (clause 10.2)

The Proposed Constitution now permits sales of unmarketable parcels to a sale nominee as part of a capital reduction.

Direct Voting (clause 13, specifically clauses 13.35 – 13.40)

The Proposed Constitution includes a new provision which allows Shareholders to exercise their voting rights through direct voting (in addition to exercising their existing rights to appoint a proxy). Direct voting is a mechanism by which Shareholders can vote directly on resolutions which are to be determined by poll. Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting. In order for direct voting to be available, Directors must elect that votes can be cast via direct vote for all or any Resolutions and determine the manner appropriate for the casting of direct votes. If such a determination is made by the Directors, the notice of meeting will include information on the application of direct voting.

Use of technology (clause 14)

The Proposed Constitution includes a new provision to permit the use of technology at general meetings (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.

Dividends (clause 23)

Section 254T of the Corporations Act was amended effective 28 June 2010.

There is now a three-tiered test that a company will need to satisfy before paying a dividend replacing the previous test that dividends may only be paid out of profits.

The amended requirements provide that a company must not pay a dividend unless:

- the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and
- the payment of the dividend does not materially prejudice the company's ability to pay its creditors.

The existing Constitution reflects the former profits test and restricts the dividends to be paid only out of the profits of the Company. The Proposed Constitution is updated to reflect the new requirements of the Corporations Act. The Directors consider it appropriate to update the Constitution for this amendment to allow more flexibility in the payment of dividends in the future should the Company be in a position to pay dividends.

Partial (proportional) takeover provisions (new clause 37)

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

Information required by section 648G of the Corporations Act

Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company, other than what is set out in this Notice.

Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- assisting in preventing Shareholders from being locked in as a minority;
- increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- proportional takeover bids may be discouraged;
- lost opportunity to sell a portion of their Shares at a premium; and
- the likelihood of a proportional takeover bid succeeding may be reduced.

Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 13.

13. RESOLUTION 14 – ADOPTION OF EMPLOYEE SECURITIES INCENTIVE PLAN

13.1 General

Resolution 14 seeks Shareholder approval for the adoption of the employee incentive scheme titled “Employee Securities Incentive Plan” (**Plan**) and for the issue of up to a maximum of 3,302,568 Securities (on a post-Consolidation basis), excluding issues approved by Shareholders under Listing Rule 10.14 or Listing Rule 10.11, under the Incentive Plan in accordance with Listing Rule 7.2 (Exception 13(b)).

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

13.2 Listing Rule 7.1 and Listing Rule 7.2 Exception 13(b)

Broadly speaking, and subject to a number of exceptions set out in Listing Rule 7.2, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity’s ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity’s notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 14 is passed, the Company will be able to issue securities under the Plan to eligible participants over a period of 3 years from the date of the Meeting. The issue of any securities to eligible participants under the Plan (up to the maximum number of securities stated in Section 13.3(b) below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX’s opinion, such that approval should be obtained.

If Resolution 14 is not passed, the Company will be able to proceed with the issue of securities under the Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company’s capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of those securities.

13.3 Technical information required by Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 14:

- (a) a summary of the key terms and conditions of the Plan is set out in Schedule 4;
- (b) the Company has not issued any Securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan. However, the Company has issued 53,500,000 securities (on a pre-Consolidation basis) under its previous plan titled "DiscovEx Resources Employee Equity Incentive Plan 2020" which was approved by Shareholders on 13 November 2020;
- (c) the maximum number of securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(b)), is 3,302,568 Securities (on a post-Consolidation basis). It is not envisaged that the maximum number of securities for which approval is sought will be issued immediately.

14. BACKGROUND TO RESOLUTIONS 15 TO 24 – ISSUE OF PERFORMANCE RIGHTS

Subject to the passing of the Essential Resolutions, the Company is seeking to issue an aggregate of 16,350,000 Performance Rights (on a post-Consolidation basis) to the Recipients (or their respective nominees) in order to link part of the remuneration payable to the Recipients to specific performance milestones, as follows:

Recipients	Quantum	Tranche	Milestone	Expiry Date	Total Number of Performance Rights
Grant Coyle	500,000	Class A	Each Class A Performance Right will vest upon the Company entering into an offtake agreement with a strategic partner securing a payment arrangement of AUD\$5,000,000.	31 December 2028	2,000,000
Toby Wellman	500,000				
Thomas Hoyer	1,000,000				
Grant Coyle	1,500,000	Class B	Each Class B Performance Right will vest upon the Company achieving a volume weighted average price for 20 consecutive trading days on which trades of the Shares are recorded on ASX (20 Day VWAP) at AUD\$0.50.	31 December 2028	4,400,000
Toby Wellman	750,000				
Thomas Hoyer	500,000				
Steffen Hagemann	250,000				
Heath Hellewell	250,000				
Jussi Lähde	250,000				
Minna Lymi	250,000				
Otso Markkanen	150,000				

Recipients	Quantum	Tranche	Milestone	Expiry Date	Total Number of Performance Rights
Nerida Schmidt	250,000				
Paul Bridson	250,000				
Grant Coyle	1,500,000	Class C	Each Class C Performance Right will vest upon the Company achieving a 20 Day VWAP at AUD\$0.75.	31 December 2028	4,400,000
Toby Wellman	750,000				
Thomas Hoyer	500,000				
Steffen Hagemann	250,000				
Heath Hellewell	250,000				
Jussi Lähde	250,000				
Minna Lymi	250,000				
Otso Markkanen	150,000				
Nerida Schmidt	250,000				
Paul Bridson	250,000				
Grant Coyle	1,500,000	Class D	Each Class D Performance Right will vest upon the Company achieving a 20 Day VWAP at AUD\$1.00.	31 December 2028	3,500,000
Toby Wellman	750,000				
Thomas Hoyer	750,000				
Steffen Hagemann	250,000				
Heath Hellewell	250,000				
Grant Coyle	500,000	Class E	Each Class E Performance Right will vest upon the Company securing at least EUR\$20,000,000 funding (including non-dilutive funding and equity funding) at a pre-money valuation of EUR\$60,000,000 or above.	31 December 2028	2,250,000
Thomas Hoyer	1,250,000				
Jussi Lähde	500,000				

If the milestones attaching to the Performance are met and the Performance Rights are converted, a total of 16,550,000 Shares would be issued. Subject to Shareholder approval of the Essential Resolutions and based on the Minimum Subscription of the Public Offer, this will increase the total number of Shares on issue from 168,025,681 (on a post-Consolidation basis) to 184,575,681 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 8.98%, comprising:

- (a) 1.49% by Toby Wellman;
- (b) 0.41% by Heath Hellewell;
- (c) 2.17% by Thomas Hoyer;
- (d) 2.98% by Grant Coyle;
- (e) 0.41% by Steffen Hagemann;
- (f) 0.54% by Jussi Lähde;
- (g) 0.27% by Minna Lymi;
- (h) 0.16% by Otso Markkanen;
- (i) 0.27% by Nerida Schmidt; and
- (j) 0.27% by Paul Bridson.

The purpose of the proposed issue of the Performance Rights is to:

- (a) link part of the remuneration and fees paid to specific performance criteria, namely the achievement of specific milestones;
- (b) include a market-linked incentive component in the Recipients' proposed remuneration package or fees payable (as applicable);
- (c) motivate and reward the successful performance of the Recipients in their respective roles in managing the operations and strategic direction of the Company; and
- (d) further align the goals of the Recipients with creating value for shareholders.

The full terms and conditions of the Performance Rights are set out in Schedule 5.

15. RESOLUTIONS 15 – 19 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTORS

15.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue up to an aggregate of 13,750,000 performance rights (**Performance Rights**) to Toby Wellman, Heath Hellewell, Thomas Hoyer, Grant Coyle and Steffen Hagemann (or their nominee/s) (**Performance Rights Directors**) as set out in Section 14 above.

Resolutions 15 to 19 seek Shareholder approval for the issue of the Performance Rights to the Performance Rights Directors.

15.2 Director Recommendation

Each Director (other than David Morgan) has a material personal interest in the outcome of Resolutions 15 to 19 on the basis that the Directors (other than David Morgan) (or their nominees) are to be issued Performance Rights on the same terms and conditions should Resolutions 15 to 19 be passed. For this reason, the Directors (other than David Morgan) do not believe that it is appropriate to make a recommendation on Resolutions 15 to 19 of this Notice.

15.3 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 issue of Performance Rights to the Performance Rights Directors constitutes giving a financial benefit and each of the Performance Rights Directors is a related party of the Company by virtue of being a Director (subject to the passing of Resolutions 9 to 11).

As the Performance Rights are proposed to be issued to all of the Directors other than David Morgan, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Performance Rights. Accordingly, Shareholder approval for the issue of Performance Rights to the Performance Rights Directors is sought in accordance with Chapter 2E of the Corporations Act.

15.4 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:

- 10.11.1 a related party;
- 10.11.2 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;
- 10.11.3 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;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3;
or
- 10.11.5 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 issue of Performance Rights falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 15 to 19 seek the required Shareholder approval for the issue of the Performance Rights under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

15.5 Technical information required by Listing Rule 14.1A

If Resolutions 15 to 19 are passed, subject to and conditional on the passing of the Essential Resolutions, the Company will be able to proceed with the issue of the Performance Rights to the Performance Rights Directors 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 Performance Rights (because approval is being obtained under Listing Rule 10.11), the issue of the Performance Rights will not use up any of the Company's 15% annual placement capacity.

Resolutions 15 to 19 are not Essential Resolutions. If Resolutions 15 to 19 are not passed, the Company will not be able to proceed with the issue of the Performance Rights. The Company may be required to find alternative means of incentivising its related party Directors including but not limited to cash payments.

15.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 15 to 19:

- (a) the Performance Rights will be issued to the following persons:
 - (i) Toby Wellman (or their nominee) pursuant to Resolution 15;
 - (ii) Heath Hellewell (or their nominee) pursuant to Resolution 16;
 - (iii) Thomas Hoyer (or their nominee) pursuant to Resolution 17;
 - (iv) Grant Coyle (or their nominee) pursuant to Resolution 18; and
 - (v) Steffen Hagemann (or their nominee) pursuant to Resolution 19,each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director (subject to the passing of Resolutions 9 to 11);
- (b) as outlined in Section 14 above, the maximum number of Performance Rights to be issued to the Performance Rights Directors (being the nature of the financial benefit proposed to be given) is 13,750,000 comprising:
 - (i) 2,750,000 Performance Rights to Toby Wellman (or their nominee) pursuant to Resolution 15;
 - (ii) 750,000 Performance Rights to Heath Hellewell (or their nominee) pursuant to Resolution 16;
 - (iii) 4,000,000 Performance Rights to Thomas Hoyer (or their nominee) pursuant to Resolution 17;

- (iv) 5,500,000 Performance Rights to Grant Coyle (or their nominee) pursuant to Resolution 18; and
 - (v) 750,000 Performance Rights to Steffen Hagemann (or their nominee) pursuant to Resolution 19,
- (c) the terms and conditions of the Performance Rights are set out in Schedule 5;
- (d) the Performance Rights are unquoted securities. The Company has agreed to issue the Performance Rights to the Performance Rights Directors for the following reasons:
- (i) the Performance Rights are unquoted; therefore, the issue of the Performance Rights has no immediate dilutionary impact on Shareholders;
 - (ii) the milestones attaching to the Performance Rights will align the interests of the Performance Rights Directors with those of Shareholders; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed;
- (e) the number of Performance Rights to be issued to each of the Performance Rights Directors has been determined based upon a consideration of:
- (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the remuneration of the Performance Rights Directors; and
 - (iii) incentives to attract and ensure continuity of service of the Performance Rights Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights upon the terms proposed;

- (f) the total remuneration package for each of the Performance Rights Directors for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

	Current Financial Year Ended 2024	Previous Financial Year Ended 2023
Toby Wellman	\$244,200 ³	\$259,901 ¹
Heath Hellewell	\$66,600 ⁴	\$76,381 ²
Thomas Hoyer	Nil	Nil
Grant Coyle	Nil	Nil

Steffen Hagemann	Nil	Nil
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Notes:

1. Comprising salary of \$220,000, superannuation of \$23,100 and share-based payments of \$16,801.
 2. Comprising Directors' fees of \$66,300 and share-based payments of \$10,081.
 3. Comprising salary of \$220,000 and superannuation of \$24,200.
 4. Comprising Directors' fees of \$66,600.
- (g) the value of the Performance Rights and the pricing methodology is set out in Schedule 6;
- (h) the Performance Rights will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Performance Rights will occur progressively;
- (i) the issue price of the Performance Rights will be nil and as such, no funds will be raised from the issue of the Performance Rights;
- (j) the purpose of the issue of the Performance Rights is set out in Section 15.6(d) above;
- (k) no loans are being made to the Performance Rights Directors in connection with the acquisition of the Performance Rights;
- (l) the relevant interests of the Performance Rights Directors in Securities of the Company as at the date of this Notice are set out below:

As at the date of this Notice

Performance Rights Director	Shares ³	Options	Performance Rights
Toby Wellman	365,714	150,000 ⁴	Nil
Heath Hellewell	1,735,185	90,000 ⁵	Nil
Thomas Hoyer	Nil	Nil	Nil
Grant Coyle	Nil	Nil	Nil
Steffen Hagemann	Nil	Nil	Nil

Post issue of the Performance Rights to Performance Rights Directors

Performance Rights Director	Shares ³	Options	Performance Rights
Toby Wellman	365,714	150,000 ⁴	2,750,000
Heath Hellewell	1,735,185	90,000 ⁵	750,000
Thomas Hoyer	5,122,908	Nil	4,000,000
Grant Coyle	146,886	Nil	5,500,000
Steffen Hagemann	1,101,645	Nil	750,000

Notes:

- 1 All Securities are stated on a post-Consolidation basis.
- 2 This table assumes that Shareholders approve Resolutions 1 to 10 and Resolution 14. Refer to Section 1.18.
- 3 Fully paid ordinary shares in the capital of the Company (ASX: DCX).
- 4 Comprising of:
 - (i) 75,000 Options each exercisable at \$0.00725 expiring 14 October 2025; and
 - (ii) 75,000 Options each exercisable at \$0.0095 expiring 14 October 2025.
- 5 Comprising of:
 - (iii) 45,000 Options each exercisable at \$0.00725 expiring 14 October 2025; and
 - (iv) 45,000 Options each exercisable at \$0.0095 expiring 14 October 2025.
- (m) refer to Section 6.6(l) for the trading history of the Shares on ASX in the 12 months before the date of this Notice;
- (n) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 15 to 19;
- (o) the Performance Rights are being issued pursuant to customary offer letters between the Company and proposed recipient; and
- (p) voting prohibition statements and voting exclusion statements are included for Resolutions 15 to 19 of the Notice.

16. RESOLUTIONS 20 TO 24 – APPROVAL TO ISSUE PERFORMANCE RIGHTS

16.1 General

The Company is proposing to issue an aggregate of 2,800,000 Performance Rights to Jussi Lähde, Minna Lymi, Otso Markkanen, Nerida Schmidt and Paul Bridson (**Performance Rights Employees & Consultants**).

As summarised in Section 3.1 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 had on issue at the start of that period.

The proposed issue of the Performance Rights to the Performance Rights Employees & Consultants does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can

therefore be made without breaching 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 under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

16.2 Technical information required by Listing Rule 14.1A

If Resolutions 20 to 24 are passed, subject to the passing of the Essential Resolutions, the Company will be able to proceed with the issue of the Performance Rights to the Performance Rights Employees & Consultants. In addition, the issue of the Performance Rights will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

Resolutions 20 to 24 are not Essential Resolutions. If Resolutions 20 to 24 are not passed, the issue of the Performance Rights can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

Resolutions 20 to 24 seek Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Performance Rights to Performance Rights Employees & Consultants.

16.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolutions 20 to 24:

- (a) the Performance Rights will be issued to the Performance Rights Employees & Consultants in the allocation set out in Section 14;
- (b) the maximum number of Performance Rights to the Performance Rights Employees & Consultants to be issued is 2,800,000. The terms and conditions of the Performance Rights are set out in Schedule 5;
- (c) the Performance Rights 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) and it is intended that issue of the Performance Rights will occur progressively;
- (d) the issue price will be nil per Performance Right. The Company will not receive any other consideration for the issue of the Performance Rights;
- (e) the purpose of the issue of the Performance Rights is to incentivise and retain its employees and consultants;
- (f) the Performance Rights are being issued pursuant to customary offer letters between the Company and proposed recipient; and
- (g) voting exclusion statements are included for Resolutions 20 to 24 of the Notice.

GLOSSARY

\$ means Australian dollars.

BIA has the meaning given in Section 1.2.

ASIC means the Australian Securities & Investments Commission.

Associated Body Corporate means

- (a) a related body corporate (as defined in the Corporations Act) of the Company;
- (b) a body corporate which has an entitlement to not less than 20% of the voting Shares of the Company; and
- (c) a body corporate in which the Company has an entitlement to not less than 20% of the voting shares.

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.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) 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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means DiscovEx Resources Limited (ACN 115 768 986).

Consolidation has the meaning given in Section 7.1.

Constitution means the Company's constitution, as amended from time to time.

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

Director Participation has the meaning given in Section 6.1.

Directors means the current directors of the Company.

Essential Resolution has the meaning given in Section 1.4.

Exceptions has the meaning given in Section 3.1.

Explanatory Statement means the explanatory statement accompanying the Notice.

Finnish Lawyers means HPP Attorneys Ltd.

Finnish Portfolio has the meaning given in Section 1.2(b).

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

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Latitude means Latitude 66 Cobalt Limited (ACN 623 040 773).

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

Latitude Shareholders means the shareholders of Latitude.

Latitude Subsidiary means Latitude 66 Cobalt Oy (Business ID: 2656776-9) (an entity incorporated in Finland).

Listing Rules means the Listing Rules of ASX.

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

Official List means the official list of the ASX.

Official Quotation means quotation of securities on the Official List.

Option means an option to acquire a Share.

Participant means an eligible participant who may be granted any Security under the Plan, subject to Resolution 14.

Participating Directors has the meaning given in Section 6.1.

Performance Right means a right granted under the rules of the Plan to acquire one or more Shares by transfer or allotment.

Performance Rights Directors means Toby Wellman, Heath Hellewell Thomas Hoyer, Grant Coyle and Steffen Hagemann.

Performance Rights Employees & Consultants means Jussi Lähde, Minna Lymi, Otso Markkanen, Nerida Schmidt and Paul Bridson

Plan means the Employee Securities Incentive Plan the subject of Resolution 14.

Proposed Acquisition means the Company's acquisition of 100% of the issued share capital of Latitude, as set out in Section 1.2.

Proposed Directors means Mr Grant Coyle, Mr Thomas Hoyer and Professor Steffen Hagemann.

Prospectus means the full form prospectus to be issued by the Company in connection with the Public Offer.

Proxy Form means the proxy form accompanying the Notice.

Public Offer means Company's proposed public offer of a minimum of 10,000,000 Shares and maximum of 20,000,000 Shares as set out in Section 1.13.

Recipients means the Performance Rights Directors and the Performance Rights Employees & Consultants.

Re-compliance means the Company re-complying with the admission requirements set out in Chapters 1 and 2 of the Listing Rules.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Securities or **Security** means the Company's issued securities.

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

Shareholder means a registered holder of a Share.

Takeover Offer has the meaning given in Section 1.2.

Takeover Offer Period has the meaning given in Section 1.2.

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

SCHEDULE 1 – BIA

The Company has entered into a share purchase agreement with the shareholders of Latitude pursuant to which it has agreed to acquire 100% of the issued share capital of Latitude (**BIA**), the material terms and conditions of which are summarised below:

Appointment of Proposed Directors	<p>As soon as practicable after DCX has a Relevant Interest in more than 90% of the Latitude 66 Shares and the Offer has become unconditional or is declared by DCX to be free of all Conditions (as summarised below), DCX must procure:</p> <ul style="list-style-type: none"> (a) the appointment of Mr Thomas Hoyer, Mr Grant Coyle and Professor Steffen Hagemann as DCX Directors; and (b) the resignation of Mr Kim Massey and Mr David Morgan.
Recommendation of Latitude 66 Directors	<p>Latitude 66 represents and warrants to DCX that each Latitude 66 Director has informed Latitude 66 that they will:</p> <ul style="list-style-type: none"> (a) publicly recommend that Latitude 66 Shareholders accept the Offer to be made to them; and (b) accept, or procure the acceptance of, the Offer in respect of any Latitude 66 Shares that they own or control, no earlier than 21 days after the Offer opens, in each case in the absence of a Superior Proposal.
Recommendation of DCX Directors	<p>DCX represents and warrants to Latitude 66 that each DCX Director has informed DCX that they will:</p> <ul style="list-style-type: none"> (a) publicly recommend that DCX Shareholders vote in favour of the Essential Resolutions; and (b) vote, or cause to vote, all DCX Shares that they own or control in favour of the Essential Resolutions, in each case in the absence of a Superior Proposal.
Exclusivity Period	<p>The Exclusivity Period means the period starting on the execution date of the Bid Implementation Agreement and ending on the earlier of:</p> <ul style="list-style-type: none"> (a) termination of the Bid Implementation Agreement; (b) the end of the Offer Period; and (c) 6 months after the execution date of the Bid Implementation Agreement, or such other date as the Parties agree in writing (Long Stop Date).
Exclusivity	<p>The Bid Implementation Agreement contains certain exclusivity arrangements, which are in line with market practice. During the Exclusivity Period, Latitude 66 and DCX must not, amongst other things:</p> <ul style="list-style-type: none"> (a) (No existing discussions) Each Party warrants that as at the Execution Date, it is not, and must ensure that none of its Representatives are, in any negotiations or discussions, and that it has, and its Representatives have, ceased any existing negotiations or discussions, in respect of any Competing Proposal in respect of that Party (or which may reasonably be expected to lead to a Competing Proposal in respect of that Party) with any person; (b) (No Shop) During the Exclusivity Period, each Party must not, and must ensure that each of its Representatives does not, directly or indirectly solicit, invite, encourage or initiate (including by the provision of non-public information) any inquiry, expression of interest, offer, proposal or discussion by any person in relation to, or that may reasonably be expected to encourage or lead to the making of, an actual, proposed or potential Competing Proposal in respect of that Party or

	<p>communicate to any person an intention to do anything of those things.</p> <p>(c) (No Talk and no due diligence) During the Exclusivity Period, each Party must not and must ensure that each of its Representatives does not, directly or indirectly, except with the prior written consent of the other Party:</p> <ul style="list-style-type: none"> (i) enter into, continue or participate in any negotiations or discussions with any person in relation to a Competing Proposal in respect of that Party or that may reasonably be expected to encourage or lead to the making of a Competing Proposal in respect of that Party; (ii) negotiate, accept, approve, recommend or enter into, or offer or agree to negotiate, accept, approve, recommend or enter into, any agreement, arrangement or understanding regarding an actual, proposed or potential Competing Proposal in respect of that Party; (iii) disclose or otherwise provide any material non-public information about the business or affairs of that Party or its related entities to any person (other than a public authority) with a view to obtaining a Competing Proposal in respect of that Party or which may reasonably be expected to encourage or lead to the receipt of a Competing Proposal in respect of that Party; (iv) communicate to any person an intention to do anything referred to in paragraphs (i) to (iii) above, even if: <ul style="list-style-type: none"> (v) the Competing Proposal was not directly or indirectly solicited, invited, encouraged or initiated by that Party or its Representatives; or (vi) the Competing Proposal is publicly announced. <p>(d) Section (c) above does not prohibit or require any action or inaction by any Party or any of its Representatives if the board of directors of that Party, acting in good faith after receiving written advice from its external legal advisers, determines that:</p> <ul style="list-style-type: none"> (i) where there is a Competing Proposal in respect of that Party, the Competing Proposal is or may reasonably be expected to lead to a Superior Proposal, having regard to the steps that board proposes to take; and (ii) failing to respond to, or provide information in respect of, that Competing Proposal constitutes or would be likely to constitute, a breach of any of the fiduciary or statutory duties of that party, (iii) provided that the Competing Proposal was not directly or indirectly solicited, invited, encouraged or initiated by that Party or any of its Representatives in a manner that would breach its obligations under (c).
Competing Proposal	<p>During the Exclusivity Period, a Party must as soon as possible notify the other Party in writing if the first-mentioned Party, or any of its Representatives, becomes aware of any direct or indirect:</p> <ul style="list-style-type: none"> (a) approach or attempt to initiate any negotiations or discussions, or intention to make such an approach or attempt to initiate negotiations or discussions, in respect of any expression of interest, offer, proposal or discussion in relation to an actual, proposed or potential Competing Proposal in respect of the first-mentioned Party; (b) proposal made to the first-mentioned Party or any of its Representatives, in connection with, or in respect of any exploration or completion of, an actual, proposed or potential Competing Proposal in respect of the first-mentioned Party; or

	<p>(c) provision by the first-mentioned Party or any of its Representatives of any material confidential information concerning that Party or its related entities or their respective operations to any person in relation to an actual, proposed or potential Competing Proposal in respect of that Party.</p> <p>A notification must include the identity of the proponent of the Competing Proposal and a summary of all material terms and conditions of the actual, proposed or potential Competing Proposal.</p>
Matching Right	<p>During the Exclusivity Period, a Party must:</p> <p>(a) not enter into any legally binding agreement, arrangement or understanding under which a Third Party and/or that Party proposes to undertake or give effect to an actual, proposed or potential Competing Proposal; and</p> <p>(b) procure that its directors do not change their respective recommendation in favour of the Offer to publicly recommend the actual, proposed or potential Competing Proposal,</p> <p>unless:</p> <p>(c) the board of directors of that Party determines that the actual, proposed or potential Competing Proposal is or may reasonably be expected to lead to a Superior Proposal from the perspective of the shareholders of that Party having regard to the steps which that board proposes to take;</p> <p>(d) that Party has provided the other Party with the material terms and conditions of the actual, proposed or potential Competing Proposal, including the price and the identity of the Third Party making the actual, proposed or potential Competing Proposal;</p> <p>(e) that Party has given the other Party at least five Business Days after the provision of the information referred to in (d) to revise, or provide proposed revisions, to the Offer (as the case may be) to match or better the actual, proposed or potential Competing Proposal if the other Party so chooses in its absolute discretion; and</p> <p>(f) the other Party has not, within the time period referred to in (e), revised, or provided proposed revisions, to the Offer (as the case may be) which the board of directors of the first-mentioned Party determines, in good faith after receiving written advice from its external advisers, matches or betters the actual, proposed or potential Competing Proposal.</p>
Termination	<p>Termination by either party</p> <p>The Bid Implementation Agreement may be terminated by a party by notice to the other party:</p> <p>(a) a court or Government Authority issues an order, decree or ruling or takes an action which permanently restrains or prohibits the Offer and that order, decree, ruling or action is final and cannot be appealed or reviewed;</p> <p>(b) the Offer Period ends without the Bid Conditions being satisfied or waived;</p> <p>(c) the Long Stop Date is reached and the Offer Period has not concluded; or</p> <p>(d) DCX is removed from the Official Quotation on ASX.</p> <p>Termination by DCX</p> <p>The Bid Implementation Agreement may be terminated by DCX by notice in writing to Latitude 66 if:</p> <p>(a) Latitude 66 is in material breach of a Latitude 66 Warranty under the Bid Implementation Agreement or any other material</p>

	<p>obligation under the Bid Implementation Agreement provided that DCX has given notice to Latitude 66 setting out the relevant circumstances and stating an intention to terminate the Bid Implementation Agreement and the relevant breach continues to exist 5 Business Days after the date on which the notice is given;</p> <p>(b) the Latitude 66 Board (or any one or more members of the Latitude 66 Board) changes or withdraws its (or their) recommendation that Latitude 66 Shareholders accept the Offer in respect of all their Latitude 66 Shares or their intention to accept the Offer in respect of all of their Latitude 66 Shares or make a public statement indicating that it no longer supports the Offer or that it support a Competing Proposal in respect of Latitude 66;</p> <p>(c) the DCX Board changes or withdraws its recommendation that DCX Shareholders vote in favour of the Essential Resolutions following a determination pursuant to its matching right and DCX is not in breach of its exclusivity obligations;</p> <p>(d) a Latitude 66 Material Adverse Change occurs, provided that DCX has given notice to Latitude 66 setting out the relevant circumstances and stating an intention to terminate the Bid Implementation Agreement and the relevant breach continues to exist 5 Business Days after the date on which the notice is given;</p> <p>(e) a Latitude 66 Regulated Event occurs, provided that DCX has given notice to Latitude 66 setting out the relevant circumstances and stating an intention to terminate the Bid Implementation Agreement and the relevant breach continues to exist 5 Business Days after the date on which the notice is given; or</p> <p>(f) a Latitude 66 Prescribed Occurrence occurs, provided that DCX has given notice to Latitude 66 setting out the relevant circumstances and stating an intention to terminate the Bid Implementation Agreement and the relevant breach continues to exist 5 Business Days after the date on which the notice is given.</p> <p>Termination by Latitude 66</p> <p>The Bid Implementation Agreement may be terminated by Latitude 66 by notice in writing to DCX if:</p> <p>(a) DCX is in material breach of a DCX Warranty under the Bid Implementation Agreement or any other material obligation under the Bid Implementation Agreement provided that Latitude 66 has given notice to DCX setting out the relevant circumstances and stating an intention to terminate the Bid Implementation Agreement and the relevant breach continues to exist 5 Business Days after the date on which the notice is given;</p> <p>(b) the DCX Board (or any one or more members of the DCX Board) withdraws its (or their) recommendation or makes any public statement indicating that it no longer intends to make or intends to withdraw the Offer (as the case may be) or that it supports a Competing Proposal in respect of DCX;</p> <p>(c) the Latitude 66 Board changes or withdraws its recommendation that Latitude 66 Shareholders accept the Offer in respect of all their Latitude 66 Shares following a determination pursuant to its matching right and Latitude 66 is not in breach of its obligations;</p> <p>(d) a DCX Material Adverse Change occurs, provided that Latitude 66 has given notice to Latitude 66 setting out the relevant circumstances and stating an intention to terminate the Bid Implementation Agreement and the relevant breach</p>
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	<p>continues to exist 5 Business Days after the date on which the notice is given;</p> <p>(e) a DCX Regulated Event occurs, provided that Latitude 66 has given notice to Latitude 66 setting out the relevant circumstances and stating an intention to terminate the Bid Implementation Agreement and the relevant breach continues to exist 5 Business Days after the date on which the notice is given; or</p> <p>(f) a DCX Prescribed Occurrence occurs, provided that Latitude 66 has given notice to Latitude 66 setting out the relevant circumstances and stating an intention to terminate the Bid Implementation Agreement and the relevant breach continues to exist 5 Business Days after the date on which the notice is given.</p>
Reimbursement Fee	<p>In accordance with Australian market practice, Latitude 66 has agreed to pay DCX a cash reimbursement fee of \$500,000 (exclusive of GST) in certain circumstances. Those circumstances are where the Bid Implementation Agreement is validly terminated based on:</p> <p>(a) Latitude 66 is in material breach of a Target Warranty or any other material obligation under this Agreement and the cure period has expired;</p> <p>(b) a Target Prescribed Occurrence or Target Regulated Event occurs;</p> <p>(c) Latitude 66 is in breach of its exclusivity obligations;</p> <p>(d) a Competing Proposal in respect of Latitude 66 is publicly announced before the end of the Offer Period and, within 12 months after the Long Stop Date the Third Party making the Competing Proposal or a Related Body Corporate of the Third Party completes in all material respects a transaction of the kind referred to in the definition of Competing Proposal; or</p> <p>(e) at any time before the end of the Exclusivity Period, the Latitude 66 Board (or any one or more members of the Latitude 66 Board):</p> <p>(i) changes or withdraws its (or their) recommendation that Target Shareholders accept the Offer in respect of all their Target Shares or makes a public statement indicating that it no longer supports the Offer; or;</p> <p>(ii) no longer intend to accept the Offer in respect of all of their Target Shares,</p> <p>other than due to:</p> <p>(iii) a material breach of this Agreement by DCX and the cure period specified in has expired; or</p> <p>(iv) a Condition being breached or being incapable of satisfaction and DCX stating that it will not waive that breach or free the Offer from that Condition,</p> <p>In accordance with Australian market practice, DCX has agreed to pay Latitude 66 a cash reimbursement fee of \$250,000 (exclusive of GST) in certain circumstances. Those circumstances are where the Bid Implementation Agreement is validly terminated based on:</p> <p>(a) DCX is in material breach of a Bidder Warranty or any other material obligation under this Agreement and the cure period has expired;</p> <p>(b) a Bidder Prescribed Occurrence or Bidder Regulated Event occurs;</p> <p>(c) DCX is in breach of its exclusivity obligations;</p> <p>(d) a Competing Proposal in respect of DCX is publicly announced before the end of the Offer Period and, within 12 months after the Long Stop Date the Third Party making the Competing Proposal or a Related Body Corporate of the Third Party</p>

	<p>completes in all material respects a transaction of the kind referred to in the definition of Competing Proposal; or</p> <p>(e) at any time before the end of the Exclusivity Period, the DCX Board (or any one or more members of the DCX Board):</p> <ul style="list-style-type: none"> (i) withdraws its (or their) recommendation or makes any public statement indicating that it no longer intends to make or intends to withdraw the Offer (as the case may be); or (ii) no longer recommends that Bidder Shareholders vote in favour of the Essential Resolution, (iii) other than due to a material breach of this Agreement by Latitude 66 and the cure period having expired,
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The BIA otherwise contains provisions considered standard for an agreement of its nature (including the conditions precedent, representations and warranties and confidentiality provisions).

SCHEDULE 2 – PRO FORMA BALANCE SHEET

	Minimum Subscription			Full Subscription		
	Company 31 Dec 23	Transaction Adjustments	Minimum Pro Forma	Company 31 Dec 23	Transaction Adjustments	Maximum Pro Forma
Current assets						
Cash and cash equivalents	1,011,177	5,543,792	6,554,969	1,011,177	7,417,792	8,428,969
Financial assets at fair value through profit or loss	535,519	157,124	692,643	535,519	157,124	692,643
Trade and other receivables	137,156	579,872	717,028	137,156	579,872	717,028
Total current assets	1,683,852	6,280,788	7,964,640	1,683,852	8,154,788	9,838,640
Non-current assets						
Property, plant and equipment	62,640	541,531	604,171	62,640	541,531	604,171
Right-of-use asset	158,552	60,116	218,668	158,552	60,116	218,668
Exploration and evaluation expenditure	7,380,258	11,411,594	18,791,852	7,380,258	11,411,594	18,791,852
Total non-current assets	7,601,450	12,013,241	19,614,691	7,601,450	12,013,241	19,614,691
Total assets	9,285,302	18,294,029	27,579,331	9,285,302	20,168,029	29,453,331
Current liabilities						
Trade and other payables	254,995	604,997	859,992	254,995	604,997	859,992
Lease liabilities	74,089	64,218	138,307	74,089	64,218	138,307
Provisions	35,342	311,904	347,246	35,342	311,904	347,246
Total current liabilities	364,426	981,119	1,345,545	364,426	981,119	1,345,545
Non-current liabilities						
Lease liabilities	88,477	2,459	90,936	88,477	2,459	90,936
Long term advances	-	136,776	136,776	-	136,776	136,776
Provisions	8,313	-	8,313	8,313	-	8,313
Total non-current liabilities	96,790	139,235	236,025	96,790	139,235	236,025
Total liabilities	461,216	1,120,354	1,581,570	461,216	1,120,354	1,581,570
Net assets	8,824,086	17,173,675	25,997,761	8,824,086	19,047,675	27,871,761

Equity								
Issued capital		38,386,126	(14,396,714)	23,989,412	38,386,126	(12,633,787)		25,752,339
Foreign currency translation reserve		-	(226,824)	(226,824)	-	(226,824)		(226,824)
Share based payment reserve		233,213	(122,141)	111,072	233,213	(11,068)		222,145
Accumulated (loss)/profit		(29,795,253)	31,919,354	2,124,101	(29,795,253)	31,919,354		2,124,101
Total equity		8,824,086	17,173,675	25,997,761	8,824,086	19,047,675		27,871,761

SCHEDULE 3 – TERMS AND CONDITIONS OF THE OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j) the amount payable is \$0.30 upon exercise of the Option (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST)] on or before the date that is three years from the date of issue (**Expiry Date**),

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the latter of the following:

- (i) Exercise Date; and
- (ii) when excluded information in respect to, the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case, not later than 20 Business Days after the Exercise Date, the Company will:

- (iii) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice,

lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (v) if admitted to the official list of ASX at the time, apply for Official Quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under 11.3(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(k) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 4 – TERMS AND CONDITIONS OF EMPLOYEE SECURITIES INCENTIVE PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below.

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of shares, options, performance rights or other convertible securities (Securities).
Maximum number of Convertible Securities	<p>The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b) – refer to Resolution 14 and Section 12).</p> <p>The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exemption 13(a)), following Shareholder approval, is 3,302,568 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.</p>
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides.

	<p>On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
Grant of Securities	<p>The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.</p>
Rights attaching to Convertible Securities	<p>A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).</p> <p>Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Restrictions on dealing with Convertible Securities	<p>Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>
Vesting of Convertible Securities	<p>Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.</p>
Forfeiture of Convertible Securities	<p>Convertible Securities will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> (a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated

	<p>Bodies Corporate (as defined in the Corporations Act) (the Group);</p> <p>(b) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Participant to have been forfeited;</p> <p>(c) where there is a failure to satisfy the vesting conditions in accordance with the Plan;</p> <p>(d) on the date the Participant becomes insolvent; or</p> <p>(e) on the Expiry Date,</p> <p>subject to the discretion of the Board.</p>
Listing of Convertible Securities	Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.
Exercise of Convertible Securities and cashless exercise	<p>To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation to apply for Convertible Securities may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.</p> <p>Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
Timing of issue of Shares and quotation of Shares on exercise	Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
Restriction periods and restrictions on transfer of Shares on exercise	If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

	<p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <p>(a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act;</p> <p>(b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and</p> <p>(c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.</p>
Rights attaching to Shares on exercise	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.
Change of control	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), unvested Convertible Securities will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Convertible Securities on a change of control event is limited to vesting or varying any vesting conditions in respect to the Convertible Securities and does not include a discretion to lapse or forfeit unvested Convertible Securities for less than fair value.
Participation in entitlements and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.

Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Amendment of Plan	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
Plan duration	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.
Withholding	Notwithstanding any other provision of the rules of the Plan, and without limiting the amounts which may be deducted or withheld under Applicable Laws, if a member of the Company, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any Tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant (Withholding Amount), then that subsidiary of the Company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid.

SCHEDULE 5 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

The following is a summary of the key terms and conditions of the Performance Rights:

(a) **Milestones**

The Performance Rights will vest upon satisfaction of the following milestones:

Tranche	Milestone
Class A	Each Class A Performance Right will vest upon the Company entering into an offtake agreement with a strategic investor securing a payment arrangement of AUD\$5,000,000.
Class B	Each Class B Performance Right will vest upon the Company achieving a volume weighted average price for 20 consecutive trading days on which trades of the Shares are recorded on ASX (20 Day VWAP) at AUD\$0.50.
Class C	Each Class C Performance Right will vest upon the Company achieving a 20 Day VWAP at AUD\$0.75.
Class D	Each Class D Performance Right will vest upon the Company achieving a 20 Day VWAP at AUD\$1.00.
Class E	Each Class E Performance Right will vest upon the Company securing at least EUR\$20,000,000 funding (including non-dilutive funding and equity funding) at a pre-money valuation of EUR\$60,000,000 or above.

(together, the **Milestones** and each, a **Milestone**).

(b) **Notification to holder**

The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

(c) **Conversion**

Subject to paragraph (o), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.

(d) **Expiry Date**

Each Performance Right will automatically lapse upon the earlier to occur of:

- (i) **Class A Performance Rights:** 31 December 2025 if the Milestone are not satisfied or 31 December 2028; and
- (ii) **Class B, C, D and E Performance Rights:** 31 December 2027 if the Milestones are not satisfied or 31 December 2028

(together, the **Expiry Date**).

If the relevant Milestone attached to the Performance Right has been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.

(e) **Consideration**

The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.

(f) **Share ranking**

All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other existing Shares.

(g) **Application to ASX**

The Performance Rights will not be quoted on ASX. The Company must apply for the Official Quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the Listing Rules.

(h) **Timing of issue of Shares on conversion**

Within 5 business days after the date that the Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the *Corporations Act 2001* (**Corporations Act**), or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the Official List of ASX at the time, apply for Official Quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights.

If a notice delivered under paragraph (h)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(j) **Participation in new issues**

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.

(k) **Reorganisation of capital**

If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be

changed in a manner consistent with the applicable Listing Rules and the Corporations Act at the time of reorganisation.

(l) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) no changes will be made to the Performance Rights.

(m) **Dividend and voting rights**

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(n) **Change in control**

Subject to paragraph (o), upon:

- (i) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
 - (A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
 - (B) having been declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (iii) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Milestones, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.

(o) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of a Performance Right under paragraphs (c) or (n) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001 (Cth)* (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a

Performance Right will not result in any person being in contravention of the General Prohibition; and

- (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (o)(i) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

(p) **No rights to return of capital**

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(q) **Rights on winding up**

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(r) **Listing Rule compliance**

The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the Listing Rules.

(s) **No other rights**

A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 6 – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued to the Performance Rights Directors pursuant to Resolutions 15 to 19 have been independently valued.

Using a pricing model that incorporates a Monte Carlo simulation and based on the assumptions set out below, the Performance Rights were ascribed the following value:

Item	
Value of the underlying Shares	\$0.20
Valuation date	21 March 2024
Commencement of performance/vesting period	21 March 2024
Performance measurement/vesting date	Class A – 31 December 2025. Classes B to E – 31 December 2027
Expiry date	Earlier of above dates if the milestones are not satisfied or 31 December 2028
Term of the Performance Right	Class A from Grant Date to 31 December 2025 if the milestone is not met otherwise 31 December 2028. Classes B to E from Grant Date to 31 December 2027 if the milestones are not met otherwise 31 December 2028.
Volatility (discount)	87.98%
Risk-free interest rate	3.662%
Total Value of Performance Rights	\$2,155,909
- 2,750,000 Performance Rights to Toby Wellman (Resolution 15)	\$417,325
- 750,000 Performance Rights to Heath Hellewell (Resolution 16)	\$105,775
- 4,000,000 Performance Rights to Thomas Hoyer (Resolution 17)	\$692,384
- 5,500,000 Performance Rights to Grant Coyle (Resolution 18)	\$834,650
- 750,000 Performance Rights to Steffen Hagemann (Resolution 19)	\$105,775

Note: The valuation noted above is not necessarily the market price that the Performance Rights could be traded at and is not automatically the market price for taxation purposes.

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Proxy Voting Form

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

DiscovEx Resources Limited | ABN 61 115 768 986

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

HolderNumber:
[HolderNumber]

Your proxy voting instruction must be received by **11.30am (AWST) on Wednesday, 22 May 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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Sydney NSW 2001

IN PERSON:

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Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

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