
MOHO RESOURCES LIMITED
ACN 156 217 971
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.00am
DATE: 30 November 2023
PLACE: Level 8, 216 St Georges Terrace
PERTH WA 6000

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

This Notice 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 10.00am on 28 November 2023.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2023.”

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

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

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – TERRY STREETER

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

“That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Terry Streeter, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 40,805,331 Shares on the terms and conditions set out in the Explanatory Statement.”

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

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1A

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 27,203,554 Shares on the terms and conditions set out in the Explanatory Statement.”

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

6. RESOLUTION 5 – APPROVAL TO ISSUE SHARES AND OPTIONS – MANDATE FEE

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 3,571,000 Shares and 25,000,000 Options, on the terms and conditions set out in the Explanatory Statement.”

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

7. RESOLUTION 6 – APPROVAL TO ISSUE SHARES – PLACEMENT FEE

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 4,080,531 Shares, on the terms and conditions set out in the Explanatory Statement.”

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

8. RESOLUTION 7 – APPROVAL TO ISSUE SHARES – RETAINING FEE

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the issue price, will equal up to \$50,000 on the terms and conditions set out in the Explanatory Statement.”

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

9. RESOLUTION 8 – APPROVAL TO ISSUE SHARES – CASH FEE

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,201,286 Shares, on the terms and conditions set out in the Explanatory Statement.”

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

10. RESOLUTION 9 – APPROVAL TO ISSUE SHARES– LEAD UNDERWRITER FEE

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 3,571,429 Shares, on the terms and conditions set out in the Explanatory Statement.”

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

11. RESOLUTION 10 – APPROVAL TO ISSUE OPTIONS – UNDERWRITING FEE

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 60,000,000 Options, on the terms and conditions set out in the Explanatory Statement.”

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

12. RESOLUTION 11 – APPROVAL OF 7.1A MANDATE

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal 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 otherwise on the terms and conditions set out in the Explanatory Statement.”

Dated: 26 October 2023

By order of the Board

**Ralph Winter
Managing Director and Company Secretary**

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter 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: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
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Voting Exclusion Statements

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

Resolutions 3– Ratification of prior issue of Shares – 7.1	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Placement Participants) or an associate of that person or those persons.
Resolution 4 – Ratification of prior issue of Shares – 7.1A	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Placement Participants) or an associate of that person or those persons.
Resolution 5 – Approval to issue Shares and Options – Mandate Fee	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely RM) or an associate of that person (or those persons).
Resolution 6 – Approval to issue Shares – Placement Fee	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely RM) or an associate of that person (or those persons).
Resolution 7 – Approval to issue Shares – Retaining Fee	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely RM) or an associate of that person (or those persons).
Resolution 8 – Approval to issue Shares – Underwriting Fee	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely RM) or an associate of that person (or those persons).
Resolution 9 – Approval to issue Shares – Lead Underwriter Fee	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely RM) or an associate of that person (or those persons).
Resolution 10 – Approval to issue Options – Underwriting Fee	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely RM) or an associate of that person (or those persons).

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting 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 or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9481 0389

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. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://www.mohoresources.com.au/>.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were more than 25%, a Spill Resolution was put to the vote at that annual general meeting under an earlier application of section 250V of the Corporations Act, and that Spill Resolution was not carried. Accordingly, the Spill Resolution will not be relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – TERRY STREETER

3.1 General

Listing Rule 14.4 and clause 15.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Terry Streeter, who has served as a Director since 6 July 2018 and was last re-elected on 26 November 2020, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Terry Streeter has extensive experience in funding, listing and overseeing junior explorers in all exploration and economic cycles and has served in various roles in the nickel sulphide industry for over 30 years.

3.3 Independence

If re-elected the Board considers Terry Streeter will be an independent Director.

3.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Terry Streeter will be re-elected to the Board as an independent Director.

In the event that Resolution 2 is not passed, Terry Streeter will not join the Board as an independent Director. As the Company currently has only 3 Directors, the Company will need to seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

3.5 Board recommendation

The Board has reviewed Terry Streeter's performance since his appointment to the Board and considers that their skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Terry Streeter and recommends that Shareholders vote in favour of Resolution 2.

4. BACKGROUND TO RESOLUTIONS 3 TO 7

On 2 October 2023, the Company announced it secured firm commitments from institutional, professional and sophisticated investors (**Placement Participants**) to

raise \$476,062 (before costs) through the issue of 68,008,885 Shares at an issue price of \$0.007 per Share (**Placement**).

The Company engaged RM Corporate Finance Pty Ltd (ACN 108 084 386) (**RM**) to provide lead manager and corporate advisory services for the Placement (**Mandate**). The Company agreed to pay a fee of 6% of the funds raised (being, approximately \$28,564), issue 25,000,000 Options and issue 3,571,000 Shares in lieu of a \$25,000 sign on fee. A complete summary of the Mandate is set out in Schedule 2.

The funds raised under the Placement will be used for general working capital and applied to exploration at the Company's projects, including Whistlepipe Critical Minerals Projects (Peak Charles, Tambellup, Weld Range North, Stirling Range North and Manjimup), Silver Swan North Project, Burracoppin and Empress Springs.

5. RESOLUTIONS 3 AND 4 – RATIFICATION OF PRIOR ISSUE OF SHARES - LISTING RULES 7.1 AND 7.1A

5.1 General

On 6 October 2023, the Company issued the 68,008,885 Shares pursuant to the Placement in the following manner:

- (a) 40,805,331 Shares pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 3); and
- (b) 27,203,554 Shares pursuant to the Company's 7.1A mandate which was approved by Shareholders at the annual general meeting held on 29 November 2022 (being the subject of Resolution 4).

Further details of the Placement are set out in Section 4.

The issue of the 68,008,885 Shares did not breach Listing Rule 7.1 at the time of the issue.

5.2 Listing Rules 7.1 and 7.1A

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 12 month period.

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

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 8 being passed by the requisite majority at this Meeting.

The issue of the 68,008,885 Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the 68,008,885 Shares .

5.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made 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 in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Resolutions 3 and 4 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 68,008,885 Shares.

5.4 Technical information required by Listing Rule 14.1A

If Resolutions 3 and 4 are passed, the 68,008,885 Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the 68,008,885 Shares .

If Resolutions 3 and 4 are not passed, the 68,008,885 Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the 68,008,885 Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 8 being passed at this Meeting.

5.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 3 and 4:

- (a) the Shares were issued to the Placement Participants who are clients of RM. The recipients were identified through a bookbuild process, which involved RM seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) 68,008,885 Shares were issued on the following basis:

- (i) 40,805,331 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 3); and
 - (ii) 27,203,554 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 4);
- (d) 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;
- (i) the 68,008,885 Shares were issued on 6 October 2023;
 - (ii) the issue price was \$0.007 per Share under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Shares;
 - (iii) the purpose of the issue of the Shares was to raise \$476,062, which will be applied to the purposes set out in Section 4.1; and
- (e) the Shares were issued pursuant to customary offer letter letters between the Company and each of the Placement Participants.

6. RESOLUTION 5 – APPROVAL TO ISSUE SHARES AND OPTIONS

6.1 General

As summarised in Section 4, the Company agreed to issue 25,000,000 Options and 3,571,000 Shares (being, the RM Securities) as part consideration for lead manager services in accordance with the Mandate.

As summarised in Section in Section 5.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the RM Securities falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

6.2 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the RM Securities. In addition, the issue of the RM Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the RM Securities. If the Company is not able to proceed with the issue of the RM Securities, it may be in breach of its obligations under the agreement and may need to find alternative ways to compensate RM (including the payment of cash).

Resolution 5 is independent of all Resolutions.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the RM Securities.

6.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the RM Securities will be issued to RM;
- (b) the maximum number of Shares to be issued is 3,571,000;
- (c) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the maximum number of Options to be issued is 25,000,000;
- (e) the Options will be issued on the terms and conditions set out in Schedule 1;
- (f) the RM Securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the RM Securities will occur on the same date;
- (g) the Company will not receive any consideration for the RM Securities as they will be issued at a nil issue price, in consideration for lead manager services provided in connection with the Placement (other than in respect of funds received on the exercise of the Options);
- (h) the purpose of the issue of the RM Securities is to satisfy its obligations under the Mandate;
- (i) the RM Securities are being issued to RM under the Mandate. A summary of the Mandate is set out in Section 4 and Schedule 2; and
- (j) the RM Securities are not being issued under, or to fund, a reverse takeover.

7. RESOLUTION 6 – APPROVAL TO ISSUE SHARES – PLACEMENT FEE

7.1 General

As summarised in Section 4, the Company agreed to pay a fee equal to 6% of the funds raised under the Placement, being \$28,564 (**Placement Fee**). The Company and RM have agreed to convert the Placement Fee into Shares at an issue price of \$0.007 per Share (being, 4,080,531 Shares).

As summarised in Section 5.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

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

7.2 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the 4,080,531 Shares. In addition, the issue of the 4,080,531 Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the 4,080,531 Shares and the Placement Fee will be payable in cash.

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the 4,080,531 Shares.

Resolution 6 is independent of all Resolutions.

7.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 6:

- (a) the 4,080,531 Shares will be issued to RM (or its nominees).
- (b) the maximum number of Shares to be issued is 4,080,531. The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (d) the issue price of the 4,080,531 Shares will be \$0.007 per Shares. The Company will not receive any other consideration for the issue of the Shares;
- (e) the purpose of the issue of the Shares is for the Company to satisfy its obligations under the Mandate to pay the Placement Fee owed to RM;
- (f) the Placement Fee is payable to RM under the Mandate. A summary of the Mandate is set out in Section 4 and Schedule 2; and
- (g) The Shares are not being issued under, or to fund, a reverse takeover.

8. RESOLUTION 7 – APPROVAL TO ISSUE SHARES – RETAINING FEE

8.1 General

As summarised in Schedule 2, the Company has agreed to pay a monthly retainer fee of \$12,500 to RM (**Retaining Fee**). The Company and RM have agreed to issue up to that number of Shares, when multiplied by the issue price, will be equal to \$12,500. The Retaining Fee is payable at the end of each calendar month.

The Company seeks Shareholder approval for an aggregate of \$50,000, being the Retaining Fee equal to four (4) months.

As summarised in Section 5.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue

at the start of that period. The proposed issue of the Shares does not fall within any of these exceptions and may exceed the 15% limit in Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval under Listing Rule 7.1 for the issue of the Shares.

8.2 Technical information required by Listing Rule 14.1A

The issue of the Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and whilst the number of Shares may not exceed the 15% limit in Listing Rule 7.1, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of the Shares under Listing Rule 7.1 so that it does not use up any of the 15% limit on issue equity securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Shares. In addition, the issue of the Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 7 is not passed, the Company may not be able to proceed with the issue of the Shares and the Company potentially not be able to satisfy its obligations under an agreement.

Resolution 7 is independent of all Resolutions.

Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Shares.

8.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 7:

- (a) the Shares will be issued to RM (or its nominee);
- (b) the maximum number of Shares to be issued is up to that number of Shares which, when multiplied by the issue price, equals \$50,000. The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur in four separate issuances at the end of each calendar month, the first to occur immediately after this meeting with the final issuance to occur no later than 28 February 2024;
- (d) the issue price per Shares will be equal to a 20% discount to the 10 day volume weighted average price at the end of the calendar month. The Company will not any consideration for the issue of the Shares;
- (e) the purpose of the issue of the of the Shares is to satisfy the Company's obligations under the Mandate;

- (f) a summary of the material terms of the Mandate is set out in Section 4 and Schedule 2; and
- (g) the Shares are not being issued under, or to fund, a reverse takeover.

8.4 Dilution

Set out below is a worked example of the number of Shares that may be issued under Resolution 7 based on an assumed issue prices of \$0.0055, \$0.00825 and \$0.00275 per Share, being 20% discount to the volume weighted average price for Shares on the 10 days on which sales in Shares were recorded before the end of a calendar month, and the volume weighted prices which are 50% higher and 50% lower than that price.

Assumed issue price	Maximum number of Shares which may be issued ¹	Current Shares on issue as at the date of this Notice ²	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution ³	Dilution effect on existing Shareholders
\$0.00275	18,181,818	340,044,431	358,226,249	5.35%
\$0.0055	9,090,909	340,044,431	349,135,340	2.67%
\$0.00825	6,060,606	340,044,431	346,105,037	1.78%

Notes:

1. Rounded to the nearest whole number.
2. There are currently 340,044,431 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no convertible securities converted or additional Shares issued, other than the maximum number of Shares which may be issued pursuant to Resolution 7 (based on the assumed issue prices set out in the table).
3. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

9. BACKGROUND TO RESOLUTION 8 AND 9

On 2 October 2023, the Company announced it intends to undertake a pro-rata non-renounceable entitlement issue. Eligible shareholders will have the right to apply for one (1) Share for every two (2) Shares held at the record date at an issue price of \$0.007 per Share (**Entitlement Issue**). The Company anticipates the prospectus for the Entitlement Issue will be lodged in late October 2023.

The Company entered an underwriting agreement with RM to fully underwrite the Entitlement Issue (**Underwriting Agreement**). In accordance with the Underwriting Agreement, the Company has agreed to pay a lead manager fee of \$25,000 (**Lead Underwriter Fee**), pay 6% of the underwritten amount (**Cash Fee**) and issue 60,000,000 options exercisable at \$0.015 and expiring on 30 November 2027 (**Underwriter Options**). At the sole discretion of RM, it may elect to have the Lead Underwriter Fee and/or Cash Fee payable in Shares (in part or whole) with a deemed issue price of \$0.007.

Subject to the amount being underwritten by RM, the Cash Fee payable to RM will be up to \$71,409 (assuming the Entitlement Issue raises \$1,190,156).

10. RESOLUTION 8 – APPROVAL TO ISSUE SHARES– CASH FEE

10.1 General

As summarised in Section 9, the Company has agreed to pay the Cash Fee. RM may elect to convert the Cash Fee into Shares at an issue price of \$0.007 per Share (being, 10,201,286 Shares). If RM does not elect to convert the Cash Fee into Shares the Company will pay the Cash Fee in cash.

As summarised in Section 5.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

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

10.2 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Shares. In addition, the issue of the Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Shares. The Company will be required to pay the Cash Fee in cash.

Resolution 8 is independent of all Resolutions.

Resolution 8 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Shares.

10.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 8:

- (a) the Shares will be issued to RM (or its nominees).
- (b) the maximum number of Shares to be issued is 10,201,286. The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (d) the Shares will be issued at a deemed issue price of \$0.007, in consideration for services outlined in Section 9;
- (e) the purpose of the issue of the Shares is to satisfy the Company's obligations under the Underwriting Agreement;
- (f) a summary of the material terms of the Underwriting Agreement is set out in Section 9; and

- (g) the Shares are not being issued under, or to fund, a reverse takeover.

11. RESOLUTION 9 – APPROVAL TO ISSUE SHARES – LEAD UNDERWRITER FEE

11.1 General

As set out in Section 7, as part consideration for underwriting services the Company will pay the Lead Underwriter Fee to RM. RM may elect to convert the Lead Manager Fee into Shares with a deemed issue price of \$0.007. The Company is proposing to issue up to 3,571,429 Shares in consideration for services provided under the Underwriting Agreement.

As summarised in Section 5.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Shares falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

11.2 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of up to 3,571,429 Shares. In addition, the issue of the Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of Shares. The Company will be required to pay the Lead Manager Fee in cash and reduce its available cash that could have been applied towards its planned explorations and working capital.

Resolution 9 is independent of all Resolutions.

Resolution 9 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 3,571,429 Shares.

11.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 9:

- (a) the Shares will be issued to RM.
- (b) the maximum number of Shares to be issued is 3,571,429. The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (d) the Shares will be issued at a nil issue price, in consideration for services provided by RM under the Underwriting Agreement;

- (e) the purpose of the issue of the Shares is to provide the Company with the flexibility to pay fees in Shares in conjunction with satisfying the Company's obligations under the Underwriting Agreement;
- (f) the Shares are being issued to RM under the Underwriting Agreement. A summary of the material terms of the Underwriting Agreement is set out in Section 7; and
- (g) the Shares are not being issued under, or to fund, a reverse takeover.

12. RESOLUTION 10 – APPROVAL TO ISSUE OPTIONS

12.1 General

As set out in Section 7, the Company is proposing to issue 60,000,000 Options to RM (or its nominee) in consideration for services provided under the Underwriting Agreement.

As summarised in Section 5.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the 60,000,000 Options falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

12.2 Technical information required by Listing Rule 14.1A

If Resolution 10 is passed, the Company will be able to proceed with the issue of the 60,000,000 Options. In addition, the issue of the 60,000,000 Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 10 is not passed, the Company will not be able to proceed with the issue of the 60,000,000 Options.

Resolution 10 is independent of all Resolutions.

Resolution 10 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the 60,000,000 Options.

12.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 10:

- (a) the 60,000,000 Options will be issued to RM (or its nominee);
- (b) the maximum number of Options to be issued is 60,000,000. The terms and conditions of the Options are set out in Schedule 1;
- (c) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the 60,000,000 Options will occur on the same date;

- (d) the Options will be issued at a nil issue price, in consideration for underwriting services provided by RM under the Underwriting Agreement;
- (e) the purpose of the issue of the Options is to satisfy the Company's obligations under the Underwriting Agreement;
- (f) the Options are being issued to RM under the Underwriting Agreement. A summary of the material terms of the Underwriting Agreement is set out in Section 7; and
- (g) the Options are not being issued under, or to fund, a reverse takeover.

13. RESOLUTION 11 – APPROVAL OF 7.1A MANDATE

13.1 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.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$2,380,311 (based on the number of Shares on issue and the closing price of Shares on the ASX on 9 October 2023).

Resolution 11 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

If Resolution 11 is passed, 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 11 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under 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.

13.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 11:

- (a) **Period for which the 7.1A Mandate is valid**

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that 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 entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 13.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of new assets or investments (including expense associated with such acquisition), continued exploration on the Company's current assets and/or general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 11 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 9 October 2023.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.004	\$0.007	\$0.011
			50% decrease	Issue Price	50% increase
		Funds Raised			
Current	361,468,677	36,146,867	\$144,587	\$253,028	\$397,615
50% increase	542,203,016	54,220,301	\$216,881	\$379,542	\$596,423
100% increase	722,937,354	72,293,735	\$289,174	\$506,056	\$795,231

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

- There are currently 361,468,677 Shares on issue comprising:
 - 340,044,431 existing Shares as at the date of this Notice; and
 - 21,424,246 Shares which are to be issued pursuant to Resolutions 5, 6, 8 and 9.
- The issue price set out above is the closing market price of the Shares on the ASX on 9 October 2023 (being \$0.007).
- The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. 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.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
- 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%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 29 November 2022 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 30 November 2022, the Company issued 47,969,773 Shares (**Previous Issue**), which represent approximately 38% of the total diluted number of Equity Securities on issue in the Company on 30 November 2022, which was 125,775,402.

Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

Date of Issue and Appendix 3B	Appendix 3B: 25 May 2023 Date of Appendix 2A: 31 May 2023
Recipients	Professional and sophisticated investors as part of a placement announced on 25 May 2023. The placement participants were identified through a bookbuild process, which involved EverBlu Capital Corporate Pty Ltd seeking expressions of interest to participate in the placement from non-related parties of the Company.

Number and Class of Equity Securities Issued	20,766,219 Shares
Issue Price and discount to Market Price¹ (if any)	\$0.015 per Share (at a premium of 6.67% to Market Price).
Total Cash Consideration and Use of Funds	<p>Amount raised: \$778,733</p> <p>Amount spent: \$778,733</p> <p>Use of funds: the funds raised under the Placement were used for general working capital and applied to exploration at the Company's projects, including: Whistlepipe Critical Minerals Projects (Peak Charles, Tambellup, Weld Range North, Stirling Range North and Manjimup), Silver Swan North Project, Burracoppin and Empress Springs.</p> <p>Amount remaining: \$Nil</p>

Date of Issue and Appendix 3B	<p>Appendix 3B: 2 October 2023</p> <p>Date of Appendix 2A: 6 October 2023</p>
Recipients	Professional and sophisticated investors as part of a placement announced on 2 October 2023. The placement participants were identified through a bookbuild process, which involved RM seeking expressions of interest to participate in the placement from non-related parties of the Company.
Number and Class of Equity Securities Issued	27,203,554 Shares
Issue Price and discount to Market Price¹ (if any)	\$0.007 per Share (at a premium of 16.67% to Market Price).
Total Cash Consideration and Use of Funds	<p>Amount raised: \$476,062</p> <p>Amount spent: \$69,162</p> <p>Use of funds: the funds raised under the Placement will be used for general working capital and applied to exploration at the Company's projects, including: Whistlepipe Critical Minerals Projects (Peak Charles, Tambellup, Weld Range North, Stirling Range North and Manjimup), Silver Swan North Project, Burracoppin and Empress Springs.</p> <p>Amount remaining: \$406,900</p> <p>Proposed use of remaining funds⁴: the funds raised under the Placement will be used for general working capital and applied to exploration at the Company's projects, including: Whistlepipe Critical Minerals Projects (Peak Charles, Tambellup, Weld Range North, Stirling Range North and Manjimup), Silver Swan North Project, Burracoppin and Empress Springs.</p>

Notes:

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last

trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.

2. Fully paid ordinary shares in the capital of the Company, ASX Code: MOH (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

13.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 13.1.

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 Moho Resources Limited (ACN 156 217 971).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

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.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2023.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF THE OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.015 (**Exercise Price**)

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 November 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company

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

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

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

SCHEDULE 2 – TERMS AND CONDITIONS OF THE MANDATE

Term	12 months from 20 September 2023.
Monthly Retainer	\$12,500 (plus GST) to be satisfied by the issue of Shares in the Company at a deemed issue price calculated on a 20% discount to the 10 day volume weighted average Share price at the end of each calendar month of the Mandate. Subject to Shareholder approval.
Success Fee	<p>A success fee will be payable to RM upon completion of a transaction with a value determined in accordance with the following (Success Fee):</p> <ul style="list-style-type: none"> (a) 8% of the first A\$10 million or less; (b) 7% of the next A\$10.01 million to A\$19.99 million; (c) 6% of the next A\$20 million to A\$29.99 million; and (d) 5% of the next A\$30 million to A\$999.99 million. <p>The Success Fee is to be calculated on a sliding scale in accordance with the following table. These are cumulative. For example, a \$20 million transaction will incur a fee of \$10.0 million x 8% and the next A\$10.0 million x 7%.</p>
Project Acquisition or Divestment Fee	The Success Fee is based on of the value of any divestment or acquisition or Joint Venture/Farm-out by the Company facilitated by RM, or any consideration or other commercial contract (Project Transaction) relating to any of the Company's projects facilitated by RM, or any projects or assets owned by third parties that are dealt with in any way by the Company facilitated by RM within 12 months of the 20 September 2023.
Merger, Takeover or Scheme Fee	A Success Fee is based on the pre-enterprise value of any merger or takeover of the Company by any party, introduced, sourced, or arranged by RM (Corporate Transaction).
Farm-in or Farm-out Fee	<p>The Success Fee based on the value of any farm-in or farm-out times a risk weighting of 100% on the minimum commitment or if there is no minimum expenditure the first phase of the joint venture/farm-out and 50% weighting (i.e., 50% discount) on any proposed subsequent expenditure.</p> <p>This Success Fee is to be satisfied, at the election of the Company by cash or by the issue of Shares to RM (or nominees) at fair market value to be determined by a 30-day VWAP prior to settlement of the Project Transaction and/or Corporate Transaction.</p> <p>The Success Fee is to be settled within 30 days of settlement of the Project and/or Corporate Transaction or, if this is not possible, at the next General Meeting or Annual General Meeting of the Company or alternatively at a time to be mutually agreed.</p>
Expenses	RM requires the Company to reimburse it for all reasonably incurred disbursement expenses, which RM incur in, or as a result of, acting for the Company.

	<p>Any disbursement expenses that RM reasonably incurs in exercising this authority are to be paid by the Company, subject to a limit of \$3,500 (not including DVP expenses) in any calendar month. Any expense greater than this \$3,500 limit in any calendar month requires the prior written consent of the board of the Company. In the event that expenses are not paid within 30 days of invoice, an interest rate of 20% per year will apply to all outstanding expenses. RM fees are exclusive of GST.</p>
<p>Termination</p>	<p>This Mandate may be terminated by either party, but only with cause on 14 days' notice. In the event of fees or outlays that have accrued or are payable to the date of termination shall be paid to RM within 14 days of such termination.</p>
<p>Right of First Refusal</p>	<p>RM will have a right of first refusal to act as lead manager, broker or underwriter to any capital raising 12 months after the expiration of the Mandate at a fee of 6% (Right).</p> <p>RM will have the right, in the event it does not elect to take up its Right, to participate in any capital raising at a fee of 6% and access up to 20% proposed financial raise at it election.</p>


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 Moho Resources 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 **Level 8, 216 St Georges Terrace, Perth WA 6000 on Thursday, 30 November 2023 at 10:00 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 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Director – Terry Streeter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Ratification of prior issue of Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification of prior issue of Shares – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval to issue Shares and Options – Mandate Fee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval to issue Shares – Placement Fee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval to issue Shares – Retaining Fee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Approval to issue Shares – Cash Fee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Approval to issue Shares – Lead Underwriter Fee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Approval to issue Options – Underwriting Fee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Approval of 7.1A Mandate	<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 10:00 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