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9 October 2023

Dear Shareholder,

**ANNUAL GENERAL MEETING**

The shareholder meeting is scheduled to be held on Friday 17 November 2023 at 11:00am (AEDST) (**Meeting**).

In accordance with current legislation, the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. The Notice of Meeting can be viewed and downloaded at [www.redmetal.com.au](http://www.redmetal.com.au). Alternatively, a complete copy of the Meeting documents has been posted on the Company's ASX market announcements page.

The Company **strongly encourages Shareholders to lodge a directed proxy form online or otherwise in accordance with the instructions set out in the proxy form prior to the Meeting and register their attendance prior to the Meeting if they intend to attend.** Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders questions. However, votes and questions may also be submitted during the Meeting.

The outcome of the resolutions, including details of votes received by poll, will be released to the Company's ASX announcements platform following conclusion of the meeting.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the notice of meeting.

If you are unable to access any of the Meeting documents online please contact the Company Secretary, Patrick Flint, on +612 9281 1805 or via email at [pflint@redmetal.com.au](mailto:pflint@redmetal.com.au).

*Shareholder communications*

Receiving your shareholder communications electronically is the best way to stay informed and will assist the Company with minimising paper usage. If you haven't already, we encourage you to make the switch to paperless communications and provide us with your email address. To make the change, login to [www.investorserve.com.au](http://www.investorserve.com.au), add your email address via 'My Details' on the left-hand side of the screen and click 'Communication Options' to select the communication options you would like to set to email.

You can make a standing election as to how you would like to receive certain documents including annual reports, meeting-related documents (for example notices of meeting and proxy/voting forms) and payment statements.

You can also make a one-off request to receive a document in physical or electronic form by contacting the registry on **enquiries@boardroomlimited.com.au**

You will also be able to access Shareholder documents such as our Annual Report, Notice of Meeting and other documents relating to shareholder meetings when they are published on our website or made available on the ASX platform.

This announcement is authorised for market release by the Board of Red Metal Limited.

Sincerely

**Patrick Flint**  
Company Secretary  
Red Metal Limited

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**RED METAL LIMITED**  
**ACN 103 367 684**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 11:00am (AEDST)

**DATE:** Friday 17 November 2023

**PLACE:** Lower Ground Floor, 323 Castlereagh Street, Sydney NSW 2000

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

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

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11:00am (AEDST) on Wednesday 15 November 2023.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 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.**

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (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.

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:

- (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:
  - (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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#### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR RUSSELL BARWICK

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 14.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Russell Barwick, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

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#### 4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS

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 17,647,060 Shares and 8,823,530 Options on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of 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.

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.

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#### 5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF BROKER OPTIONS

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of up to 6,561,249 Options on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely the Lead Manager) 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.

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## 6. RESOLUTION 5 – ISSUE OF SHARES AND OPTIONS TO RELATED PARTY – JOSHUA PITT

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,823,530 Shares and 1,411,765 Options to Joshua Pitt (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Joshua Pitt (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (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.

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## 7. RESOLUTION 6 – 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.”*

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## 8. RESOLUTION 7 – APPROVAL FOR THE ISSUE OF DIRECTOR OPTIONS TO MR RUSSELL BARWICK

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,500,000 Director Options to Mr Russell Barwick (or their nominee) on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Barwick (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

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**9. RESOLUTION 8 – APPROVAL FOR THE ISSUE OF DIRECTOR OPTIONS TO MR ROBERT RUTHERFORD**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 Director Options to Mr Robert Rutherford (or their nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Robert Rutherford (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

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.

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## 10. RESOLUTION 9 – APPROVAL FOR THE ISSUE OF DIRECTOR OPTIONS TO MR JOSHUA PITT

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,500,000 Director Options to Mr Joshua Pitt (or their nominee) on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Joshua Pitt (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

### **Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

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.



**Dated: 6 October 2023**

**By order of the Board**

**Patrick Flint  
Company Secretary**

#### **Voting by proxy**

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Shareholders are strongly urged to appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be exercised on each item of business, and the Chair of the Meeting must follow your instructions. Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form attached to the Notice of Meeting. Proxy votes must be received by 11:00 am (AEDST) on Wednesday 15 November 2023.

#### **Voting in person**

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

#### **Questions**

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Shareholders may submit questions in advance of the Shareholder Meeting to the Company Secretary. Questions should be submitted by email to the Company Secretary at [pflint@redmetal.com.au](mailto:pflint@redmetal.com.au).

#### **Enquiries**

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***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary +61 2 9281 1805.***

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## EXPLANATORY STATEMENT

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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.

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### 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 [redmetal.com.au](http://redmetal.com.au).

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### 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 less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

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## **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR RUSSELL BARWICK**

### **3.1 General**

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Russell Barwick, who has served as a Director since 12 June 2003 and was last re-elected on 26 November 2021, retires by rotation and seeks re-election.

### **3.2 Qualifications and other material directorships**

Mr Russell Barwick is a mining engineer with over 40 years technical, managerial and corporate experience in various commodities. He initially worked for Bougainville Copper Limited (CRA), Pancontinental Mining Limited and CSR Ltd. Following this, Russell spent 17 years with Placer Dome Inc, occupying a number of key development, operational and corporate roles, culminating in being Managing Director of Placer Nuigini Ltd. He then served as Chief Executive Officer of Newcrest Mining Limited where he achieved strong market support. Russell was also the Chief Operating Officer of Wheaton River Minerals and Goldcorp Inc. for four years during which the quickly evolving company grew its market capitalisation from several hundred million dollars to \$22 billion and became the third largest gold company in the world by market capitalisation. Russell is also a director of Lithium Power International Limited (director since 2017) including more recently Chairman of LPI's Chilean operating subsidiary, JV Minera Salar Blanco. Russell was also a director of Mount Gibson Iron Limited from 2011 to August 2023 and of Regis Resources Ltd from 2020 to January 2022.

### **3.3 Independence**

If re-elected the Board considers Mr Barwick will be an independent Director.

### **3.4 Technical information required by Listing Rule 14.1A**

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

In the event that Resolution 2 is not passed, Mr Barwick will not join the Board as an independent Director. The Company may 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 Mr Barwick's performance since his appointment to the Board and considers that Mr Barwick's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports

the re-election of Mr Barwick and recommends that Shareholders vote in favour of Resolution 2.

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## 4. BACKGROUND TO RESOLUTIONS 3 - 5

### 4.1 Background to the Placement

On 15 September 2023 the Company announced that it proposed to raise approximately \$4.5 million (before costs) via a proposed placement of securities (**Placement**) and a pro rata non-renounceable rights issue (**Entitlement Offer**) (together, the **Capital Raising**). The securities issued under the Placement and the Entitlement Offer are on the same terms.

Under the Placement, the Company proposed to raise \$1,500,000 (before costs) through the issue of fully paid ordinary shares in the capital of the Company at an issue price of \$0.085 per Share (**Placement Shares**), with one free option for every two Shares subscribed with an exercise price of \$0.13 and an expiry date of 25 October 2025 (**Placement Options**).

A total of 17,647,060 Placement Shares and 8,823,530 Placement Options were issued on or about 25 September 2023 pursuant to the Company's existing placement capacity under Listing Rule 7.1 (being the Shares and Options for which ratification is sought pursuant to Resolution 3).

The Company also issued a prospectus on 18 September 2023 for an Entitlement Offer of one Share for every seven Shares held by eligible shareholders at an issue price of \$0.085 per Share together with one free option for every two Shares (with an exercise price of \$0.13 and an expiry date of 25 October 2025) (**Entitlement Offer Options**) applied for and issued to raise up to \$2,982,185 (**Entitlement Offer**). The Entitlement Offer closes on 18 October 2023. Any Entitlement not taken up pursuant to the Entitlement Offer will form the shortfall offer (**Shortfall Offer**).

Funds raised from the Capital Raising will be allocated to develop and conduct drill testing on the Company's projects (including the Sybella project, Pardoo project, Gidyea project, Nullarbor project and other existing and new projects), as well as the Company's working capital and expenses of the Capital Raising.

### 4.2 Lead Manager Engagement

Veritas Securities Limited (ACN 117 124 535, AFSL 297043) (**Veritas** or **Lead Manager**) were appointed to act as the lead manager to the Placement and Entitlement Offer pursuant to a mandate entered into between the Company and Veritas (**Lead Manager Mandate**).

Under the terms of Lead Manager Mandate, the Company will:

- pay a management fee of 2% of total funds raised under the Placement and Entitlement Offer (plus GST) (**Management Fee**);
- pay a 4% selling fee on funds raised under the Placement and Shortfall Offer under the Prospectus (plus GST) (**Selling Fee**). Veritas will be responsible for paying all selling fees to other designated broker groups that participate in the Shortfall Offer.

The Company also agreed to issue to Veritas:

- 4,000,000 options with an exercise price of \$0.13 and an expiry date of 25 October 2025 (**Broker Options**); and

- one Broker Option for every \$1.75 raised under the Placement and Shortfall Offer to Veritas or their nominee/s.

The maximum number of Broker Options that would be issued if the shortfall represents 100% of the Entitlement Offer is 6,561,249 Broker Options, ratification of which is sought pursuant to Resolution 4. The Broker Options are issued on the same terms and conditions as the Placement Options and the Entitlement Offer Options (refer Schedule 1).

The Lead Manager Mandate otherwise contains terms and conditions considered standard for an agreement of its kind.

### 4.3 Director Participation in the Shortfall Offer

Mr Pitt, a director of the Company, intends to subscribe for his, and to procure that his associates subscribe for their, entitlements under the Entitlement Offer and up to \$240,000 under the Shortfall Offer (being up to 2,823,529 Shares and 1,411,764 Entitlement Offer Options, provided that Eligible Shareholders applying for Securities under the Shortfall Offer have priority to Mr Pitt under the Shortfall Offer.

Shareholder approval for Mr Pitt to subscribe for up to 2,823,529 Shares and 1,411,764 Entitlement Offer Options under the Shortfall Offer is sought under Resolution 5.

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## 5. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS

### 5.1 General

As set out at Section 4.1 above, on or about 25 September 2023, the Company issued 17,647,060 Shares at an issue price of \$0.085 per Share together with one free attaching Option for every two Shares subscribed for and issued (**Placement Securities**) to sophisticated and professional investors.

The issue of the Placement Securities did not breach Listing Rule 7.1 at the time of the issue.

### 5.2 Listing Rule 7.1

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.

The issue of the Placement Securities 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 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Placement Securities.

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 Securities.

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Securities.

### **5.3 Technical information required by Listing Rule 14.1A**

If Resolution 3 is passed, the Placement Securities will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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 Placement Securities.

If Resolution 3 is not passed, the Placement Securities will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Securities.

### **5.4 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 Resolution 4:

- (a) the Placement Securities were issued to professional and sophisticated investors who are clients of the Lead Manager. The recipients were identified through a bookbuild process, which involved the Lead Manager 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) 17,647,060 Placement Shares and 8,823,530 Placement Options were issued;
- (d) the Shares issued to participants in the Placement 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;
- (e) the Placement Options issued to participants in the Placement were issued on the terms and conditions set out in Schedule 1;
- (f) 17,647,060 Placement Shares were issued on 25 September 2023 and the corresponding 8,823,530 Placement Options were issued on or about 27 September 2023;

- (g) the issue price per Share was \$0.085 and the issue price of the Placement Options was nil as they were issued free attaching with the Shares on a one for two basis. The Company has not and will not receive any other consideration for the issue of the Placement Securities (other than in respect of funds received on exercise of the Options);
- (h) the purpose of the issue of the Placement Securities was, as part of the Capital Raising, to raise approximately \$4.5 million (before costs), to provide funds to develop and conduct drill testing on the Company's projects (including the Sybella project, Pardoo project, Gidyea project, Nullarbor project and other existing and new projects), as well as for the Company's working capital and expenses of the Capital Raising;
- (i) the Placement Securities were not issued under an agreement; and
- (j) a voting exclusion statement is included in the Notice.

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## **6. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF BROKER OPTIONS**

### **6.1 General**

Resolution 4 seeks Shareholder ratification of the issue of the Broker Options to Veritas (and/or its nominees), in consideration for services provided by the Lead Manager to the Placement and Entitlement Offer. Refer to Section 4.2 for further details regarding the background to Resolution 4.

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 securities it had on issue at the start of that 12 month period.

The issue of the Broker Options 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 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Broker Options.

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 Broker Options.

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Broker Options.

### **6.2 Technical information required by Listing Rule 14.1A**

If Resolution 4 is passed, up to 6,561,249 Broker Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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 Broker Options.

If Resolution 4 is not passed, the Broker Options will be included in calculating the Company's 15% limit in Listing Rules 7.1, 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 Broker Options.

### 6.3 Technical information required by Listing Rule 7.5

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

- (a) the Broker Options are to be issued to Veritas (or their nominees);
- (b) up to 6,561,249 Broker Options have been agreed to be issued. Further details regarding the Options are set out in Schedule 1;
- (c) the Broker Options are expected to be issued on or about 25 October 2023;
- (d) the Broker Options were issued at a nil issue price, in consideration for lead manager services provided in connection with the Placement and the Entitlement Offer. The Company has not and will not receive any other consideration for the issue of the Broker Options (other than in respect of funds received on exercise of the Broker Options);
- (e) the purpose of the issue of the Broker Options is to satisfy the Company's obligations under the Lead Manager Mandate;
- (f) the Broker Options will be issued to the Lead Manager under the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is set out in Section 4.2;
- (g) a voting exclusion statement is included in the Notice.

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## 7. RESOLUTION 5 – ISSUE OF PLACEMENT SHARES AND OPTIONS TO RELATED PARTY – JOSHUA PITT

### 7.1 General

As set out in Sections 4.1 and 4.3, Joshua Pitt wishes to participate in the Shortfall Offer on the same terms as unrelated participants in the Placement and the Shortfall Offer, up to the amount of \$240,000 (**Participation**).

The Company is proposing, subject to obtaining Shareholder approval, to issue pursuant to Resolution 5, up to 2,823,529 Shares and 1,411,764 free attaching Options to Joshua Pitt (or his nominees) (the **Director Participation Securities**) on the terms and conditions set out below. The number of Shares and Options to be issued to Mr Pitt will be dependent on the number of securities available pursuant to the Shortfall Offer and that Eligible Shareholders applying for Securities under the Shortfall Offer have priority to Mr Pitt under the Shortfall Offer.

### 7.1 Chapter 2E of the Corporations Act

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



- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Participation will result in the issue of Shares and Options which constitutes giving a financial benefit and Mr Pitt is a related party of the Company by virtue of being a Director.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Director Participation Securities will be issued to Mr Pitt (or his nominees) on the same terms as the Placement Securities and securities issued pursuant to the Entitlement Offer were issued to non-related party participants and as such the giving of the financial benefit is on arm's length terms.

## **7.2 Listing Rule 10.11**

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

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

unless it obtains the approval of its Shareholders.

The Participation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 5 seeks Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

## **7.3 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 Director Participation Securities within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be applied towards the Company's project exploration and development plans and for working capital purposes. As approval pursuant to Listing Rule 7.1 is not required for the issue of

the Director Participation Securities in respect of the Participation (because approval is being obtained under Listing Rule 10.11), the issue of the Director Participation Securities will not use up any of the Company's 15% annual placement capacity.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Director Participation Securities under the Participation and no further funds will be raised in respect of the Shortfall Offer to the extent of Mr Pitt's proposed participation.

Resolution 5 is an independent Resolution.

#### **7.4 Technical information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 5:

- (a) the Director Participation Securities will be issued to Joshua Pitt (or his nominees), who fall within the category set out in Listing Rule 10.11.1, as Mr Pitt is a related party of the Company by virtue of being a Director;
- (b) Mr Pitt has indicated that the Director Participation Securities may be issued to his nominees, which will include control entities (all of which are related parties for the purposes of the ASX Listing Rules and Corporations Act);
- (c) the maximum number of Director Participation Securities to be issued to Mr Pitt (or his nominees) is 2,823,530 Shares and 1,411,765 Options;
- (d) 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;
- (e) the Options will be issued on the same terms as the Placement Options and Entitlement Offer Options, the terms of which are set out in Schedule 1;
- (f) the Director Participation Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (g) the issue price will be \$0.085 per Share with the Options free attaching, being the same issue price as Shares issued to other participants in the Placement and the Entitlement Offer. The Company will not receive any other consideration for the issue of the Director Participation Securities (other than funds received on the exercise of the Placement Options);
- (h) the purpose of the issue of Director Participation Securities under the Participation is to raise capital, which the Company intends to use in the manner set out in Section 4.1 above;
- (i) the Director Participation Securities to be issued under the Participation are not intended to remunerate or incentivise Mr Pitt;
- (j) the Director Participation Securities are not being issued under an agreement; and
- (k) a voting exclusion statement is included in the Notice.

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## 8. RESOLUTION 6 – APPROVAL OF 7.1A MANDATE

### 8.1 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 \$21,586,000 (based on the number of Shares on issue and the closing price of Shares on the ASX on 27 September 2023).

Resolution 6 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 6 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 6 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.

### 8.2 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 6:

#### (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 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 8.2(b)(i), the date on which the Equity Securities are issued.

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

The purposes for which funds raised by an issue of Equity Securities under the 7.1A Mandate may be used include the following:

- Exploration activities on the Company's mineral interests; and
- Ongoing future working capital purposes.

(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 6 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 as at 27 September 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		
			\$0.041	\$0.082	\$0.123
			50% decrease	Issue Price	50% increase
		Funds Raised			
<b>Current</b>	263,238,803 Shares	26,323,880 Shares	\$1,079,279	\$2,158,558	\$3,237,837
<b>50% increase</b>	394,858,205 Shares	39,485,821 Shares	\$1,618,919	\$3,237,837	\$4,856,756
<b>100% increase</b>	526,477,606 Shares	52,647,761 Shares	\$2,158,558	\$4,317,116	\$6,475,675

\*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:**

1. There are currently 263,238,903 Shares on issue (as at 27 September 2023).
2. The issue price set out above is the closing market price of the Shares on the ASX on 27 September 2023.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. 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.
5. 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.
6. 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.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. 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%.
9. 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:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) 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 29 November 2022 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 17 November 2022, the Company did not issue any Shares under Listing Rule 7.1A.2 pursuant to the Previous Approval.

### **8.3 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.

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## **9. RESOLUTIONS 7, 8 AND 9 – ISSUE OF OPTIONS TO DIRECTORS**

### **9.1 General**

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 6,000,000 Options (**Related Party Options**) to Russell Barwick, Robert Rutherford and Joshua Pitt (or their nominees) on the terms and conditions set out below.

Resolutions 7, 8 and 9 seek Shareholder approval for the issue of the Related Party Options to Messrs Barwick, Rutherford and Pitt (or their nominees).

## **9.2 Chapter 2E of the Corporations Act**

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

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Related Party Options to Messrs Barwick, Rutherford and Pitt (or their nominees) constitutes giving a financial benefit and Messrs Barwick, Rutherford and Pitt are related parties of the Company by virtue of each being a Director.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Related Party Options because the agreement to issue the Related Party Options, reached as part of the remuneration package for Messrs Barwick, Rutherford and Pitt, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

## **9.3 Listing Rule 10.11**

As summarised in Section 7.2 above, Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to a related party and various other persons unless it obtains the approval of its shareholders.

The issue of Related Party Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 7, 8 and 9 seek the required Shareholder approval for the issue of the Related Party Options under and for the purposes of Listing Rule 10.11.

## **9.4 Technical information required by Listing Rule 14.1A**

If Resolutions 7, 8 and 9 are passed, the Company will be able to proceed with the issue of the Related Party Options to Messrs Barwick, Rutherford and Pitt within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Related Party Options (because approval is being obtained under Listing Rule 10.11), the issue of the Related Party Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 7, 8 and 9 are not passed, the Company will not be able to proceed with the issue of the Related Party Options (and no other forms of remuneration will be provided in place of the Related Party Options).

Resolutions 7, 8 and 9 are each independent Resolutions.

## 9.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 7, 8 and 9:

- (a) the Related Party Options will be issued to Messrs Barwick, Rutherford and Pitt (or their nominees), who fall within the category set out in Listing Rule 10.11.1 as Messrs Barwick, Rutherford and Pitt are related parties of the Company by virtue of being Directors;
- (b) the maximum number of Related Party Options to be issued is 6,000,000, being 1,500,000 Related Party Options to each of Messrs Barwick and Pitt and 3,000,000 Options to Mr Rutherford;
- (c) the terms and conditions of the Related Party Options are set out in Schedule 2;
- (d) the Related Party Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (e) the issue price of the Related Party Options will be nil. The Company will not receive any other consideration in respect of the issue of the Related Party Options (other than in respect of funds received on exercise of the Related Party Options);
- (f) the purpose of the issue of the Related Party Options is to provide a performance linked incentive component in the remuneration package for Messrs Barwick, Rutherford and Pitt to motivate and reward their performance as Directors and to provide cost effective remuneration to Messrs Barwick, Rutherford and Pitt, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Messrs Barwick, Rutherford and Pitt;
- (g) the Related Party Options are unquoted Options. The Company has agreed to issue the Related Party Options to the Related Parties subject to Shareholder for the following reasons:
  - (i) the Related Party Options are unquoted; therefore, the issue of the Related Party Options has no immediate dilutionary impact on Shareholders;
  - (ii) the deferred taxation benefit which is available to the Related Parties in respect of an issue of Options is also beneficial to the Company as it means the Related Parties are not required to immediately sell the Related Party Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and
  - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Options on the terms proposed;
- (h) the number of Related Party Options to be issued to each of the Related Parties has been determined based upon a consideration of:



- (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
- (ii) the remuneration of the Related Parties; and
- (iii) incentives to attract and ensure continuity of service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

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

- (i) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year (excluding the value of the Related Party Options, as set out in Schedule 3) are set out below:

Related Party	Current Financial Year (FY 2024)	Previous Financial Year (FY 2023)
Russell Barwick <sup>1</sup>	\$48,000	\$71,045
Robert Rutherford <sup>2</sup>	\$330,000	\$587,126
Joshua Pitt <sup>3</sup>	\$24,000	\$47,045

**Notes:**

1. Comprising Director fees of \$43,439, a superannuation payment of \$4,561 and share-based payments of \$23,045 in the previous financial year and director fees of \$43,243 and superannuation of \$4,757 in the current financial year.
2. Comprising salary of \$241,236, a superannuation payment of \$25,330 and share-based payments of \$72,918 from Red Metal Limited and Director fees of \$49,019, superannuation of \$5,147 and share-based payments of \$234,614 from Maronan Metals Limited (a controlled entity) in the previous financial year and anticipated salary of \$252,252 and superannuation of \$27,748 from Red Metal Limited and Director fees of \$45,045 and superannuation of \$4,955 from Maronan Metals Limited in the current financial year.
3. Comprising Director fees of \$24,000 and share-based payments of \$23,045 in the previous financial year and \$24,000 the current financial year.

- (j) the value of the Related Party Options and the pricing methodology is set out in Schedule 3;
- (k) the Related Party Options are not being issued under an agreement;
- (l) the relevant interests of the Related Parties in securities of the Company (excluding the Related Party Options) as at the date of this Notice are set out below:

Related Party	Shares <sup>1</sup>	Options
Russell Barwick	3,922,400	2,000,000 <sup>2</sup>
Joshua Pitt	20,122,692	2,000,000 <sup>2</sup>
Robert Rutherford	12,153,753	8,000,000 <sup>3</sup>

**Notes:**

1. Fully paid ordinary shares in the capital of the Company (ASX: RDM).
  2. Comprising:
    - (a) 500,000 Options exercisable at \$0.14 expiring 22 November 2023;
    - (b) 500,000 Options exercisable at \$0.13 expiring 30 November 2024; and
    - (c) 1,000,000 Options exercisable at \$0.09 expiring 28 November 2025.
  3. Comprising:
    - (a) 1,000,000 Options exercisable at \$0.14 expiring 22 November 2023;
    - (b) 5,000,000 Options exercisable at \$0.13 expiring 30 November 2024; and
    - (c) 2,000,000 Options exercisable at \$0.09 expiring 28 November 2025.
- (m) if the Related Party Options issued to the Related Parties are exercised, a total of 6,000,000 Shares would be issued. This will increase the number of Shares on issue from 263,238,803 (being the total number of Shares on issue as at the date of this Notice) to 269,238,803 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of approximately 2.3%, comprising 0.6% by Russell Barwick, 1.1% by Robert Rutherford and 0.6% by Joshua Pitt.

The market price for Shares during the term of the Related Party Options would normally determine whether the Related Party Options are exercised. If, at any time any of the Related Party Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Related Party Options, there may be a perceived cost to the Company.

- (n) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.145	24 August 2023
Lowest	\$0.057	22 June 2023
Last	\$0.082	27 September 2023

- (o) each Director may be considered to have a material personal interest in the outcome of Resolutions 7 to 9 on the basis that all of the Directors (or their nominees) are to be issued Related Party Options should Resolutions 7 to 9 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 7 to 9 of this Notice;
- (p) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 7 to 9; and
- (q) a voting exclusion statement is included in Resolutions 7, 8 and 9 of the Notice.

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## GLOSSARY

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**\$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 8.1.

**AEDST** means Australian Eastern Daylight Saving Time as observed in Sydney, New South Wales.

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

**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.

**Broker Options** has the meaning given in Section 4.2.

**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.

**Capital Raising** has the meaning given in Section 4.1.

**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 Red Metal Limited (ACN 103 367 684).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Director Participation Securities** has the meaning given in Section 7.1.

**Entitlement** means the entitlement of a Shareholder who is eligible to participate in the Entitlement Offer.

**Entitlement Offer** means the non-renounceable entitlement issue the subject of the Prospectus.

**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.

**Lead Manager** means Veritas.

**Lead Manager Mandate** means the mandate entered into between the Company and Veritas in respect of the Placement and the Entitlement Offer.

**Listing Rules** means the Listing Rules of ASX.

**Managing Director** means the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office.

**Notice** or **Notice of Meeting** 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.

**Participation** has the meaning given in Section 7.1.

**Placement, Placement Shares** and **Placement Options** has the meaning given in Section 4.1.

**Placement Participants** means the investors who participated in the Placement.

**Placement Securities** means the Placement Shares and the Placement Options.

**Prospectus** means the prospectus issued by the Company dated 18 September 2023.

**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.

**Shortfall Offer** has the meaning given in Section 4.1.

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

**Veritas** means Veritas Securities Limited (ACN 117 124 535) (AFSL number: 297043).

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## SCHEDULE 1 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS, BROKER OPTIONS AND ENTITLEMENT OFFER OPTIONS

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### Terms of issue applicable to Placement Options, Broker Options and Entitlement Offer Options to be issued under Resolutions 3, 4 and 5

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.13 (**Exercise Price**)

(c) **Expiry Date**

Each Option will expire 25 October 2025 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

Within 5 Business Days after the 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.

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## **SCHEDULE 2 – TERMS AND CONDITIONS OF RELATED PARTY OPTIONS**

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### **Terms of issue applicable to Related Party Options to be issued under Resolutions 7, 8 and 9**

The Related Party Options entitle the holder to subscribe for Shares on the following terms:

1. Each Related Party Option entitles the holder to subscribe for and be allotted one fully paid ordinary share in the Company upon payment of the exercise price. The exercise price shall be a 25% premium (rounded up to the nearest cent) to the five day volume weighted average price on the day of issue of the Related Party Options.
2. The Related Party Options vest as follows:
  - (a) First (1<sup>st</sup>) Tranche of 3,000,000 Related Party Options – from the date of issue.
  - (b) Second (2<sup>nd</sup>) Tranche of 3,000,000 Related Party Options – 12 months from the date of issue.
3. Each Option will expire at 5:00 pm (AEDST) on 18 November 2026 (Expiry Date).
4. Shares will be allotted and issued pursuant to the exercise of Related Party Options not more than 10 business days after receipt of a properly executed notice of exercise and payment of the requisite application moneys.
5. The Related Party Options are not transferable except to an offeror under a takeover offer or under a scheme of arrangement proposed by the Company, or except with the consent of the Directors of the Company in circumstances where the proposed transfer is to an entity wholly owned and controlled by the optionholder.
6. All Shares issued upon exercise of the Related Party Options will be fully paid ordinary shares in the capital of the Company.
7. The Company will apply for Official Quotation by the ASX of all Shares issued upon exercise of the Related Party Options.
8. There are no participating rights or entitlements inherent in the Related Party Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Related Party Options. However, the Company will send a notice to each holder of Related Party Options at least nine business days before the record date for any proposed pro-rata issue of capital. This will give optionholders the opportunity to exercise their Related Party Options prior to the date for determining entitlements to participate in any such issue.
9. There is no right to a change in the exercise price of the Related Party Options or to the number of Shares over which the Related Party Options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the Related Party Options.
10. In the event of any reorganisation of the issued capital of the Company on or prior to the Expiry Date, the rights of an optionholder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.



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## SCHEDULE 3 – VALUATION OF RELATED PARTY OPTIONS AND PRICING METHODOLOGY

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The Company does not have any ASX quoted options with identical or similar terms and conditions as the proposed Related Party Options and as such there is no comparable market value. Each Related Party Option grants the holder a right to be allotted one Share upon exercise of the Related Party Option and payment of the exercise price of the Related Party Option. Accordingly, the Related Party Options arguably have a value at the date of their grant. The Related Party Options may acquire future value dependent upon the extent to which the market value of Shares exceeds the exercise price of the Related Party Options during the term of the Related Party Options.

As a general proposition, options to subscribe for ordinary fully paid shares in a company have value. Various factors impact upon the value of options including things such as:

- 
- (a) the period outstanding before the expiry date of the options;
  - (a) the exercise price of the options relative to the underlying price or value of the securities into which they may be converted;
  - (b) the proportion of the issued capital as expanded consequent upon exercise represented by the shares issued upon exercise (ie whether or not the shares that might be acquired upon exercise of the options represent a controlling or other significant interest);
  - (c) the value of the shares into which the options may be converted; and
  - (d) whether or not the options are listed (ie readily capable of being liquidated).

There are various formulae which can be applied to determining the theoretical value of options (including the formula known as the Black-Scholes Model option valuation formula).

The Company has estimated the value of the Related Party Options using the Black-Scholes Model, which is the most widely used and recognised model for pricing options. The value of an option calculated by the Black-Scholes Model is a function of the relationship between a number of variables, being the share price, the exercise price, the time to expiry, the risk-free interest rate and the volatility of the Company's underlying share price.

Inherent in the application of the Black-Scholes Model are a number of inputs, some of which must be assumed. The data relied upon in applying the Black-Scholes Model in the present case were as follows:

- (e) the exercise price for the Related Party Options is a 25% premium to the five day VWAP on the day of issue (rounded up to the nearest cent). Based on the VWAP of \$0.085 on 27 September 2023 the exercise price used for the purposes of the Black-Scholes Model is \$0.11;
- (f) length of period prior to conversion being 3 years. For the purposes of the analysis it was assumed that the Related Party Options would not be exercised any earlier than the expiration date, being 18 November 2026;
- (g) the Company has not forecast any future dividend payments. For the purposes of the analysis, it was assumed that the Company's share price is "ex-dividend";

- (h) the risk free rate used for the purposes of the analysis is the Reserve Bank of Australia cash rate as at 27 September 2023 being 4.10%;
- (i) a volatility measure of 65%; and
- (j) the valuation of the Company's share price being 8.2 cents, being the value of the Company's share price as at 27 September 2023.

Using the Black-Scholes Model and the assumed data outlined above, the directors have valued the Related Party Options as at 27 September 2023 at 3.1 cents each.

Using this analysis (3.1 cents attributed to each Director Option), the total value of the proposed Related Party Options to be granted to each of Messrs Barwick, Rutherford and Pitt is as follows:

	Number of Related Party Options	Total Value of Related Party Options
Mr Barwick	1,500,000	\$46,500
Mr Rutherford	3,000,000	\$93,000
Mr Pitt	1,500,000	\$46,500
TOTAL	6,000,000	\$186,000

**All Correspondence to:**

-  **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
-  **By Fax:** +61 2 9290 9655
-  **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
-  **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDST) on Wednesday, 15 November 2023.**

### TO APPOINT A PROXY ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/rdmagn2023>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am on Wednesday, 15 November 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

-  **Online** <https://www.votingonline.com.au/rdmagn2023>
-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
-  **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**  
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.  
**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Red Metal Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Lower Ground Floor, 323 Castlereagh Street, Sydney, NSW 2000 on Friday, 17 November 2023 at 11:00am (AEDST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1,7,8 & 9 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1,7,8 & 9 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1,7,8 & 9). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**  
\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf or show of hands or on a poll and your vote will not be counted in calculating the required majority if a resolution is carried.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr Russell Barwick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Issue of Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Prior Issue of Broker Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval for the Issue of Shares and Options to Related Party – Joshua Pitt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of 7.1A Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval for the Issue of Director Options to Mr Russell Barwick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval for the Issue of Director Options to Mr Robert Rutherford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval for the Issue of Director Options to Mr Joshua Pitt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**  
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary