



CATALYST METALS LIMITED

ABN 54 118 912 495

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date and time of meeting

17 November 2023 at 10.00 a.m.

Place of meeting

Celtic Club
48 Ord Street
West Perth, Western Australia

CATALYST METALS LIMITED
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Catalyst Metals Limited (Company) will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Friday, 17 November 2023 at 10.00 a.m.

AGENDA

ORDINARY BUSINESS

Financial statements and reports

To receive and consider the annual financial report of the Company and the reports of the directors and auditors for the financial year ended 30 June 2023.

To consider and if thought fit to pass, with or without amendment, the following resolutions as ordinary resolutions.

1. Election of David Jones as a director

"That Mr David Jones, having been appointed as a director of the Company on 1 October 2023 and being eligible for election in accordance with Clause 14.4 of the Constitution and ASX Listing Rule 14.4, is hereby elected as a director of the Company."

2. Re-election of Robin Scrimgeour as a director

"That Mr Robin Scrimgeour, being a director of the Company, retires by rotation in accordance with Clause 14.2 of the Constitution and being eligible for re-election, is hereby re-elected as a director of the Company."

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

3. Remuneration report

"That for the purposes of Section 250R(2) of the Corporations Act, the Company adopts the Remuneration Report as contained in the annual financial report of the Company for the year ended 30 June 2023."

SPECIAL BUSINESS

The special business of the meeting is to consider and if thought fit to pass, with or without amendment, the following resolutions as ordinary resolutions.

4. Ratification of issue of Replacement Options to Superior Gold option holders

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,107,010 Replacement Options to Superior Gold option holders in connection with the Superior Gold Plan of Arrangement, with the Replacement Options having various exercise prices and various expiry dates as set out in the Explanatory Memorandum."

5. Authority for issue of securities pursuant to Employee Incentive Plan

"That for the purposes of ASX Listing Rule 7.2 Exception 13(b) and for all other purposes, shareholders approve the Company being able to issue up to 16 million equity securities under the employee incentive scheme titled "Catalyst Metals Employee Incentive Plan" over a period of 3 years commencing on the date of the annual general meeting, in the manner and on the terms set out in the Explanatory Memorandum."

6. Approval to issue Options to David Jones

"That for the purposes of ASX Listing Rule 10.14, ASX Listing Rule 10.19, Sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the issue of 2,000,000 Director Options to Mr David Jones (or his nominee) in accordance with the Catalyst Metals Employee Incentive Plan as amended by the Board from time to time and upon the terms and conditions outlined in the Explanatory Memorandum."

7. Approval to issue Performance Rights to Bruce Kay

"That for the purposes of ASX Listing Rule 10.14, ASX Listing Rule 10.19, Sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the issue of 1,000,000 Performance Rights to Mr Bruce Kay (or his nominee), in accordance with the Catalyst Metals Employee Incentive Plan as amended by the Board from time to time and upon the terms and conditions outlined in the Explanatory Memorandum."

The special business of the meeting is to consider and if thought fit to pass, with or without amendment, the following resolutions as special resolutions.

8. Approval for 10% placement capacity

"That for the purposes of ASX 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 ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the explanatory memorandum accompanying the notice of meeting."

As at the date of this notice of meeting the Company has no specific plans to issue Equity Securities pursuant to ASX Listing Rule 7.1A and therefore no voting exclusion applies to the Resolution.

9. Adoption of new Constitution

"That for the purposes of Section 136(2) of the Corporations Act and for all other purposes, the constitution contained in the document tabled at the meeting and signed by the Chair for the purposes of identification, be and is hereby approved and adopted as the new constitution of the Company in substitution for and to the exclusion of the existing Constitution with effect from the end of the Meeting."

VOTING EXCLUSION STATEMENTS

The following voting exclusion statement applies in relation to Resolution 3:

Voting exclusion statement: The Company will disregard any votes cast on the Resolution by or on behalf of a member of Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed Resolution or the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel; and
- (b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

The following voting exclusion statement applies in relation to Resolution 4:

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of those persons.

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

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

The following voting exclusion statement applies in relation to Resolution 5:

Voting exclusion statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person that is eligible to participate in the Employee Incentive Plan or an Associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the person chairing the meeting decides.
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that 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.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

The following voting exclusion statement applies in relation to Resolutions 6 and 7:

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolutions by or on behalf of:

- (a) Mr David Jones and Mr Bruce Kay and their nominees (in relation to Resolutions 6 and 7 respectively), and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- (b) an Associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with the directions given to the proxy or attorney to vote on the Resolutions in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions 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 Resolutions; and
 - (ii) the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolutions unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolutions; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolutions are connected directly or indirectly with the remuneration of members of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolutions.

Shareholders may also choose to direct the Chair to vote against the Resolutions or to abstain from voting.

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

By order of the Board

Frank Campagna
Company Secretary

Perth, Western Australia
9 October 2023

Proxy appointments

A member of the Company who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote for the member at the meeting. A proxy need not be a member of the Company. A shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with Section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

A proxy form is enclosed. If required it should be completed, signed and returned to the Company's registered office in accordance with the proxy instructions on that form.

Voting entitlements

In accordance with Regulation 7.11.37 of the Corporations Regulations, the directors have determined that the identity of those entitled to attend and vote at the meeting is to be taken as those persons who held Shares in the Company as at 4.00 p.m. (WST) on 15 November 2023.

CATALYST METALS LIMITED
EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of Catalyst Metals Limited in connection with the business to be considered at the forthcoming annual general meeting of shareholders of the Company and should be read in conjunction with the accompanying Notice of Meeting.

ANNUAL FINANCIAL REPORT

The financial report of the Company for the year ended 30 June 2023 (including the financial statements, directors' report and auditors' report) was included in the 2023 annual report of the Company, a copy of which is available on the Company's web-site at www.catalystmetals.com.au.

There is no requirement for shareholders to approve these reports. However, time will be allowed during the annual general meeting for consideration by shareholders of the financial statements and the associated directors' and auditors' reports.

RESOLUTION 1 – ELECTION OF DAVID JONES AS A DIRECTOR

Mr David Jones was appointed by the Board as independent non-executive Chair of the Company on 1 October 2023. In accordance with Clause 14.4 of the Existing Constitution and ASX Listing Rule 14.4, any director appointed to fill a casual vacancy or as an additional director holds office until the next annual general meeting of shareholders.

Mr Jones therefore retires at the forthcoming annual general meeting in accordance with the Constitution and the ASX Listing Rules and being eligible, offers himself for re-election at the meeting.

Mr Jones has more than 30 years' experience in investment markets, the majority as a general partner in private equity firms, and prior to that in general management and management consulting. He has been a board member of numerous private and public businesses and has been a member of the Investment Committee of EMR Capital, a resources private equity firm, since 2012. Mr Jones was a Managing Director at CHAMP Private Equity; Executive Director and Country Head of UBS Capital and a Division Director at Macquarie Direct Investment. He holds a Mechanical Engineering degree from the University of Melbourne (First Class Honours) and a Master of Business Administration from Harvard Business School. Mr Jones is Chair of VGI Partners Global Investments Limited, a director of Regal Asian Investments Limited and a board member of the Clean Energy Finance Corporation. Mr Jones was Chair of the National Museum of Australia (2015-2021) and in 2021 he was made a Member of the Order of Australia for significant service to the museums and galleries sector and to the community.

Directors' recommendation

The directors (other than Mr Jones) recommend that shareholders vote in favour of the election of Mr Jones as a director of the Company. The Chair of the meeting intends to vote all available undirected proxies in favour of Resolution 1.

RESOLUTION 2 – RE-ELECTION OF ROBIN SCRIMGEOUR AS A DIRECTOR

Clause 14.2 of the Existing Constitution requires that a director (other than a managing director) must not hold office without re-election for more than 3 years and that one third of the directors in office (other than a managing director) must retire by rotation at each annual general meeting of the Company.

Mr Robin Scrimgeour, who was last re-elected on 12 November 2021, retires at the forthcoming annual general meeting in accordance with ASX Listing Rule 14.4 and Clause 14.2 of the Existing Constitution and being eligible, has offered himself for re-election at the meeting.

Mr Scrimgeour spent 17 years working for Credit Suisse in London, Tokyo, Hong Kong and Singapore. His most recent experience has been providing structured hybrid financing for corporates in Asia for project and acquisitions concentrated in the primary resources sector. Mr Scrimgeour's previous experience was as a senior equity derivatives trader involved in the pricing of complex structured equity derivative instruments for both private and corporate clients focused in Asia. Mr Scrimgeour is Chair of the Audit Committee.

Mr Scrimgeour is not considered an independent director due to his significant shareholding in the Company.

Directors' recommendation

The Board (excluding Mr Scrimgeour) recommends that shareholders vote in favour of the re-election of Mr Scrimgeour as a director of the Company. The Chair intends to vote all available undirected proxies in favour of Resolution 2.

RESOLUTION 3 – REMUNERATION REPORT

The Remuneration Report is contained in the Directors' Report section of the Company's 2023 annual report. The Remuneration Report describes the underlying principles and structure of the remuneration policies of the Company and sets out the remuneration arrangements in place for directors and senior executives.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of shareholders of the Company. Shareholders should note that the vote on Resolution 3 is advisory only and not binding on the Company or its directors. However, the directors take the discussion at the meeting and the outcome of the vote into account when considering the Company's remuneration policies and practices.

The Chair of the meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Chair intends to vote all available undirected proxies in favour of Resolution 3.

RESOLUTION 4 – RATIFICATION OF ISSUE OF REPLACEMENT OPTIONS TO SUPERIOR GOLD OPTION HOLDERS

On 29 June 2023, the Company completed a merger with TSX-listed gold producer Superior Gold Inc. by way of a Canadian Plan of Arrangement (**Plan of Arrangement**), pursuant to which the Company acquired all of the issued and outstanding common shares in Superior Gold. Under the implementation of the Plan of Arrangement, options held by Superior Gold option holders (**Superior Gold Option holders**) were cancelled in exchange for the issue of unlisted options in the Company to acquire Shares in the Company (**Replacement Options**) (to effectively replace the cancelled Superior Gold options).

As announced to the ASX, the Company issued a total of 1,107,010 Replacement Options to the Superior Gold Option holders in connection with the completion of the Plan of Arrangement, as follows:

Class	Exercise price	Expiry date	Number of options
Unlisted options	\$3.06	15 August 2024	17,855
Unlisted options	\$2.36	13 May 2025	53,565
Unlisted options	\$3.48	4 August 2025	357,100
Unlisted options	\$2.27	14 April 2026	71,420
Unlisted options	\$1.98	11 August 2026	446,375
Unlisted options	\$2.65	26 May 2027	89,275
Unlisted options	\$1.79	18 August 2027	71,420
Total			1,107,010

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.

The issue of the Replacement Options does not fit within any of these exceptions and as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit under 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 the Company issued the Replacement Options.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1 and therefore seeks shareholder approval to ratify the issue of the Replacement Options to Superior Gold Option holders under and for the purposes of Listing Rule 7.4.

If this Resolution is passed, the Replacement Options issued to the Superior Gold Option holders 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 the Company issued the Replacement Options. In addition, the Replacement Options will not be included in calculating the Company's 10% capacity in Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without shareholder approval under that rule.

If this Resolution is not passed, the Replacement Options issued to the Superior Gold Option holders will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without shareholder approval over the 12 month period following the date the Company issued the Replacement Options. In addition, the Replacement Options will be included in calculating the Company's additional 10% capacity in Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue without shareholder approval under that rule.

The following information in relation to the Replacement Options to Superior Gold Option holders is provided to shareholders for the purposes of Listing Rule 7.5:

- (a) the Replacement Options were issued to the Superior Gold Option holders in connection with the Plan of Arrangement and each Super Gold Optionholder is an unrelated party of the Company;
- (b) the Company issued a total of 1,107,010 Replacement Options;
- (c) a summary of the terms of the Replacement Options is set out below;
- (d) the Replacement Options were issued on 30 June 2023;
- (e) the Replacement Options were issued for nil cash consideration;
- (f) the Replacement Options were issued in exchange for the Superior Gold Option holders forgoing their Superior Gold Options in connection with the implementation of the Plan of Arrangement; and
- (g) a summary of the material terms of the Plan of Arrangement pursuant to which the Replacement Options were issued is set out above.

Summary of the terms of the Replacement Options

The Options entitle the holder to subscribe for ordinary fully paid shares (Shares) in the capital of Catalyst Metals Limited (Company) on the terms and conditions outlined below:

- (a) Each Option entitles the holder to subscribe for one Share in the Company at various exercise prices and expiry dates (**Expiry Date**) as set out above.
- (b) The Options are exercisable at any time on or before 5.00 pm (AWST) on the Expiry Date by completing an option exercise form and delivering it to the Company's share registry.
- (c) The Options may be exercisable in whole or in part.
- (d) Options not exercised by the Expiry Date shall automatically lapse.
- (e) Application will not be made to ASX for official quotation of the Options. Shares issued upon exercise of the Options will rank equally in all respects with the Company's then existing Shares. The Company will apply to ASX for the Shares issued upon exercise of the Options to be admitted to quotation.
- (f) The Options are not transferable.
- (g) There are no participating rights or entitlements inherent in the Options to participate in any new issues of securities which may be made or offered by the Company to its shareholders from time to time prior to the Expiry Date unless and until the Options are exercised. The Company will ensure that during the exercise period of the Options the Company will notify holders of the record date for the purposes of determining entitlements to any such issue in accordance with the applicable timetable set out in the ASX Listing Rules.
- (h) In the event of a reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the option holder shall be reconstructed in accordance with the ASX Listing Rules.
- (i) There will be no change to the exercise price of an Option or the number of Shares over which an Option is exercisable in the event of the Company making a pro-rata issue of Shares or other securities to holders of ordinary shares in the Company (other than a bonus issue). Subject to applicable laws and the rules and policies of the ASX, if during the currency of the Options, there is a bonus issue of Shares (**Bonus Issue**) to the holders of Shares in the Company, the number of Shares for which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date of the Bonus Issue.

Directors' recommendation

The Board recommends that shareholders vote in favour of Resolution 4. The Chair intends to vote all available undirected proxies in favour of Resolution 4.

RESOLUTION 5 – AUTHORITY FOR ISSUE OF SECURITIES PURSUANT TO EMPLOYEE INCENTIVE SCHEME

Resolution 5 seeks the approval of shareholders for the issue of securities under the employee incentive scheme titled the Catalyst Metals Limited Employee Incentive Plan (**Plan**) in accordance with ASX Listing Rule 7.2 (Exception 13(b)).

A copy of the full terms and conditions of the Plan is available to Shareholders upon request, and a summary is set out in Annexure A to this notice of meeting.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. ASX Listing Rule 7.2 (Exception 13(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to issue fully paid or partly paid ordinary shares and other securities convertible to Shares under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without shareholder approval in any 12 month period.

If Resolution 5 is not passed, any securities issued under the Plan must come within and will be counted towards the Company's 15% capacity under ASX Listing Rule 7.1.

The objective of the Plan is to attract, motivate and retain selected employees, directors, contractors and consultants of the Company or any of its subsidiaries (**Eligible Participants**) by providing equity incentives and rewards. It will also enable Eligible Participants, upon becoming shareholders, to participate in the future growth and development of the Company. The directors consider this to be a cost effective and efficient means of providing targeted incentives and rewarding Eligible Participants and expects it to result in ongoing benefits to both the Company and Eligible Participants.

Any future issues of securities under the Employee Incentive Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require specific shareholder approval under ASX Listing Rule 10.14 at the relevant time.

A total of 2,500,000 performance rights have been issued under the Employee Incentive Plan since it was last approved by shareholders in 2022.

It is proposed that the number of equity securities that may be issued under the Employee Incentive Plan for the purposes of ASX Listing Rule 7.1, if Resolution 5 is passed, is not more than 16 million equity securities in the next 3 year period.

A voting exclusion statement is set out in the notice of meeting.

RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO DAVID JONES

Background

The Company proposes to grant a total of up to 2,000,000 Options in the Company to Mr David Jones (or his nominee), as follows:

- (a) 1,000,000 Options exercisable at \$0.70 each;
- (b) 500,000 Options exercisable at \$0.90 each; and
- (c) 500,000 Options exercisable at \$1.10 each,

with each Option expiring 5 years from the date of issue (collectively, **Director Options**), under the Plan.

The grant of equity-based incentives such as the Director Options is designed to enable the Company to attract and retain suitably qualified non-executive directors. In particular, the Board (in the absence of Mr Jones) considers that the grant of the Director Options is reasonable in the circumstances, given the need to attract the highest calibre of professionals to the Company, while maintaining the Company's cash reserves.

The number of Director Options to be granted to Mr Jones has been determined based upon a consideration of:

- (a) the remuneration of the directors;
- (b) the extensive experience and reputation of Mr Jones within the finance industry;
- (c) the current price of the Company's Shares;
- (d) the directors' intention to ensure that the remuneration offered is competitive with market standards and practice. The directors consider that the grant of the Director Options will ensure that Mr Jones' overall remuneration is in line with market practice;
- (e) attracting and retaining suitably qualified non-executive directors; and
- (f) incentives to attract and ensure continuity of service of non-executive directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Options upon the terms proposed.

Related Party transactions generally

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr Jones is a related party of the Company. The Resolution relates to the proposed grant of Director Options to Mr Jones, which is a financial benefit that requires shareholder approval for the purposes of section 208 of the Corporations Act (unless a relevant exception applies).

Shareholder approval is not being sought for the purposes of section 208 of the Corporations Act on the basis that the benefits are considered by the Board (in the absence of Mr Jones) to constitute reasonable remuneration for the performance of services by Mr Jones and therefore, the exception in section 211 of the Corporations Act applies to this resolution. Section 211 of the Corporations Act provides that shareholder approval is not required for the purposes of section 208 of the Corporations Act in circumstances where the benefit constitutes remuneration which would be reasonable given the Company's and the related party's circumstances.

Mr Jones will receive non-executive chair fees of \$100,000 per annum inclusive of statutory superannuation in his capacity as non-executive Chair of the Company, as well as the grant of the Director Options (subject to shareholder approval).

Valuation of Director Options

The Company has valued the Director Options to be granted to Mr Jones using the Black–Scholes model. The value of Director Options calculated by the Black–Scholes model is a function of a number of variables. The valuation of the Director Options has been prepared using the following assumptions:

Variable	Input
Share price	\$0.49
Exercise prices	\$0.70, \$0.90, \$1.10
Risk free interest rate	4.4%
Volatility	42.7%
Time (years to expiry)	60 months

Any change in the variables applied in the Black–Scholes calculation between the date of the valuation and the date the Director Options are granted would have an impact on their value.

Based on the assumptions, it is considered that the deemed value of the Director Options to be granted to Mr Jones is \$268,000, which is determined as follows:

Director Options	Exercise price	Estimated average value
1,000,000 options	\$0.70	\$0.1585 per Option
500,000 options	\$0.90	\$0.1224 per Option
500,000 options	\$1.10	\$0.0966 per Option

Information Requirements – Listing Rules 10.14 and 10.15

Listing Rule 10.14 provides that a Company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- (a) a director of the Company (Listing Rule 10.14.1);
- (b) an Associate of a director of the Company (Listing Rule 10.14.2);
- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders (Listing Rule 10.14.3);

unless it obtains the approval of its shareholders.

The proposed grant of Director Options to Mr Jones pursuant to Resolution 6 falls within Listing Rule 10.14.1 and therefore requires the approval of shareholders under and for the purposes of Listing Rule 10.14.

If this Resolution is passed, the Company will be able to proceed with the issue and grant of the Director Options to Mr Jones (or his nominee) as noted above.

If this Resolution is not passed, the Company will not be able to proceed with the issue and will not grant the Director Options to Mr Jones and the Company may need to consider alternative ways to remunerate Mr Jones, including by the payment of cash.

The following further information is provided to shareholders for the purposes of Listing Rule 10.15:

- (a) the Director Options will be granted to Mr Jones (or his nominee) as noted above;
- (b) Mr Jones is a director of the Company, and therefore a Listing Rule 10.14.1 party;
- (c) up to 2,000,000 Director Options will be granted to Mr Jones (or his nominee);
- (d) Mr Jones is a Director of the Company and the issue the subject of this Resolution 6 is intended to remunerate or incentivise Mr Jones, whose current total remuneration package is set out above;
- (e) no Equity Securities have previously been issued to Mr Jones under the Plan;
- (f) the material terms and conditions of the Director Options are set out below;
- (g) the Director Options were chosen to provide a cost-effective way for the Company to remunerate Mr Jones, which will allow 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 Mr Jones;
- (h) as noted above, the Company has valued the Director Options using a Black-Scholes calculation. Based on the assumptions set out above, it is considered that the estimated average value of the Director Options to be granted to Mr Jones is \$0.1585, \$0.1224 and \$0.0966 per Option for each respective series of Director Options, as set out in the table above;
- (i) the Director Options will be granted on a date which will be no later than 3 years after the date of this Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (j) the Director Options will be granted for no cash consideration;
- (k) a summary of the material terms of the Plan under which the Director Options have been offered is set out in Annexure A;
- (l) no loan will be made to Mr Jones in relation to the issue or exercise of the Director Options;
- (m) details of any Equity Securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14 (as appropriate);
- (n) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under that Listing Rule 10.14; and
- (o) a voting exclusion statement applies to this Resolution as set out in this Notice.

If approval is given for the grant of the Director Options under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

Summary of the terms of the Director Options

The Director Options entitle the holder to subscribe for ordinary fully paid shares (Shares) in the capital of Catalyst Metals Limited (Company) on the terms and conditions outlined below:

- (a) Each Option entitles the holder to subscribe for one (1) Share in the Company at a subscription price as set out as follows:
 - 1,000,000 Options exercisable at \$0.70 each;
 - 500,000 Options exercisable at \$0.90 each; and
 - 500,000 Options exercisable at \$1.10 each,
- (b) The Options are exercisable at any time on or before 5.00 pm (AWST) on 30 November 2028 (Expiry Date), being five years from the expected date of grant, by completing an option exercise form and delivering it to the Company's share registry together with payment for the number of Shares in respect of which the Options are exercised and the holding statement for those Options.
- (c) Any unexercised Options will automatically lapse if the holder ceases to be a director of the Company at any time during the term of the Options.
- (d) The Options may be exercisable in whole or in part. If the Options are exercised in part, each notice of exercise must be for not less than 1,000 Shares and thereafter in multiples of 1,000 Shares.
- (e) Options not exercised by the Expiry Date shall automatically lapse.
- (f) Application will not be made to ASX Limited (ASX) for official quotation of the Options. Shares issued upon exercise of the Options will rank equally in all respects with the Company's then existing Shares. The Company will apply to ASX for the Shares issued upon exercise of the Options to be admitted to quotation.
- (g) The Options are not transferable.
- (h) There are no participating rights or entitlements inherent in the Options to participate in any new issues of securities which may be made or offered by the Company to its shareholders from time to time prior to the Expiry Date unless and until the Options are exercised. The Company will ensure that during the exercise period of the Options the Company will notify holders of the record date for the purposes of determining entitlements to any such issue in accordance with the applicable timetable set out in the ASX Listing Rules.
- (i) In the event of a reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the option holder shall be reconstructed in accordance with the ASX Listing Rules.
- (j) There will be no change to the exercise price of an Option or the number of Shares over which an Option is exercisable in the event of the Company making a pro-rata issue of Shares or other securities to holders of ordinary shares in the Company (other than a bonus issue). Subject to applicable laws and the rules and policies of the ASX, if during the currency of the Options, there is a bonus issue of Shares (Bonus Issue) to the holders of Shares in the Company, the number of Shares for which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date of the Bonus Issue.

Directors' recommendation

The directors (other than Mr Jones) recommend that shareholders vote in favour of Resolution 6. Mr Jones declines to make a recommendation on the Resolution as he has a material personal interest in the outcome of this Resolution as it relates to the proposed grant of Director Options to him.

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

The Chair of the meeting intends to vote all available undirected proxies in favour of Resolution 6.

RESOLUTION 7 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO BRUCE KAY

Background

The Company proposes to grant a total of up to 1,000,000 Performance Rights under the Plan to Mr Bruce Kay (or his nominee) for nil cash consideration, with each Performance Right having a nil exercise price and an expiry date of 30 June 2028, with the following performance vesting conditions:

- (a) 200,000 Performance Rights to vest upon the Company achieving 75,000 ounces of annual gold production;
- (b) 200,000 Performance Rights to vest upon the Company achieving 100,000 ounces of annual gold production;
- (c) 200,000 Performance Rights to vest upon the Company achieving 150,000 ounces of annual gold production;
- (d) 200,000 Performance Rights to vest upon the Company achieving 175,000 ounces of annual gold production;
- (e) 200,000 Performance Rights to vest upon the Company achieving an ore reserve at the Company's Bendigo project of at least 200,000 ounces of gold at a grade of at least 10.0 g/t gold.

Key terms of Performance Rights

Each Performance Right will entitle the holder to one Share upon satisfaction of certain vesting conditions.

The measurement period applicable to each tranche in each offer of Performance Rights is from the date of issue of the Performance Rights to 30 June 2028 (**Measurement Period**).

If the vesting conditions for the Performance Rights in a tranche are not satisfied during the Measurement Period, those Performance Rights will automatically lapse.

Each Performance Right:

- (a) is not transferable (and will not be quoted on ASX);
- (b) does not confer any right to vote (except as otherwise required by law);
- (c) does not confer any right to a dividend, whether fixed or at the discretion of directors;
- (d) does not confer any right to a return of capital, whether on a winding up, upon a reduction of capital or otherwise;
- (e) does not confer any right to participate in a surplus profit or assets of the Company on a winding up;
- (f) does not confer any rights to participate in an issue of securities such as bonus issues or entitlement issues,

unless and until the applicable vesting conditions are achieved and the Performance Right has converted into a Share.

On a Change of Control Event, all unvested Performance Rights will vest and become exercisable, with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control Event, regardless of whether or not the employment, engagement or office of Mr Kay is terminated or ceases in connection with the Change of Control Event.

An unvested Performance Right will automatically lapse upon the earlier of:

- (a) the elapsing of any opportunities for the Performance Rights to vest;
- (b) a determination by the Board, acting reasonably, that Mr Kay has committed an act of fraud, defalcation or gross misconduct in relation to the Company;
- (c) Mr Kay ceasing to be a director for any reason other than retirement, permanent disability or death; or
- (d) the occurrence of any other event as set out in the Plan.

If there are variations to the share capital of the Company including a sub-division, consolidation, reduction, return or cancellation of share capital, a demerger (in whatever form) or other distribution in specie, the Board shall adjust the number of Performance Rights in accordance with the ASX Listing Rules and in a manner consistent with the Corporations Act, so as to preserve the proportionate value of the Performance Rights compared to the Shares.

The grant of equity-based incentives such as the Performance Rights is designed to enable the Company to attract and retain suitably qualified non-executive directors. Shareholders should note that it is proposed to grant Performance Rights to Mr Kay notwithstanding the guidelines contained in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations which state that non-executive directors generally should not receive performance rights as part of their remuneration as this may lead to bias in their decision-making and compromise their objectivity. However, in particular, the Board (in the absence of Mr Kay) considers that the grant of the Performance Rights is reasonable in the circumstances, given the necessity to attract the highest calibre of professionals to the Company, while maintaining the Company's cash reserves and to provide incentive based remuneration, given the size and stage of development of the Company.

The number of Performance Rights to be granted to Mr Kay has been determined based upon a consideration of:

- (a) the remuneration of the non-executive directors;
- (b) the extensive experience and reputation of Mr Kay within the mining industry;
- (c) the current price of Shares;
- (d) the directors' wish to ensure that the remuneration offered is competitive with market standards and practice. The directors consider that the proposed number of Performance Rights to be granted will ensure that Mr Kay's overall remuneration is in line with market practice;
- (e) attracting and retaining suitably qualified non-executive directors; and
- (f) incentives to attract and ensure continuity of service of non-executive directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights upon the terms proposed.

Related Party transactions generally

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
- (b) shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr Kay is a related party of the Company. The Resolution relates to the proposed grant of Performance Rights to Mr Kay (or his nominee), which is a financial benefit that requires shareholder approval for the purposes of section 208 of the Corporations Act (unless a relevant exception applies).

Shareholder approval is not being sought for the purposes of section 208 of the Corporations Act on the basis that the benefits are considered by the Board (in the absence of Mr Kay) to constitute reasonable remuneration for the performance of services by Mr Kay and therefore, the exception in section 211 of the Corporations Act applies to this Resolution. Section 211 of the Corporations Act provides that shareholder approval is not required for the purposes of section 208 of the Corporations Act in circumstances where the benefit constitutes remuneration which would be reasonable given the Company's and the related party's circumstances.

Total remuneration package

Mr Kay receives directors fees of \$81,400 per annum inclusive of statutory superannuation in his capacity as a non-executive director of the Company, as well as consulting fees at the rate of \$2,500 per day for technical consultancy services provided in addition to his duties as a non-executive director.

Valuation of Performance Rights

The Performance Rights have non-market based vesting conditions. The face value of the Performance Rights assumes that the Performance Rights will vest in full to the holder. This approach does not take into account any probability weighting of the performance hurdles being achieved. The face value of the Performance Rights was the market price of \$0.49 per share (as at 26 September 2023).

Based on the assumptions, it is considered that the estimated average value of the Performance Rights to be granted to Mr Kay is \$0.49 per Performance Right.

Information Requirements – Listing Rules 10.14 and 10.15

Listing Rule 10.14 provides that a Company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- (a) a director of the Company (Listing Rule 10.14.1);
- (b) an Associate of a director of the Company (Listing Rule 10.14.2);
- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders (Listing Rule 10.14.3);

unless it obtains the approval of its shareholders.

The proposed grant of Performance Rights to Mr Kay falls within Listing Rule 10.14.1 and therefore requires the approval of shareholders under and for the purposes of Listing Rule 10.11.

If the Resolution is passed, the Company will be able to proceed with the issue and grant of the Performance Rights to Mr Kay (or his nominee) as noted above.

If the Resolution is not passed, the Company will not be able to proceed with the issue and will not grant the Performance Rights to Mr Kay (or his nominee) and the Company may need to consider alternative ways to remunerate Mr Kay, including by the payment of cash.

The following further information is provided to shareholders for the purposes of Listing Rule 10.15:

- (a) the Performance Rights will be granted to Mr Kay (or his nominee) as noted above;
- (b) Mr Kay is a director of the Company and is therefore a Listing Rule 10.14.1 party;
- (c) up to 1,000,000 Performance Rights will be granted to Mr Kay (or his nominee);
- (d) Mr Kay is a Director of the Company and the issue the subject of this Resolution 7 is intended to remunerate or incentivise Mr Kay, whose current remuneration package is set out above;
- (e) no Equity Securities have previously been issued to Mr Kay under the Plan or a previous version of the Plan;
- (f) the material terms of the Performance Rights are set out above;
- (g) the Performance Rights were chosen to provide a cost-effective way for the Company to remunerate Mr Kay, which will allow 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 Mr Kay;
- (h) as noted above, the Company has valued the Performance Rights on the assumptions set out above. It is considered that the estimated average value of the Performance Rights to be granted to Mr Kay is \$0.49 per Performance Right;
- (i) the Performance Rights will be granted on a date which will be no later than 3 years after the date of this Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (j) a summary of the material terms of the Plan under which the Performance Rights have been offered is set out in Annexure A;

- (k) the Performance Rights will be granted for nil cash consideration; and
- (l) no loan will be made to Mr Kay in relation to the issue or exercise of the Performance Rights;
- (m) details of any Equity Securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14 (as appropriate);
- (n) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under that Listing Rule 10.14; and
- (o) a voting exclusion statement applies to this Resolution as set out in this Notice.

If approval is given for the grant of the Performance Rights under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

Directors' recommendation

The directors (other than Mr Kay) recommend that shareholders vote in favour of Resolution 7. Mr Kay declines to make a recommendation on the Resolution as he has a material personal interest in the outcome of this Resolution as it relates to the proposed grant of Performance Rights to him.

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

The Chair of the meeting intends to vote all available undirected proxies in favour of Resolution 7.

RESOLUTION 8 – APPROVAL FOR 10% PLACEMENT CAPACITY

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issued 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.

ASX Listing Rule 7.1A provides that an “eligible entity” may seek shareholder approval by special resolution at its annual general meeting to allow it to issue Equity Securities up to maximum of 10% of its issued capital (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1 and increases the total placement capacity to 25%.

Resolution 8 seeks shareholder approval by way of a special resolution for the Company to have authority for the additional 10% Placement Capacity provided for in ASX Listing Rule 7.1A to issue securities without shareholder approval.

If shareholders approve Resolution 8, the number of equity securities that the Company can issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below) and the Company will be able to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further shareholder approval.

The effect of Resolution 8 will be to allow the Company to issue equity securities of a maximum of 10% of the Company's ordinary fully paid securities on issue under the 10% Placement Capacity, during the period of up to 12 months from the date of the annual general meeting, without the requirement to obtain subsequent shareholder approval and without using the Company's 15% annual placement capacity available pursuant to ASX Listing Rule 7.1.

Resolution 8 is to be considered as a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote at the meeting must be in favour of Resolution 8 for it to be passed.

If Resolution 8 is not approved, the Company will not be able to access the additional 10% Placement Capacity to issue equity securities without shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval.

ASX Listing Rule 7.1A

For the purposes of ASX Listing Rule 7.1A, an eligible entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

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 approximately \$128 million.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being ordinary Shares (ASX trading code: CYL).

The exact number of Equity Securities that the Company may issue under ASX Listing Rule 7.1A is a moving calculation and will be calculated according to the following formula set out in Listing Rule 7.1A.2 at the time of the issue of the Equity Securities:

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

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2 (other than exceptions 9, 16 or 17);
- (ii) plus the number of Shares issued in the previous 12 months on the conversion of convertible securities within rule 7.2 exception 9 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the 12 month period; or
 - b. the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4;
- (iii) plus the number of Shares issued in the previous 12 months under an agreement to issue securities within rule 7.2 exception 16, where:
 - a. the agreement was entered into before the commencement of the previous 12 month period; or
 - b. the agreement or issue was approved, or taken under the ASX Listing Rule to have been approved, under rule 7.1 or rule 7.4;
- (iv) plus the number of partly paid Shares that became fully paid in the previous 12 months;
- (v) plus the number of Shares issued in the previous 12 months with the approval of holders of Shares under ASX Listing Rules 7.1 and 7.4. This does not include an issue of ordinary fully paid Shares under the company's 15% placement capacity without shareholder approval; and
- (vi) less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4.

Technical information required by ASX Listing Rule 7.1A

In accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 8:

(a) Minimum price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 10 ASX trading days of the above date, the date on which the Equity Securities are issued.

(b) Date of issue

If the Resolution is passed, the Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- 12 months after the date of the Meeting;
- the time and date of the Company's next annual general meeting; and
- the time and date of approval by shareholders of any transaction under ASX Listing Rules 11.1.2 (significant change to nature or scale of the Company's activities) or 11.2 (disposal of main undertaking) (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid),

(the "10% Placement Capacity Period").

(c) Risk of economic and voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of shareholders who do not receive any Shares under the issue.

If Resolution 8 is approved by shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table shows the dilution of existing shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of equity securities on issue as at the date of this notice of meeting.

The table shows the voting dilution impact for securities issued under the 10% Placement Capacity where the number of Shares on issue (Variable A in the formula) increases by 50% and 100% and the economic dilution where there are changes in the issue price of Shares (based on a 50% decrease to current market price of Shares and 100% increase).

Number of Shares on issue (Variable A in ASX Listing Rule 7.1A2)	Issue price per share	Dilution		
		\$0.293 50% decrease in issue price	\$0.585 Issue price	\$1.17 100% increase in issue price
220,087,544 (Current Variable A)	Shares issued (10% voting dilution)	22,008,754	22,008,754	22,008,754
	Funds raised	\$6,448,564	\$12,875,121	\$25,750,242
330,131,316 (50% increase in Variable A)	Shares issued (10% voting dilution)	33,013,131	33,013,131	33,013,131
	Funds raised	\$9,672,847	\$19,312,681	\$38,625,363
440,175,088 (100% increase in Variable A)	Shares issued (10% voting dilution)	44,017,508	44,017,508	44,017,508
	Funds raised	\$12,897,129	\$25,702,242	\$51,500,484

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 Shares issued under a takeover offer) or that are issued with shareholder approval under ASX Listing Rule 7.1.

The table above is based on the following assumptions:

1. Variable A being the current 220,087,544 shares on issue.
2. The issue price set out above is the closing price of Shares on the ASX on 6 October 2023 (\$0.585 per Share).
3. The Company issues the maximum possible number of equity securities under the 10% Placement Capacity.
5. The issue of equity securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the equity securities.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1, 7.4 or pursuant to an issue of shares pursuant to an exception in ASX Listing Rule 7.2.
7. 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%.
8. The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement Capacity, based on that shareholder's holding at the date of the annual general meeting. All shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

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.

(d) Purpose of issue under 10% Placement Capacity

The Company intends to use any funds that may be raised under the 10% Placement Capacity for acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current projects and any additional projects acquired (funds used for drilling, feasibility studies and ongoing project administration) and general working capital.

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

(e) Allocation under the 10% Placement Capacity

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees 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 allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

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

(f) Previous approval under ASX Listing Rule 7.1A

The Company obtained approval under ASX Listing Rule 7.1A at the 2022 annual general meeting held on 17 November 2022. The Company has not issued or agreed to issue any Shares pursuant to this previous approval under Listing Rule 7.1A.2 in the 12 months preceding the date of the meeting.

(g) Compliance with ASX Listing Rules 7.1A.4

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will state in its announcement under ASX Listing Rule 3.10.3 or in its application for quotation of securities under ASX Listing Rule 2.7 that the securities are being issued under ASX Listing Rule 7.1A and it will give to ASX a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4.

As at the date of this notice, the Company has not identified or invited any person to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing shareholders will be excluded from voting on Resolution 8.

Directors' recommendation

The Board recommends that shareholders vote in favour of Resolution 8 as it allows the Company to retain the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 month period. The Chair intends to vote all available undirected proxies in favour of Resolution 8.

RESOLUTION 9 – ADOPTION OF NEW CONSTITUTION

It is proposed that the existing Constitution of the Company be repealed in its entirety and replaced with a new constitution (**New Constitution**). The Company's existing Constitution was adopted by shareholders at the annual general meeting held on 28 November 2018. (**Existing Constitution**). The New Constitution is a standard form constitution appropriate for a public company and reflects current Corporations Act and ASX Listing Rule provisions as well as contemporary business practices.

Under the Corporations Act, a company may elect to either amend parts of its constitution or replace the entire document. As there have been a number of changes to the Corporations Act since the adoption of the Existing Constitution, the directors believe that it is preferable in the circumstances to repeal the existing document and to replace it with a new constitution.

Pursuant to Section 136(2) of the Corporations Act, a special resolution of shareholders is required for the adoption of a new constitution for the Company.

The New Constitution is broadly consistent with the provisions of the Existing Constitution. Many of the proposed changes are administrative or minor in nature including but not limited to updating references to bodies or legislation which have been renamed; and expressly providing for statutory rights by mirroring these rights in the provisions of the New Constitution. The material differences between the Existing Constitution and the New Constitution are as follows:

- (a) technology: to allow for direct voting of shareholders and to provide additional means by which the Company may give notices to members (including by electronic means such as a URL link); and
- (b) execution of documents: to confirm that the Company may execute a document in any way provided for under the Corporations Act or any applicable law (rather than a seal).

A number of amendments in the New Constitution are to ensure that it is as clear and concise as possible. There have been no fundamental changes to shareholders rights, such as the rights to vote, participate in dividends or in the event of a winding up.

The Company notes for completeness that the New Constitution, like the Existing Constitution, also includes provisions (called takeover approval provisions) requiring that that a proportional or partial takeover offer (ie an offer for less than 100% of the shares but for the same proportion of each shareholder's shares) be approved by a majority of shareholders, before it may proceed.

A copy of the Proposed Constitution can be inspected free of charge at the Company's registered office. Alternatively, shareholders may request that a copy of the New Constitution be sent to them.

Directors' recommendation

The directors recommend that shareholders vote in favour of the Resolution. The Chair of the meeting intends to vote all available undirected proxies in favour of Resolution 9.

GLOSSARY OF TERMS

“Associate” has the meaning given to that term in the ASX Listing Rules.

“ASX” means ASX Limited;

“ASX Listing Rules” or **“Listing Rules”** means the official listing rules of ASX;

“Board” means the board of directors of the Company;

“Change of Control Event” occurs where:

- (a) an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional with acceptances from shareholders holding at least 50% of the Shares on issue; or
- (b) the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (c) any other merger, consolidation or amalgamation involving the Company occurs which results in the holders of Shares immediately prior to the merger, consolidation or amalgamation being entitled to 50 per cent or less of the voting shares in the body corporate resulting from the merger, consolidation or amalgamation; or
- (d) any Group Company (being the Company or a related body corporate) or Group Companies enter into agreements to sell the main business undertaking or the principal assets (whether or not in the form of shares in a Group Company) of the Group to a person, or a number of persons, none of which are Group Companies and those agreements become unconditional; or
- (e) the Board determines in its reasonable opinion, control of the Company has or is likely to change or pass to one or more persons, none of which are Group Companies.

“Closely Related Party” is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of KMP.

“Company” or **“Catalyst”** means Catalyst Metals Limited (ABN 54 118 912 495);

“Constitution” means the constitution of the Company;

“Corporations Act” means the Corporations Act 2001 (Commonwealth);

“Corporations Regulations” means the Corporations Regulations 2001 (Commonwealth);

“Director Options” has the meaning on page 9.

“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

“Existing Constitution” means the Constitution of the Company adopted on 28 November 2018.

“Explanatory Memorandum” means the explanatory memorandum accompanying this Notice.

“Key Management Personnel” or **“KMP”** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any director (whether executive or otherwise) of the Company.

“Meeting” means the annual general meeting convened by the Notice.

“Notice” or **“Notice of Meeting”** means this Notice of Annual General Meeting.

“Option” means an option to subscribe for a Share.

“Plan” has the meaning on page 8.

“Performance Right” means a right to subscribe for a Share.

“Plan of Arrangement” has the meaning on page 6.

“Replacement Options” has the meaning on page 6.

“Restricted Voter” means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

“Share” means an ordinary fully paid share in the capital of the Company.

“Superior Gold Option holders” has the meaning on page 6.

ANNEXURE A - EMPLOYEE INCENTIVE PLAN

Outlined below is a summary of the key terms of the Catalyst Metals Limited Employee Incentive Plan.

- (a) **Eligibility:** Eligible Employees include directors (both executive and non-executive), full time and part time employees and casual employees, consultants and contractors of the Company. Subject to the Board's consent, an Eligible Employee may nominate another person to participate in the Plan in their place.
- (b) **Administration of Plan:** The Board is responsible for the operation of the Plan and has a broad discretion to determine which Eligible Employees will be offered awards under the Plan.
- (c) **Invitation:** The Board may issue an invitation to an Eligible Employee to participate in the Plan (**Invitation**). The Invitation will specify:
 - (i) the number and type of awards (being options, performance rights and/or incentive shares) specified in the Invitation;
 - (ii) any vesting conditions, performance hurdles, performance period, exercise conditions and/or restriction conditions attaching to the awards;
 - (iii) the issue price or exercise price of the awards (as applicable);
 - (iv) an acceptance period;
 - (v) any other terms and conditions attaching to the awards; and
 - (vi) any other information required by the Listing Rules or any law to be included in the Invitation.
- (d) **Issue and exercise price:**
 - (i) Options shall be issued for nil cash consideration, and the Board may determine the exercise price in its absolute discretion (including whether to offer the Eligible Employee a cashless exercise facility which will entitle the Eligible Employee to set-off the exercise price against the number of Shares which the Eligible Employee is entitled to receive upon exercise of the Eligible Employee's Options);
 - (ii) Performance rights shall be issued for nil cash consideration, and Shares issued upon the conversion of performance rights shall be issued for nil cash consideration;
 - (iii) The Board shall determine the issue price of any fully paid or partly paid ordinary shares issued under the Plan, which may be nil.
- (e) **Quotation on ASX:** The Company will apply for fully paid or partly paid ordinary shares issued under the Plan and upon the exercise of options and performance rights to be admitted to trading on ASX upon issue of the Share. Quotation will be subject to the ASX Listing Rules and any holding lock applying to the shares. Options and performance rights issued under the Plan shall not be quoted.
- (f) **Rights attaching to Shares:** Each share issued under the Plan or on the exercise of an award shall be issued on the same terms and conditions as the Company's issued shares (other than in respect of transfer restrictions imposed by the Plan) and will rank equally with all other issued shares from the issue date except for entitlements which have a record date before the issue date. The holder of a share issued under the Plan shall be entitled to receive notice of, and attend and vote at, shareholder meetings, and to receive any dividends declared by the Company. If any partly paid ordinary shares are issued on the Plan, until all amounts on the partly paid shares are fully paid, the rights to vote and to any dividend payment attaching to the partly paid shares will proportionate to the amount paid up relative to the total amount paid up and payable on the partly paid shares.
- (g) **Rights attaching to options and performance rights:** Subject to the terms of the Plan, the Board may determine the rights attaching the options and performance rights issued under the Plan. The holder of an option or performance right issued under the Plan shall not be entitled to receive notice of, and attend and vote at, shareholder meetings, nor to receive any dividends declared by the Company.
- (h) **Restriction conditions:** Shares may be subject to restriction conditions (such as a period of employment or a performance hurdle) which must be satisfied before the Shares can be sold, transferred, or encumbered (**Restriction Condition**). The Board may waive Restriction Conditions in

its absolute discretion, including where a holder dies or is a “good leaver”. The Company is authorised to impose a holding lock on the Shares to implement these restrictions.

- (i) **No transfer:** shares issued under the Plan or any beneficial or legal interest in awards may not be transferred, encumbered or otherwise disposed of, or have a Security Interest granted over them, by a Participant unless:
 - (i) all Restriction Conditions (if any) have been satisfied or waived by the Board;
 - (ii) the prior consent of the Board is obtained which consent may impose such reasonable terms and conditions on such transfer, encumbrance or disposal as the Board sees fit; or
 - (iii) by force of law upon death to the Participant’s legal personal representative or upon bankruptcy to the Participant’s trustee in bankruptcy.
- (j) **Forfeiture of shares:** Where a Restriction Condition in relation to shares is not satisfied by the due date, or becomes incapable of satisfaction (as determined by the Board in its reasonable opinion), and is not waived by the Board, the holder of those shares forfeits its right, entitlement and interest in and to the shares and the Company must, unless the Restriction Condition is waived by the Board, either:
 - (i) arrange to buy back and cancel the relevant shares within 6 months of the date the Restriction Condition was not satisfied (or became incapable of satisfaction) under the Corporations Act at a price equal to the cash consideration paid by the holder for the shares; or
 - (ii) arrange to sell the shares on behalf of the holder (using a power of attorney) as soon as reasonably practicable after the Restriction Condition was not satisfied (or became incapable of satisfaction) on the ASX or to an investor who falls within an exemption under Section 708 of the Corporations Act (provided that the sale must be at a price that is no less than 80% of the volume weighted average price of shares on ASX over the 10 trading days before the sale date), and apply the sale proceeds in the following priority:
 - firstly, to use towards repaying any cash consideration paid by the holder for the shares; and
 - secondly, any remainder to the Company to cover its costs of managing the Plan.
- (k) **Power of Attorney:** The holder irrevocably appoints each of the Company and each director of the Company severally as his or her attorney to do all things necessary to give effect to the buy back or sale of the holder’s shares in accordance with the Plan.
- (l) **Ceasing to be an Eligible Employee:** If an Eligible Employee ceases to be an employee or director of the Company and:
 - (i) at that time there are unfulfilled Restriction Conditions in relation to shares under the Plan held by the Eligible Employee or his or her nominee, the shares are forfeited and the Company must either buy back or sell the shares in accordance with the Plan;
 - (ii) the termination of employment or engagement is due to wilful misconduct, gross negligence or material breach of employment contract (**Misconduct**), then unvested awards shall lapse and the Board may determine that vested awards that have not been exercised shall also lapse; and
 - (iii) the termination of employment or engagement is not due to Misconduct, then vested awards may be exercised within 6 months from the date of termination of employment, and the Board may in its discretion determine whether to waive any vesting conditions, exercise conditions or restriction conditions to permit the Eligible Employee to exercise awards or sell or retain Plan shares or other securities.
- (m) **Change of control events:** Unvested awards shall immediately vest and become exercisable if:
 - (i) (**Takeover**) a takeover bid for the Company’s issued shares is declared unconditional;
 - (ii) (**Compromise or Arrangement**): a court approves under Section 411(4)(b) of the Corporations Act a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or

- (iii) **(Sale of main business):** the Company enters into an agreement to sell its main business undertaking or principal assets and that agreement becomes unconditional.
- (n) **Plan limit:** The Company must take reasonable steps to ensure that the number of shares to be received on the exercise of awards for consideration, when aggregated with:
 - (i) The number of shares that would be issued if each outstanding offer made or awards for consideration granted under the Plan or any other employee incentive scheme of the Company were to be exercised or accepted; and
 - (ii) the number of shares issued during the previous 3 years under the Plan (or any other employee share scheme extended only to eligible employees),

does not exceed 5% of the total number of shares on issue at the time of an offer (but disregarding any offer of shares or awards that can be disregarded in accordance with relevant laws, including offers or awards for no consideration).

Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (AWST) on Wednesday, 15 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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