

**IMPACT MINERALS LIMITED
ACN 119 062 261**

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held as follows:

Time and date: 11.00am (WST) on Thursday, 30 November 2023

**In Person: Hall Chadwick WA Audit Pty Ltd, 283 Rokeby Road, Subiaco
Western Australia, 6008**

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from a suitably qualified professional advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the
Company Secretary by telephone on (08) 6454 6666.**

Shareholders are urged to vote by lodging the Proxy Form

IMPACT MINERALS LIMITED
ACN 119 062 261
(Company)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of Impact Minerals Limited (ACN 119 062 261) will be held at Hall Chadwick WA Audit Pty Ltd, 283 Rokeby Road, Subiaco, Western Australia, 6008 at 11.00am (WST) on Thursday, 30 November 2023 (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

2 Resolutions

Resolution 1 – Remuneration Report

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

'That the Remuneration Report be adopted by Shareholders on the terms and conditions in the Explanatory Memorandum.'

Note: a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-election of Director – Dr Frank Bierlein

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

'That Dr Frank Bierlein, who retires by rotation in accordance with Article 7.2 of the Constitution, Listing Rule 14.5 and for all other purposes, and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval of 10% Placement Facility

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

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval of Issue of Performance Rights to Director – Dr Mike Jones

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

'That, pursuant to and in accordance with Listing Rule 10.14, sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of 60,000,000 Performance Rights to Dr Mike Jones (or his nominee), on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval of Issue of Performance Rights to Director – Mr Peter Unsworth

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

'That, pursuant to and in accordance with Listing Rule 10.14, sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of 30,000,000 Performance Rights to Mr Peter Unsworth (or his nominee), on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Approval of Issue of Performance Rights to Director – Mr Paul Ingram

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

'That, pursuant to and in accordance with Listing Rule 10.14, sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of 12,000,000 Performance Rights to Mr Paul Ingram (or his nominee), on the terms and conditions in the Explanatory Memorandum.'

Resolution 7 – Approval of Issue of Performance Rights to Director – Dr Frank Bierlein

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

'That, pursuant to and in accordance with Listing Rule 10.14, sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of 8,000,000 Performance Rights to Dr Frank Bierlein (or his nominee), on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 3, if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are 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 Shareholder), or any of their respective associates;
- (b) Resolution 4 by or on behalf of Dr Mike Jones or any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates;
- (c) Resolution 5 by or on behalf of Mr Peter Unsworth or any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates;
- (d) Resolution 6 by or on behalf of Mr Paul Ingram or any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan), or any of their respective associates; and
- (e) Resolution 7 by or on behalf of Dr Frank Bierlein or any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with 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, 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 prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 4, Resolution 5, Resolution 6 and Resolution 7: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (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.

Further, in accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (b) it is not cast 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.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person

who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

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

BY ORDER OF THE BOARD



Bernard Crawford
Company Secretary
Impact Minerals Limited
Dated: 20 October 2023

IMPACT MINERALS LIMITED
ACN 119 062 261
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Hall Chadwick WA Audit Pty Ltd, 283 Rokeby Road, Subiaco, Western Australia 6008 on Thursday, 30 November 2023 at 11.00am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes information about the following to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Dr Frank Bierlein
Section 6	Resolution 3 – Approval of 10% Placement Facility
Section 7	Resolution 4 to Resolution 7 – Approval of Issue of Performance Rights to Directors
Schedule 1	Definitions
Schedule 2	Summary of Employee Securities Incentive Plan

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

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

2.2 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon, which must be submitted no later than 11.00am (WST) on Tuesday, 28 November 2023. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).
- (e) Section 250BC of the Corporations Act provides that, if:
 - (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
 - (ii) the appointed proxy is not the Chair of the meeting;
 - (iii) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
 - (iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.3 **Voting eligibility**

The Directors have determined that pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those persons who are registered Shareholders at 4.00pm (WST) on Tuesday, 28 November 2023.

2.4 **Chair's voting intentions**

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 and Resolution 4 to Resolution 7 (inclusive), even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

Subject to the following paragraph, the Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution (under section 224 of the Corporations Act), the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form.

2.5 **Submitting Questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at bernardc@impactminerals.com.au by 4.00pm (WST) on Tuesday, 28 November 2023.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. **Annual Report**

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2023.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://www.impactminerals.com.au/site/investor-centre/annual-reports>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. Resolution 1 – Remuneration Report

4.1 General

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2023 in the 2023 Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2022 annual general meeting held on 24 November 2022. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2024 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

4.2 **Additional information**

Resolution 1 is an ordinary resolution.

Given the material personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

5. **Resolution 2 – Re-election of Director – Dr Frank Bierlein**

5.1 **General**

Article 7.2 of the Constitution and Listing Rule 14.5 both provide that there must be an election of Directors at each annual general meeting of the Company. If no person or Director is standing for election or re-election in accordance with other Articles of the Constitution, Article 7.2(b)(iv) provides that that any director who wishes to may retire and stand for re-election.

Dr Frank Bierlein, Non-Executive Director, was last elected at the annual general meeting held on 30 November 2021.

Accordingly, Dr Bierlein retires by rotation at this Meeting and, being eligible, seeks re-election pursuant to Resolution 2.

If elected, Dr Bierlein is considered by the Board (with Dr Bierlein abstaining) to be an independent Director, notwithstanding Dr Bierlein holds incentive Options and may be granted Performance Rights if Resolution 7 is passed. Dr Bierlein is not considered by the Board to hold any material interest, position 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 entity as a whole rather than in the interests of an individual security holder or other party.

Dr Bierlein has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

5.2 **Dr Frank Bierlein**

Dr Bierlein is a geologist with 30 years of experience as a consultant, researcher, lecturer and industry professional. Dr Bierlein has held exploration and generative geology management positions with QMSD Mining Co Ltd, Qatar Mining, Afmeco Australia and Areva NC, and consulted for, among others, Newmont Gold, Resolute Mining, Goldfields International, Freeport-McMoRan, and the International Atomic Energy Agency. He was a non-executive director of Gold Australia Pty Ltd from 2015 to 2019 and chaired the Advisory Board of a Luxemburg- based private equity fund between 2014 and 2021. Dr Bierlein has worked on six continents spanning multiple commodities, and over the course of his career has published and co-authored more than 130 articles in peer-reviewed scientific journals. Dr Bierlein obtained a PhD (Geology) from the University of Melbourne, is a Fellow of the Australian Institute of Geoscientists (AIG), and a member of both the Society of Economic Geologists (SEG) and the Society of Geology Applied to Mineral Deposits.

Dr Bierlein does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that it took appropriate checks into Dr Bierlein's background and experience and that these checks did not identify any information of concern.

5.3 **Board recommendation**

Resolution 2 is an ordinary resolution.

The Board (other than Dr Bierlein who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of Resolution 2 for the following reasons:

- (a) Dr Bierlein has over 30 years' experience in exploration and generative geology spanning six continents and has held management positions at a variety of reputable organisations; and
- (b) Dr Bierlein's wide-ranging board experience across a number of public exploration and mining companies will be invaluable to the Board during the next stage of the Company's development.

6. **Resolution 3 – Approval of 10% Placement Facility**

6.1 **General**

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

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

Resolution 3 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

If Resolution 3 is passed, and subject to the Company's temporary restriction on issuing Equity Securities under Listing Rules 7.1 and 7.1A until 12 January 2024 (refer to Section 7.6(j) below), the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1 (again, subject to the temporary restriction until 12 January 2024 discussed in Section 7.6(j) below).

6.2 **Listing Rule 7.1A**

(a) **Is the Company an eligible entity?**

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less.

The Company is an eligible entity for these purposes as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$28.7 million, based on the closing price of Shares of \$0.01 on 13 October 2023.

(b) **What Equity Securities can be issued?**

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

As at the date of the Notice, the Company has on issue two quoted classes of Equity Securities: Shares and Listed Options.

(c) **How many Equity Securities can be issued?**

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

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

Where:

A = the number of Shares on issue at the commencement of the Relevant Period:

- (A) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 (other than exception 9, 16 or 17);
- (B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- (C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Rule 7.2 exception 16 where:
 - (1) the agreement was entered into before the commencement of the Relevant Period; or
 - (2) the agreement or issue was approved, or taken under the Listing Rules to be approved, under Listing Rule 7.1 or 7.4.
- (D) plus the number of any other fully paid Shares issued in the Relevant Period with approval under Listing Rule 7.1 or 7.4;
- (E) plus the number of partly paid shares that became fully paid in the 12 months; and

(F) less the number of fully paid Shares cancelled in the Relevant Period.

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

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4; and

"relevant period" has the same meaning as in rule 7.1.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) **At what price can the Equity Securities be issued?**

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

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

(Minimum Issue Price).

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will, subject to the Company's temporary restriction on issuing Equity Securities under Listing Rules 7.1 and 7.1A until 12 January 2024 (refer to Section 7.6(j) below), be valid from the date of Meeting and will expire on the earlier to occur of:

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

(10% Placement Period).

(g) **What is the effect of Resolution 3?**

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder

approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

6.3 **Specific information required by Listing Rule 7.3A**

Under and for the purposes of Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) above).

Shareholder approval of the 10% Placement Facility will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 6.2(d) above).

(c) **Purposes of issues under 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

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

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares).

The below table shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for 'A' calculated in

accordance with the formula in Listing Rule 7.1A.2 (see Section 6.2(c)) as at the date of the Notice (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Share on issue (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.005 50% decrease in Current Market Price	\$0.01 Current Market Price	@0.02 100% increase in Current Market Price
2,864,703,889 Shares Variable A	10% Voting Dilution	286,470,389 Shares	286,470,389 Shares	286,470,389 Shares
	Funds raised	\$1,432,352	\$2,864,704	\$5,729,408
4,297,055,834 Shares 50% increase in Variable A	10% Voting Dilution	429,705,583 Shares	429,705,583 Shares	429,705,583 Shares
	Funds raised	\$2,148,528	\$4,297,056	\$8,594,112
5,729,407,778 Shares 100% increase in Variable A	10% Voting Dilution	572,940,778 Shares	572,940,778 Shares	572,940,778 Shares
	Funds raised	\$2,864,704	\$5,729,408	\$11,458,816

Notes:

1. The table has been prepared on the following assumptions:
 - (a) the issue price is the current market price (\$0.01), being the closing price of the Shares on ASX on 13 October 2023, being the last day that the Company's Shares traded on the ASX before this Notice was printed;
 - (b) Variable A is 2,864,703,889 comprising: 2,864,703,889 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4
 - (c) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
 - (d) no convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities; and
 - (e) the issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Quoted Options, it is assumed that those Quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
4. The table does not show an example of dilution that may be caused by a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) **Allocation policy**

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

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

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

(f) **Issues in the past 12 months**

The Company did not obtain Shareholder approval under Listing Rule 7.1A for the 10% Placement Facility at its previous annual general meeting held 24 November 2022.

As announced by the Company on 22 May 2023, the Company had erroneously stated in announcement dated 1 May 2023 that it intended to issue 264,803,722 Shares pursuant to its 10% Placement Facility, when the Company did not in fact receive Shareholder approval for the 10% Placement Facility at its annual general meeting held 24 November 2022. The Company confirms that, in accordance with the Company's ASX announcement dated 22 May 2023 (refer to that announcement for further details), no Shares were issued under the Company's 10% Placement Facility in the past 12 months.

(g) **Voting exclusion statement**

At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of the Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

6.4 **Board recommendation**

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

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

7. **Resolution 4 to Resolution 7 – Approval of Issue of Performance Rights to Directors**

7.1 **General**

The Company is proposing, subject to obtaining Shareholder approval, to issue up to a total of 110,000,000 Performance Rights (**Director Performance Rights**) in aggregate to each of Dr Mike Jones, Mr Peter Unsworth, Mr Paul Ingram and Dr Frank Bierlein (or their respective nominees) under the Company's Employee Securities Incentive Plan (**Plan**). The Director Performance Rights will be issued in the following proportions:

Related Party	Director Performance Rights
Dr Mike Jones (Managing Director)	60,000,000
Mr Peter Unsworth (Non-Executive Director)	30,000,000
Mr Paul Ingram (Non-Executive Director)	12,000,000
Dr Frank Bierlein (Non-Executive Director)	8,000,000
TOTAL	110,000,000

The Company is also proposing to offer up to a further 30,000,000 Performance Rights in aggregate under the Plan to other employees of the Company on the same terms and conditions as the Director Performance Rights.

The number of Director Performance Rights offered to each Director has been determined having regard to a number of factors, including:

- (a) the current cash remuneration paid to the Directors (which is summarised in Section 7.6(d));
- (b) a comparison of that cash remuneration to executive salaries and director fees paid by listed entities in comparable circumstances to the Company, which demonstrated that the current remuneration paid to the Directors is at the lower end, or below, market standard;
- (c) the relative contributions of each Director to the Company, including:
 - (i) appropriately remunerating Dr Mike Jones for his executive responsibilities as Managing Director; and
 - (ii) recognising where Non-Executive Directors have undertaken significant additional work beyond the usual requirements for non-executive directors; and
- (d) a desire to address the imbalance between the Directors' cash remuneration and their relative contributions to the Company, and to bring the remuneration of Directors closer in line with market standard remuneration practices, in a cost effective and efficient manner.

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term. The proposed issue of the above Director Performance Rights seeks to align the efforts of the Directors towards achieving the significant milestones for the Company's Lake Hope - High Purity Alumina (**HPA**) Project, and thereby achieve growth of the Share price and the creation of Shareholder value.

In addition, the Board also believes that incentivising with Director Performance Rights is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Director Performance Rights to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

The Director Performance Rights are being offered on the same terms and conditions as the Performance Rights to be offered to the Company's other employees. The intention of the Board is to align the focus of all employees, the Managing Director and Non-Executive Directors towards the same goal of achieving the critical milestones for the Lake Hope HPA Project.

The Director Performance Rights and Performance Rights to be offered to the Company's employees are being offered and will be granted under the Plan which was approved by Shareholders for the purposes of Listing Rule 7.2, exception 13 at the Company's 2022 Annual General Meeting held on 24 November 2022.

Please refer to Schedule 2 for a summary of the terms of the Plan. The terms of the Plan have not been amended since approved by Shareholders at the 2022 Annual General Meeting.

7.2 Terms and conditions of the Director Performance Rights

Subject to Shareholders approving Resolution 4 to Resolution 7 (inclusive), the Company proposes to issue the Director Performance Rights to the Directors within 2 business days of the Meeting (i.e. by Monday, 4 December 2023).

The Director Performance Rights will vest in three equal tranches. Each tranche is subject to a specific vesting condition (**Vesting Condition**), which must be met within a specified vesting period (**Vesting Period**) in order for the relevant tranche of Director Performance Rights to vest.

The Company will notify the Directors in writing within 3 business days if a Vesting Condition is satisfied (**Vesting Notice**). The Director may then exercise the vested tranche of Director Performance Rights within the specified exercise period after receiving the Vesting Notice (**Exercise Period**).

The Director Performance Rights are all subject to the same tranches, Vesting Conditions, Vesting Periods and Exercise Periods, as set out in the below table:

	Tranche 1	Tranche 2	Tranche 3
% of Performance Rights	33.33%	33.33%	33.34%
Vesting Condition	Completion of a preliminary feasibility study by the Company with positive findings in relation to the Lake Hope HPA Project (Vesting Condition 1)	Following the satisfaction of Vesting Condition 1, completion of a definitive feasibility study by the Company with positive findings confirming the financial and technical viability of the Lake Hope HPA Project (Vesting Condition 2)	Following the satisfaction of Vesting Condition 2, the grant of a mining lease to the Company or a related body corporate in relation to the Lake Hope HPA Project (Vesting Condition 3)
Vesting Period	2 Years from the Grant Date	3 Years from the Grant Date	3 Years from the Grant Date
Exercise Period	1 Year from the date of the Vesting Notice	1 Year from the date of the Vesting Notice	1 Year from the date of the Vesting Notice

The exact number of Director Performance Rights to be issued to each Director in each tranche is set out in the table below:

Director	Tranche 1	Tranche 2	Tranche 3	Total
Dr Mike Jones	20,000,000	20,000,000	20,000,000	60,000,000
Mr Peter Unsworth	10,000,000	10,000,000	10,000,000	30,000,000
Mr Paul Ingram	4,000,000	4,000,000	4,000,000	12,000,000
Dr Frank Bierlein	2,666,666	2,666,667	2,666,667	8,000,000
Total	36,666,666	36,666,667	36,666,667	110,000,000

For each tranche, if the relevant Vesting Condition is not met in the relevant Vesting Period, the Director Performance Rights will lapse.

The Director Performance Rights (whether vested or unvested) will expire on the first to occur of the following:

- (a) on the date the Director ceases employment with the Company (in the case of Dr Mike Jones), or on the date the Director ceases to hold office as a Director of the Company (in the case of Mr Peter Unsworth, Mr Paul Ingram and Dr Frank Bierlein), in each case subject to the exercise of the Board's discretion under the Plan; and
- (b) on the last date of the relevant Exercise Period for those Director Performance Rights.

Upon the vesting of the Director Performance Rights, and subject to any adjustments in accordance with the rules of the Plan (e.g. upon a reorganisation of capital), one Share will be automatically issued to the Directors or their nominee for each Director Performance Right that vests.

In accordance with the Plan and the terms of offer, the Director Performance Rights:

- (a) are not transferrable (except with the prior written approval of the Company and subject to compliance with the Corporations Act and Listing Rules);
- (b) do not confer any right to vote, except as otherwise required by law;
- (c) do not confer any entitlement to a dividend;
- (d) do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
- (e) do not confer any right to participate in the surplus profits or assets of the Company upon a winding up of the Company; and
- (f) do not confer any right to participate in new issues of securities such as bonus issues or entitlement issues,

unless and until the Director Performance Rights vest and the Directors are issued Shares.

7.3 **Listing Rule 10.14**

Listing Rule 10.14 provides that a company must not issue, under an employee incentive scheme, Equity Securities to:

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an associate of a director of the company (Listing Rule 10.14.2); or
- (c) a person whose relationship with the company, or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless the issue has been approved by Shareholders.

As the grant of Director Performance Rights Resolution 4 to Resolution 7 (inclusive) involves the grant of Equity Securities to Directors or their nominees, and therefore falls within Listing Rule 10.14.1 and 10.14.2 (as relevant), Shareholder approval is required.

The effect of Shareholders passing Resolution 4 to Resolution 7 (inclusive) will be to allow the Company to issue the relevant Director Performance Rights and the Directors will be remunerated accordingly. Further, the issue of the Director Performance Rights will not count towards the Company's 15% placement capacity under Listing Rule 7.1, as Listing Rule 7.2, exception 14 will apply to the Director Performance Rights.

If each of Resolution 4 to Resolution 7 (inclusive) are not passed, the Company will not be able to proceed with the issue of the Director Performance Rights and the Company may need to consider other forms of performance-based remuneration, including by the payment of cash.

7.4 **Specific information required by Listing Rule 10.15**

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of Director Performance Rights:

- (a) The Director Performance Rights will be issued to each of Dr Mike Jones, Mr Peter Unsworth, Mr Paul Ingram and Dr Frank Bierlein, all of whom are Directors of the Company and are, as such, related parties of the Company in accordance with Listing Rule 10.14.1. In the event any of the Director Performance Rights are issued to nominees of the Directors, that nominee will fall into the category stipulated by Listing Rule 10.14.2.
- (b) A maximum of 110,000,000 Director Performance Rights will be issued to Dr Mike Jones, Mr Peter Unsworth, Mr Paul Ingram and Dr Frank Bierlein (or their respective nominees), in the proportions set out in Section 7.1 above. Each Director's Director Performance Rights will vest in the tranches set out in Section 7.2 above.
- (c) No persons covered by Listing Rule 10.14 have previously received securities under the Plan. The Plan was first adopted by the Company in 2022 and was approved by Shareholders at the last annual general meeting of the Company that occurred on 24 November 2022. Since that date, no securities have been issued under the Plan..

- (d) The latest date that the Company will issue Director Performance Rights under Resolution 4 to Resolution 7 (inclusive) will be no later than 3 years after the date of the Meeting.
- (e) The Director Performance Rights will have an issue price of \$Nil and no consideration will be received for the issue, as they are being issued as part of the relevant Directors' remuneration package.
- (f) No proceeds will be raised by the issue of the Director Performance Rights.
- (g) The current total remuneration package for each of the Directors as at the date of this Notice is set out below:

Director	Salary and fees (inclusive of superannuation)
Dr Mike Jones	\$246,880
Mr Peter Unsworth	\$65,594
Mr Paul Ingram	\$36,329
Dr Frank Bierlein	\$36,329

Details of all Shares and Options currently held by the Directors are set out in Section 7.6(e).

- (h) A summary of the material terms of the Director Performance Rights proposed to be issued to the Directors is set out in Section 7.2 above and an explanation of why Performance Rights are being used is set out in Section 7.1 above. The value that the Company attributes to the Director Performance Rights, and the basis for that value, is set out in Section 7.6(c) below.
- (i) A summary of the material terms of the Plan is provided for in Schedule 2 to this Notice.
- (j) No loans will be made to the Directors in relation to the issue, vesting or exercise of the Director Performance Rights.
- (k) Details of any Equity Securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (l) Any additional persons covered by Listing Rule 10.14, who become entitled to participate in an issue of Equity Securities under the Plan after Resolution 4 to Resolution 7 (inclusive) are approved and who were not named in this Notice, will not participate until approval is obtained under that Listing Rule.
- (m) A voting exclusion statement is included in the Notice.

7.5 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 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 proposed issue of the Director Performance Rights constitutes giving a financial benefit to related parties of the Company.

Given the personal interests of all the Directors in the outcome of this Resolution, the Board is seeking Shareholder approval pursuant to Chapter 2E of the Corporations Act in respect of the issue of the Director Performance Rights. Notwithstanding that the issue of the Director Performance Rights is considered by the Board as reasonable remuneration and therefore falls within the exception stipulated by section 211 of the Corporations Act, the Board considers that there may be potential conflicts of interest should Shareholder approval not be sought.

The Board has not received, nor is it seeking expert advice on the issue of the Director Performance Rights on the basis the Board considers it possesses sufficient knowledge and expertise to assess all aspects of the proposed issue of the Director Performance Rights and is seeking Shareholder approval pursuant to Chapter 2E of the Corporations Act. In addition, the Board has obtained an independent valuation of the Director Performance Rights which is summarised in Section 7.6(c).

7.6 Information required under Chapter 2E of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of the Director Performance Rights:

- (a) **Identity of the related parties to whom Resolution 4, Resolution 5, Resolution 6 and Resolution 7 permit financial benefits to be given**

Refer to Section 7.1 of this Explanatory Memorandum above.

- (b) **Nature of the financial benefit**

Resolution 4 to Resolution 7 (inclusive) seek Shareholder approval to allow the Company to issue the Director Performance Rights in the amounts specified in Section 7.1 of this Explanatory Memorandum to each of Dr Mike Jones, Mr Peter Unsworth, Mr Paul Ingram and Dr Frank Bierlein (or their nominees).

The terms and conditions of the Director Performance Rights are set out in Section 7.2 of this Explanatory Memorandum.

The Shares to be issued upon conversion of the Director Performance Rights will be fully paid ordinary Shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with

the Company's existing Shares. The Company will apply for official quotation of the Shares issued upon exercise of the Director Performance Rights on ASX.

(c) **Valuation of financial benefit**

The Company engaged Hall Chadwick to undertake an independent valuation of the Director Performance Rights, who concluded that the value of each Director Performance Right is equal to the prevailing Share price. Based on the closing price of Shares of \$0.01 on 13 October 2023 and the key terms of the Director Performance Rights, including the Vesting Conditions, Hall Chadwick assessed the value of the Director Performance Rights as follows:

Director	Value (\$)				
	Each	Tranche 1	Tranche 2	Tranche 3	Total
Dr Mike Jones	\$0.01	\$200,000	\$200,000	\$200,000	\$600,000
Mr Peter Unsworth	\$0.01	\$100,000	\$100,000	\$100,000	\$300,000
Mr Paul Ingram	\$0.01	\$40,000	\$40,000	\$40,000	\$120,000
Dr Frank Bierlein	\$0.01	\$26,666	\$26,667	\$26,667	\$80,000
Total	\$0.01	\$366,666	\$366,667	\$366,667	\$1,100,000

(d) **Remuneration of Dr Mike Jones, Mr Peter Unsworth, Mr Paul Ingram and Dr Frank Bierlein**

Refer to Section 7.4(g) above.

(e) **Existing relevant interests**

At the date of this Notice, each of Dr Mike Jones, Mr Peter Unsworth, Mr Paul Ingram and Dr Frank Bierlein holds the following relevant interests in Equity Securities of the Company:

Director	Shares	Options
Dr Mike Jones	9,643,814	86,964,380
Mr Peter Unsworth	19,994,440	45,000,171
Mr Paul Ingram	847,098	26,072,584
Dr Frank Bierlein	Nil	16,000,000

Assuming that:

- (i) each of Resolution 4 to Resolution 7 (inclusive) are approved by Shareholders;
- (ii) all of the Director Performance Rights are issued, vested and exercised into Shares;
- (iii) all of the (up to) 30,000,000 Performance Rights proposed to be offered to other employees (as discussed in Section 7.1) are issued, vested and exercised into Shares; and
- (iv) no other Equity Securities are issued or exercised (including any existing Options held by any of Dr Mike Jones, Mr Peter Unsworth, Mr Paul Ingram and Dr Frank Bierlein as at the date of this Notice),

the respective interests of the Directors in the Company would be as follows (based on the Share capital as at the date of this Notice):

- (v) Dr Mike Jones interest would represent approximately 2.32% of the Company's issued Share capital;
- (vi) Mr Peter Unsworth's interest would represent approximately 1.66% of the Company's issued Share capital;
- (vii) Mr Paul Ingram's interest would represent approximately 0.43% of the Company's issued Share capital; and
- (viii) Dr Frank Bierlein's interest would represent approximately 0.27% of the Company's issued Share capital.

(f) **Trading history**

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice were:

Highest: \$0.0180 per Share on 20 September 2023

Lowest: \$0.006 per Share on 20 December 2022

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was \$0.01 per Share on 13 October 2023.

(g) **Dilution**

The issue of the Director Performance Rights will have a diluting effect on the percentage interest of existing Shareholders' holdings if the Director Performance Rights vest and are exercised. The potential dilution if all Director Performance Rights vest and are exercised into Shares is 3.70%. This figure assumes the current Share capital structure as at the date of this Notice; and that no Shares are issued other than the Shares issued on exercise of the Director Performance Rights.

The exercise of all of the Director Performance Rights will result in a total dilution of all other Shareholders' holdings of 3.18% on a fully diluted basis (assuming that all other Options are exercised and that all of the (up to) 30,000,000 Performance Rights

proposed to be offered to other employees (as discussed in Section 7.1) are issued, vested and exercised into Shares). The actual dilution will depend on the extent that additional Shares are issued by the Company.

(h) **Corporate governance**

Recommendation 8.2 of the 4th Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Recommendations**) provides that a listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives. Commentary to Recommendation 8.2 sets out suggested guidelines for the remuneration of executive and non-executive directors, including that non-executive directors should not receive performance-based remuneration.

Dr Mike Jones is the Managing Director of the Company. The Board (with Dr Mike Jones abstaining) believes that the grant of the Director Performance Rights to Dr Mike Jones is in line with Recommendation 8.2 of the Recommendations.

However, each of Mr Peter Unsworth, Mr Paul Ingram and Dr Frank Bierlein are Non-Executive Directors. As the Director Performance Rights are offered subject to specific performance-based conditions (i.e. the Vesting Conditions summarised in Section 7.2 above), the grant of the Director Performance Rights to the Non-Executive Directors is not in line with Recommendation 8.2 of the Recommendations.

In accordance with Listing Rule 4.10.3, the Company's 2024 corporate governance statement will need to include a statement that it has not followed Recommendation 8.2 in relation to the remuneration of the Non-Executive Directors.

Although the grant of the Director Performance Rights to the Non-Executive Directors is not in line with Recommendation 8.2, the Board has determined to proceed with the offer of those Director Performance Rights on the basis that:

- (i) while the Director Performance Rights are subject to performance hurdles in the form of the Vesting Conditions, those Vesting Conditions are linked to the critical milestones for the Company's Lake Hope HPA Project;
- (ii) the Vesting Conditions are clear and objective, and the satisfaction of those Vesting Conditions would be in the best interests of the Company as a whole; in particular, the Vesting Conditions relate not to individual performance hurdles for each Director, or other performance hurdles such as share price growth, which could influence the Non-Executive Directors' capacity to bring an independent judgement to bear on issues before the Board;
- (iii) the grant of Director Performance Rights enables the Company to both remunerate and incentivise the Directors, while preserving the Company's cash reserves; and
- (iv) the grant of the Director Performance Rights to the Non-Executive Directors is subject to Shareholder approval.

(i) **Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Director Performance Rights (including fringe benefits tax).

(j) **Other information**

The Company notes that, owing to a decision given to the Company by ASX on 5 May 2023 resulting from the Company's breach of Listing Rule 7.1, as announced on 22 May 2023, the Company may not issue any Equity Securities without Shareholder approval until 12 January 2024, unless the issue comes within an exception in Listing Rule 7.2.

If Resolution 4 to Resolution 7 (inclusive) are passed, Listing Rule 7.2, exception 14 (which excepts issues of securities made with the approval of Shareholders under Listing Rule 10.14) will apply to the issue of the Director Performance Rights.

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 4 to Resolution 7 (inclusive).

7.7 Board recommendation

Resolution 4 to Resolution 7 (inclusive) are ordinary resolutions.

Given the personal interests of all the Directors in the outcome of Resolution 4 to Resolution 7 (inclusive), the Board declines to make a recommendation to Shareholders in relation to those Resolutions.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

10% Placement Facility	has the meaning given in Section 6.1.
10% Placement Period	has the meaning given in Section 6.2(f).
\$ or A\$	means Australian Dollars.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2023.
Article	means an article of the Constitution.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report on the Financial Report.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: <ul style="list-style-type: none">(a) a spouse or child of the member; or(b) has the meaning given in section 9 of the Corporations Act.
Company	means Impact Minerals Limited (ACN 119 062 261).
Constitution	means the constitution of the Company as at the date of the Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel	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.
Listed Option	means an Option which is admitted to official quotation on ASX,
Listing Rules	means the listing rules of ASX.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Minimum Issue Price	has the meaning given in Section 6.2(d).
Notice	means this notice of annual general meeting.
Option	means an option to acquire a Share.
Performance Right	means a right, upon vesting, to have one Share issued in accordance with the terms of the Plan.
Plan	means the Company's Employee Securities Incentive Plan which was approved by Shareholders at the Company's 2022 Annual General Meeting for the purposes of Listing Rule 7.2, exception 13.
Proxy Form	means the proxy form attached to the Notice.
Recommendations	means the 4th Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.
Relevant Period	means the 12 month period immediately preceding the date of the issue or agreement.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Strike	means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

Trading Day	has the meaning given in the Listing Rules.
VWAP	means volume weighted average market price.
WST	means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 Summary of Employee Securities Incentive Plan

The following is a summary of the material terms and conditions of the Plan:

1. **(Eligible Participant):** A person is eligible to participate in the Plan (**Eligible Participant**) if they have been determined by the Board to be eligible to participate in the Plan from time to time and are an “ESS participant” (as that term is defined in Division 1A) in relation to the Company or an associated entity of the Company.

This relevantly includes, amongst others:

- (a) an employee or director of the Company or an individual who provides services to the Company;
- (b) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;
- (c) a prospective person to whom paragraphs (a) or (b) apply;
- (d) a person prescribed by the relevant regulations for such purposes; or
- (e) certain related persons on behalf of the participants described in paragraphs (a) to (d) (inclusive).

2. **(Maximum allocation):**

The Company must not make an offer of Securities under the Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:

- (a) the total number of Plan Shares (as defined in paragraph 13 below) that may be issued or acquired upon exercise of the convertible securities offered; plus
- (b) the total number of Plan Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3 year period,

would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company’s Constitution from time to time.

3. **(Purpose):** The purpose of the Plan is to:

- (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 Securities.

4. **(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,

subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.

5. **(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 Securities on such terms and conditions as the Board decides. An invitation issued under the Plan will comply with the disclosure obligations pursuant to Division 1A.

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. 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.

A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

6. **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
7. **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

8. **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of 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 Convertible Security will lapse.
9. **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

At the time of exercise of the Convertible Securities, and subject to Board approval, 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.

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.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

10. **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security 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.

11. **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules: any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

12. **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

13. **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, **(Plan Shares)** will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

14. **(Disposal restrictions on Securities):** If the invitation provides that any Plan Shares or Convertible Securities 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.

15. **(Adjustment of Convertible Securities):** 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.

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 holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment 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.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

16. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
17. **(Amendment of Plan):** 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.

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.

18. **(Plan duration):** 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.

LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Impact Minerals Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of the Meeting **OR**



PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **Hall Chadwick WA Audit Pty Ltd, 283 Rokeby Road, Subiaco, Western Australia, 6008 on Thursday, 30 November 2023 at 11:00 am (WST)** and at any adjournment or postponement of that Meeting.

Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

VOTING DIRECTIONS

Resolutions	For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Dr Frank Bierlein	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of issue of Performance Rights to Director - Dr Mike Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of issue of Performance Rights to Director - Mr Peter Unsworth	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of issue of Performance Rights to Director - Mr Paul Ingram	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of issue of Performance Rights to Director - Dr Frank Bierlein	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

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

Email Address

Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

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

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11:00 am (WST) on 28 November 2023, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033