
S2 RESOURCES LTD
ACN 606 128 090
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10 am WST

DATE: 6 February 2024

PLACE: Level 2, 22 Mount Street, Perth WA 6000

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 10am on 4 February 2024.

BUSINESS OF THE MEETING

AGENDA

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

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

“That, pursuant to and in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 41,176,471 Shares on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of 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 the attorney to vote on the Resolution in that way; or
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ACQUIRE MINING TENEMENT INTERESTS - LISTING RULE 7.1

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

“That, pursuant to and in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 590,000 Shares issued to Oxley Resources Limited on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of Oxley Resources Limited or any Associate of Oxley Resources Limited.

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

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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Dated: 2 January 2024.

By order of the Board

A handwritten signature in black ink, appearing to read 'a. betti', with a small dot at the end.

**Andrea Betti
Company Secretary**

Voting in person

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

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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6166 0240.

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.

1. RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF SHARES - LISTING RULE 7.1

1.1 General

On 12 December 2023, the Company announced a placement to institutional and sophisticated investors to raise approximately \$7,000,000 (**Placement**).

On 20 December 2023, the Company settled the Placement and issued a total of 41,176,471 Shares at an issue price of \$0.17 per share to raise \$7,000,000 (before costs) without prior Shareholder approval out of its 15% annual placement capacity under Listing Rule 7.1.

Resolution 1 seeks Shareholder approval and ratification pursuant to ASX Listing Rule 7.4 for the prior issue of the 41,176,471 Shares pursuant to the Placement.

Resolution 1 is an ordinary resolution.

1.2 ASX Listing Rule 7.1, 7.1A and 7.4

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

The share issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by the Company's Shareholders, effectively uses up the Company's 15% limit in Listing Rule 7.1 reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Placement share issue date.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 1 seeks Shareholder approval for the Placement under and for the purposes of Listing Rule 7.4.

1.3 Technical Information required by Listing Rule 14.1A

If Resolution 1 is passed, the issue of 41,176,471 Shares pursuant to the Placement will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Placement Share Issue Date.

If Resolution 1 is not passed, the issue of 41,176,471 Shares pursuant to the Placement will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without

Shareholder approval over the 12 month period following the Placement share issue date.

1.4 Technical information required by ASX Listing Rule 7.5

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

a) *The number and class of securities the entity issued*

A total of 41,176,471 Shares were issued using the Company's 15% limit under Listing Rule 7.1.

The Shares issued were all fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares.

b) *The price or other consideration the entity has received for the issue*

The Shares were issued at an issue price of \$0.17 per Share. The Company has not and will not receive any other consideration for the issue of the Shares.

c) *The date or dates on which the securities were or will be issued*

The Shares were issued on 20 December 2023.

d) *The names of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected*

The Shares were issued to various sophisticated and professional investors who are clients of the Lead Manager, Euroz Hartleys. The recipients were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising process from non-related parties of the Company.

The following substantial shareholders of the Company participated in the Placement and are considered material investors:

- (i) Paradise Investment Management Pty Ltd were issued 5,882,353 shares; and
- (ii) Merian Global Investors (UK) Limited, were issued 6,031,000 shares.

In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms none of the recipients were related parties, key management personnel or any other substantial holders of the Company (other than disclosed above) or advisors of the Company or an associate of any of these parties.

e) *The purpose of the issue, including the use or intended use of any funds raised by the issue*

The purpose of the issue was to raise \$7,000,000 (before costs), which will be primarily be used for gold and base metal exploration at the Company's projects in Australia, including the Greater Fosterville (Victoria), Koonenberry and Warraweena (New South Wales) projects, as well as for ongoing identification, assessment and realisation of pipeline projects and for general working capital purposes.

f) *Were the securities issued under an agreement*

The Shares were not issued under an agreement.

1.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1 as it provides the Company with the flexibility to issue, subject to the limits under the ASX Listing Rules, further securities during the next 12 months without Shareholder approval.

2. RESOLUTION 2: RATIFICATION OF PRIOR ISSUE OF SHARES TO ACQUIRE MINING TENEMENT INTERESTS

2.1 General

On 4 December 2023, the Company advised that it had reached agreement with Oxley Resources Limited (**Oxley**) to earn a 70% interest in the Warraweenaa project. Consideration under the earn-in agreement was for the Company to issue Oxley 590,000 shares on signing of the agreement at a deemed issue price of \$0.17, and for the Company to spend a further \$2.7m by the end of July 2027 to earn a 70% participating interest in the project.

The Company subsequently issued 590,000 Shares to Oxley on 4 December 2023 with the Shares issued at \$0.17 each without prior Shareholder approval out of its 15% annual placement capacity under Listing Rule 7.1.

Resolution 2 seeks Shareholder approval and ratification pursuant to ASX Listing Rule 7.4 for the prior issue of the 590,000 Shares to Oxley.

Resolution 2 is an ordinary resolution.

2.2 ASX Listing Rule 7.1, 7.1A and 7.4

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

The share issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by the Company's Shareholders, effectively uses up the Company's 15% limit in Listing Rule 7.1 reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Placement share issue date.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 2 seeks Shareholder approval for the Placement under and for the purposes of Listing Rule 7.4.

2.3 Technical Information required by Listing Rule 14.1A

If Resolution 2 is passed, the issue of 590,000 Shares to Oxley will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Placement Share Issue Date.

If Resolution 2 is not passed, the issue of 590,000 Shares to Oxley will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Placement share issue date.

2.4 Technical information required by ASX Listing Rule 7.5

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

a) The number and class of securities the entity issued

A total of 590,000 Shares were issued using the Company's 15% limit under Listing Rule 7.1.

The Shares issued were all fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares.

b) The price or other consideration the entity has received for the issue

The Shares were issued at a deemed issue price of \$0.17 per Share. The Company has not and will not receive any other consideration for the issue of the Shares.

c) The date or dates on which the securities were or will be issued

The Shares were issued on 4 December 2023.

d) The names of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected

The Shares were issued Oxley Resources Limited, a private exploration company, upon signing and earn-in agreement to earn a 70% interest in the Warraweena project.

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

The Shares were issued as consideration payable on signing by the Company of an earn-in agreement to earn a 70% interest in the Warraweena project.

f) Were the securities issued under an agreement

The Shares were issued under an earn-in agreement between the Company and Oxley. The key terms of the earn-in phase of the agreement are as follows:

- S2 to issue Oxley with 590,000 ordinary shares on signing, representing a consideration of approximately A\$100,000 at a deemed price of A\$0.17 per share.
- S2 to spend A\$2.7 million by end July 2027 to earn a 70% participating interest.
- This includes a minimum expenditure of A\$350,000 by end December 2024 before withdrawal, itself including a minimum expenditure of A\$270,000 by end July 2024.
- At least A\$750,000 of the overall earn-in spend to be spent on drilling.

At the earn-in point:

- A joint venture will be formed with S2 having a 70% participating interest and Oxley having a 30% participating interest.
- Oxley will have a one-time choice to retain its 30% participating interest or to convert this to a 15% carried interest.
- In the circumstance of a 30% participating interest, Oxley must contribute or dilute.

- Should Oxley's interest drop below 10%, its interest will revert to a 2% net smelter return (NSR) royalty.
- S2 can buy down half of this royalty (ie, 1%) for A\$1.5 million.
- In the circumstance of a carried interest, S2 will have an 85% interest and Oxley' 15% interest will be funded by S2 up to the commencement of commercial production.
- Oxley will repay this carried amount from 80% of the production revenue attributable to its 15% interest in a mining operation.

The Agreement was otherwise on terms and conditions that are standard to agreements of its kind

2.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 2 as it provides the Company with the flexibility to issue, subject to the limits under the ASX Listing Rules, further securities during the next 12 months without Shareholder approval.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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 S2 Resources Ltd (ACN 606 128 090).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying 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.

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.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

Proxy Form means the proxy form accompanying the Notice.

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

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

Shareholder means a registered holder of a Share.

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

PROXY FORM

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Sunday, 4 February 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 183564

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of S2 Resources Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of S2 Resources Ltd to be held at Level 2, 22 Mount Street, Perth, WA 6000 on Tuesday, 6 February 2024 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Ratification of prior issue of Placement Shares - Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of prior issue of Shares to acquire Mining Tenement Interests - Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

