
BATTERY MINERALS LIMITED
ACN 152 071 095
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am AEDT
DATE: 15 December 2023
PLACE: Level 38, Tower Three, International Towers Sydney
300 Barangaroo Avenue
Sydney, New South Wales, 2000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00am on 13 December 2023.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – CHANGE OF COMPANY NAME

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

"That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to 'Waratah Minerals Limited'."

2. RESOLUTION 2 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR PETER DUERDEN

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue a total of 5,000,000 Performance Rights to Mr Peter Duerden (or his nominee) on the terms and conditions set out in the Explanatory Statement."

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

3. RESOLUTION 3 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR DARRYL CLARK

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue a total of 3,000,000 Performance Rights to Mr Darryl Clark (or his nominee) on the terms and conditions set out in the Explanatory Statement."

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

4. RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR ANDREW STEWART

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue a total of 1,500,000 Performance Rights to Mr Andrew Stewart (or his nominee) on the terms and conditions set out in the Explanatory Statement."

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

5. RESOLUTION 5 – APPROVAL TO ISSUE CONSIDERATION SHARES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 15,000,000 Consideration Shares on the terms and conditions set out in the Explanatory Statement.”

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

6. RESOLUTION 6 – APPROVAL TO ISSUE TRANCHE 1 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 7.1 and for all other purposes, approval is given for the Company to issue up to a total of 10,00,000 Tranche 1 Options on the terms and conditions set out in the Explanatory Statement.”

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

7. RESOLUTION 7 – APPROVAL TO ISSUE TRANCHE 2 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 7.1 and for all other purposes, approval is given for the Company to issue up to a total of 30,00,000 Tranche 2 Options on the terms and conditions set out in the Explanatory Statement.”

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

Voting Prohibition Statements

Resolution 2 – Issue of Performance Rights to Related Party - Mr Peter Duerden	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 2 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 2 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (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. Provided the Chair is not a Resolution 2 Excluded Party, 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.
Resolution 3 – Issue of Performance Rights to Related Party - Mr Darryl Clark	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 3 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 3 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (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. Provided the Chair is not a Resolution 3 Excluded Party, 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.
Resolution 4 – Issue of Performance Rights to Related Party - Mr Andrew Stewart	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 4 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (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. Provided the Chair is not a Resolution 4 Excluded Party, 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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Voting Exclusion Statements

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

Resolution 2 – Issue of Performance Rights to Related Party – Mr Peter Duerdan	Mr Peter Duerden (or his 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.
Resolution 3 – Issue of Performance Rights to Related Party - Mr Darryl Clark	Mr Darryl Clark (or his 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.
Resolution 4 – Issue of Performance Rights to Related Party - Mr Andrew Stewart	Mr Andrew Stewart (or his 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.
Resolution 5 – Approval to issue Consideration Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Yanbulla Mining Pty Ltd) or an associate of that person (or those persons).
Resolution 6 – Approval to issue Tranche 1 Options	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Yanbulla Mining Pty Ltd) or an associate of that person (or those persons).
Resolution 7 – Approval to issue Tranche 2 Options	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Yanbulla Mining Pty Ltd) or an associate of that person (or those persons).

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

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6148 1000.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTION 1 – CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 1 seeks the approval of Shareholders for the Company to change its name to “**Waratah Minerals Limited**”.

The Board proposes this change of name on the basis that it believes the proposed name more accurately reflects the future operations of the Company.

The proposed name has been reserved by the Company with ASIC and if Resolution 1 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

If Resolution 1 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

Subject to the passing of Resolution 1 and the change of name becoming effective, the Company's ASX ticker code will be changed to “WM1”.

2. RESOLUTIONS 2, 3 AND 4 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTIES

2.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 9,500,000 Performance Rights (**Performance Rights**) to Mr Peter Duerden, Dr Darryl Clark and Mr Andrew Stewart (or their nominee) (**Related Parties**) on the terms and conditions set out below. Specifically, the Company has agreed to issue the following number of Performance Rights to the corresponding Related Parties:

Recipient	Number of Performance Rights	Class	Milestone	Expiry Date
Mr Peter Duerden	2,500,000	A	Upon announcement by the Company on the ASX Market Announcements Platform of a minimum of 500,000 ounces of Inferred, Indicated and /or Measured Resources, at a minimum lower cut-off grade of 0.5 grams per tonne of gold at any of the Projects, reported in accordance with the JORC Code (2012).	The date that is four (4) years from the date of issue of the Performance Rights.
	2,500,000	B	Upon announcement by the Company on the ASX Market Announcements Platform of a minimum of 1,000,000 ounces of Inferred, Indicated and /or Measured Resources, at a minimum lower cut-off grade	The date that is four (4) years from the date of issue of the Performance Rights.

Recipient	Number of Performance Rights	Class	Milestone	Expiry Date
			of 0.5 grams per tonne of gold at any of the Projects, reported in accordance with the JORC Code (2012).	
Dr Darryl Clark	1,500,000	A	As stated above for Tranche A.	The date that is four (4) years from the date of issue of the Performance Rights.
	1,500,000	B	As stated above for Tranche B.	The date that is four (4) years from the date of issue of the Performance Rights.
Mr Andrew Stewart	750,000	A	As stated above for Tranche A.	The date that is four (4) years from the date of issue of the Performance Rights.
	750,000	B	As stated above for Tranche B.	The date that is four (4) years from the date of issue of the Performance Rights.

The terms and conditions of the Performance Rights are set out in Schedule 1.

Resolution 2 to Resolution 4 seek Shareholder approval for the issue of the Performance Rights to the Related Parties.

2.2 Director recommendation

Each Director has a material personal interest in the outcome of Resolution 2 to Resolution 4 on the basis that all of the Directors (or their nominees) are to be issued Performance Rights should Resolution 2 to Resolution 4 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolution 2 to Resolution 4 of this Notice.

2.3 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 Performance Rights to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As the Performance Rights are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the

Performance Rights. Accordingly, Shareholder approval for the issue of Performance Rights to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

2.4 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 issue of Performance Rights 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 2 to Resolution 4 seek the required Shareholder approval for the issue of the Performance Rights under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

2.5 Technical information required by Listing Rule 14.1A

If each of Resolution 2, Resolution 3 and Resolution 4 are passed, the Company will be able to proceed with the issue of the Performance Rights to the Related Parties 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 Performance Rights (because approval is being obtained under Listing Rule 10.11), the issue of the Performance Rights will not use up any of the Company's 15% annual placement capacity.

If any of Resolution 2, Resolution 3 and Resolution 4 are not passed, the Company will not be able to proceed with the issue of the Performance Rights to the Related Party in respect of which the Resolution was not passed.

2.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolution 2 to Resolution 4:

- (a) the Performance Rights will be issued to the following persons:
 - (i) Mr Peter Duerden (or his nominee) pursuant to Resolution 2;
 - (ii) Dr Darryl Clark (or his nominee) pursuant to Resolution 3; and
 - (iii) Mr Andrew Stewart (or his nominee) pursuant to Resolution 4,
 each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;
- (b) the maximum number of Performance Rights to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is 9,500,000 Performance Rights comprising:
 - (i) 2,500,000 Tranche A Performance Rights and 2,500,000 Tranche B Performance Rights to Mr Peter Duerden (or his nominee) pursuant to Resolution 2;
 - (ii) 1,500,000 Tranche A Performance Rights and 1,500,000 Tranche B Performance Rights to Dr Darryl Clark (or his nominee) pursuant to Resolution 3; and
 - (iii) 750,000 Tranche A Performance Rights and 750,000 Tranche B Performance Rights to Mr Andrew Stewart (or his nominee) pursuant to Resolution 4,
- (c) the terms and conditions of the Performance Rights are set out in Schedule 1;
- (d) the Performance Rights 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 Performance Rights will occur on the same date;
- (e) the issue price of the Performance Rights will be nil. The Company will not receive any other consideration in respect of the issue of the Performance Rights (other than in respect of funds received on exercise of the Performance Rights);
- (f) the purpose of the issue of the Performance Rights is to provide a performance linked incentive component in the remuneration package for the Related Parties to align the interests of the Related Parties with those of Shareholders, to motivate and reward the performance of the Related Parties in their roles as Directors and to provide a cost effective way from the Company to remunerate the Related Parties, 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 the Related Parties;
- (g) the Performance Rights are unquoted Performance Rights . The Company has agreed to issue the Performance Rights to the Related Parties subject to Shareholder approval for the following reasons:
 - (i) the Performance Rights are unquoted; therefore, the issue of the Performance Rights 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 Performance Rights is also beneficial to the Company as it means the Related Parties are not required to immediately sell the Performance Rights 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 Performance Rights on the terms proposed;
- (h) the number of Performance Rights 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 Performance Rights 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 are set out below:

Related Party	Current Financial Year Ended 31 December 2023	Previous Financial Year Ended 31 December 2022
Mr Peter Duerden	\$341,000 ¹	\$491,365 ²
Dr Darryl Clark	\$85,000 ³	\$80,494 ⁴
Mr Andrew Stewart	\$50,000 ⁵	Nil ⁶

Notes:

1. Comprising salary of \$341,000 inclusive of superannuation (excluding the value of the Options).
2. Comprising Directors' fees and salary of \$302,543, a superannuation payment of \$31,026 and share-based payments of \$157,796. Mr Peter Duerden (appointed 10 January 2022).
3. Comprising Chairman's fee of \$85,000 inclusive of superannuation (excluding the value of the Options). Mr Clark was appointed Chairman on 4 September 2023
4. Comprising Directors' fees and salary of \$45,352, a superannuation payment of \$4,648 and share-based payments of \$30,494.
5. Comprising Director's fee of \$50,000 inclusive of superannuation (excluding the value of the Options).
6. Mr Andrew Stewart was appointed as a Director on 4 September 2023.

- (j) the value of the Performance Rights and the pricing methodology is set out in Schedule 2;

- (k) the Performance Rights are not being issued under an agreement;
- (l) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

As at the date of this Notice

Related Party	Shares ¹	Options	Undiluted	Fully Diluted
Mr Peter Duerden ²	1,647,943	1,833,336 ³	1.38%	2.69%
Dr Darryl Clark ⁴	557,554	1,000,000 ³	0.47%	8.15%
Mr Andrew Stewart	Nil	Nil	-	-

Post issue of the Options to Related Parties

Related Party	Shares ¹	Options	Performance Rights
Mr Peter Duerden	1,647,943	1,833,336	5,000,000 ⁵
Dr Darryl Clark	557,554	1,000,000	3,000,000 ⁶
Mr Andrew Stewart	Nil	Nil	1,500,000 ⁷

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: BAT).
2. Comprising 128,206 Shares held by P B & EL Duerden (Gondwana S/F Acc), an entity of which Mr Duerden controls, 1,519,737 Shares and 1,833,336 Zepo Options held by Duerden Investments Pty Limited, an entity of which Mr Duerden is a director (on a post-consolidation basis). Refer to the Appendix 3Y dated 14 June 2023.
3. Unquoted zero exercise price Options exercisable each on or before 31 January 2027 (**Zepo Options**).
4. Comprising 557,554 Shares and 1,000,000 Zepo Options held directly by Mr Clark (on a post-consolidation basis). Refer to the Appendix 3Y dated 14 June 2023.
5. Shareholder approval for these Performance Rights is being sought pursuant to Resolution 2.
6. Shareholder approval for these Performance Rights is being sought pursuant to Resolution 3.
7. Shareholder approval for these Performance Rights is being sought pursuant to Resolution 4.

- (m) if the Performance Rights issued to the Related Parties are exercised and converted into Shares, a total of 9,500,000 Shares would be issued. This will increase the number of Shares on issue from 119,604,498 (being the total number of Shares on issue as at the date of this Notice) to 129,104,498 (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 7.36%, comprising 3.87% by Mr Peter Duerden, 2.32% by Dr Darryl Clark and 1.16% by Mr Andrew Stewart.

The market price for Shares during the term of the Performance Rights would normally determine whether the Performance Rights are exercised. If, at any time any of the Performance Rights are exercised and

converted into Shares and the Shares are trading on ASX at a price that is higher than the exercise price of the Performance Rights, 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	\$0.14	21 July 2023
Lowest	\$0.028	9 October 2023
Last	\$0.043	8 November 2023

- (o) 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 Resolution 2 to Resolution 4; and
- (p) a voting exclusion statement is included for each of Resolution 2, Resolution 3 and Resolution 4 of the Notice.

3. RESOLUTION 5 – APPROVAL TO ISSUE CONSIDERATION SHARES

3.1 Acquisition

As announced on 17 October 2023, the Company has executed a binding heads of agreement with Yanbulla Mining Pty Ltd (ACN 110 719 723) (**Vendor**) to acquire 100% of the issued share capital of Deep Ore Discovery Pty Ltd (ACN 162 375 466) (**Deep Ore**) (**Agreement**), which holds EL5238 which comprises the **Spur Project** in the heart of the highly prospective Lachlan Fold Belt (**Acquisition**).

Completion of the Acquisition is subject to and conditional upon a number of conditions precedent, including financial and legal due diligence, obtaining any necessary third-party consents and the Company obtaining all necessary shareholder and regulatory approvals for the Acquisition.

On completion of the Agreement, in consideration for the Acquisition, the Company agreed to:

- (a) issue 15,000,000 Shares at a deemed price of \$0.04 per Share (**Consideration Shares**), which will be subject to a voluntary escrow period of twelve (12) months from the date of completion of the Acquisition;
- (b) issue:
- (i) 10,000,000 Options, exercisable at \$0.08 and expiring 5 years from issue (**Tranche 1 Options**); and
 - (ii) 30,000,000 Options, exercisable at \$0.16 and expiring 5 years from the date of issue (**Tranche 2 Options**),
- (together, the **Consideration Options**).

The Company has also agreed to grant the Vendor (or its nominee) a 2.5% net smelter royalty in respect of all minerals extracted from EL5238 (being the exploration licence comprising the Spur Project).

Please refer to Schedule 4 for a summary of the material terms of the Agreement.

3.2 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 shares it had on issue at the start of that period.

The proposed issue of the Consideration Shares does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching 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 under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

3.3 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 Consideration Shares. In addition, the issue of the Consideration Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Consideration Shares will not be issued.

Resolution 5 is independent of Resolution 1 to Resolution 4 and Resolution 6 to Resolution 7.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Consideration Shares.

3.4 Technical information required by Listing Rule 7.1

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

- (a) the Consideration Shares will be issued to the Vendor;
- (b) the maximum number of Consideration Shares to be issued is 15,000,000. The Consideration Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Consideration Shares will occur on the on the same date;
- (d) the Consideration Shares will be issued at a nil issue price, in consideration for the Acquisition;
- (e) the purpose of the issue of the Consideration Shares is to satisfy the Company's obligations under the Agreement;

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

4. RESOLUTION 6 – APPROVAL TO ISSUE TRANCHE 1 OPTIONS

4.1 General

As detailed in Section 3.1, the Company is seeking shareholder approval to issue up to 10,000,000 Tranche 1 Options to the Vendor in part consideration for the Acquisition.

As summarised in Section 3.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Tranche 1 Options does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching 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 under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Tranche 1 Options. In addition, the issue of the Tranche 1 Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1. Receipt of Shareholder approval for the issue of the Tranche 1 Options is a condition precedent to completion of the Acquisition. Accordingly, if Resolution 6 is not passed, the Acquisition may not be able to complete. In this scenario, the Company may seek to negotiate alternative forms of consideration with the Vendor.

Resolution 6 is independent of Resolutions 1 to 5 and 7.

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Tranche 1 Options.

4.3 Technical information required by Listing Rule 7.1

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

- (a) the Tranche 1 Options will be issued to the Vendor;
- (b) the maximum number of Tranche 1 Options to be issued is 10,000,000. The terms and conditions of the Consideration Options are set out in Schedule 3;

- (c) the Tranche 1 Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Tranche 1 Options will occur on the same date;
- (d) the Tranche 1 Options will be issued at a nil issue price, in consideration for the Acquisition;
- (e) the purpose of the issue of the Tranche 1 Options is to satisfy the Company's obligations under the Agreement;
- (f) the Tranche 1 Options are being issued to the Vendor under the Agreement. A summary of the material terms of the Agreement is set out in Schedule 4; and
- (g) the Tranche 1 Options are not being issued under, or to fund, a reverse takeover.

5. RESOLUTION 7 – APPROVAL TO ISSUE TRANCHE 2 OPTIONS

5.1 General

As detailed in Section 3.1, the Company is seeking shareholder approval to issue up to 30,000,000 Tranche 2 Options to the Vendor in part consideration for the Acquisition.

As summarised in Section 3.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Tranche 2 Options does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching 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 under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

5.2 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Tranche 2 Options. In addition, the issue of the Tranche 2 Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

Receipt of Shareholder approval for the issue of the Tranche 2 Options is a condition precedent to completion of the Acquisition. Accordingly, if Resolution 7 is not passed, the Acquisition may not be able to complete. In this scenario, the Company may seek to negotiate alternative forms of consideration with the Vendor.

Resolution 7 is independent of Resolutions 1 to 6.

Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Tranche 2 Options.

5.3 Technical information required by Listing Rule 7.1

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

- (a) the Tranche 2 Options will be issued to the Vendor;
- (b) the maximum number of Tranche 2 Options to be issued is 30,000,000. The terms and conditions of the Consideration Options are set out in Schedule 3;
- (c) the Tranche 2 Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Tranche 2 Options will occur on the same date;
- (d) the Tranche 2 Options will be issued at a nil issue price, in consideration for the Acquisition;
- (e) the purpose of the issue of the Tranche 2 Options is to satisfy the Company's obligations under the Agreement;
- (f) the Tranche 2 Options are being issued to the Vendor under the Agreement. A summary of the material terms of the Agreement is set out in Schedule 4; and
- (g) the Tranche 2 Options are not being issued under, or to fund, a reverse takeover.

GLOSSARY

\$ means Australian dollars.

Agreement has the meaning given in Section 3.1.

Acquisition has the meaning given in Section 3.1.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Market Announcements Platform means the ASX platform www.asx.com.au under the Company's ASX ticker code 'BAT'.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Battery Minerals Limited (ACN 152 071 095).

Consideration Options has the meaning given in Section 3.1.

Consideration Shares has the meaning given in Section 3.1.

Constitution means the Company's constitution.

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

Deep Ore means Deep Ore Discovery Pty Ltd (ACN 162 375 466).

Directors means the current directors of the Company.

EL 5238 has the meaning five in Schedule 4.

Explanatory Statement means the explanatory statement accompanying the Notice.

Inferred, Indicated and /or **Measured Resources** have the meaning given in the JORC Code.

JORC Code means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 edition (or the most recent edition when reference is made to it).

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Performance Rights has the meaning given in Section 2.1.

Projects means the Company's current projects, being the Stavely-Stawell Project and the Acura Project, the Spur Project, and all future projects acquired by the Company.

Proxy Form means the proxy form accompanying the Notice.

Related Parties has the meaning given in Section 2.1.

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.

Spur Project has the meaning given in Section 3.1.

Tenement has the meaning given in Schedule 4.

Tranche A Performance Rights has the meaning given in Section 2.1.

Tranche B Performance Rights has the meaning given in Section 2.1.

Tranche 1 Options has the meaning given in Section 3.1.

Tranche 2 Options has the meaning given in Section 3.1. **Vendor** means Yanbulla Mining Pty Ltd (ACN 110 719 723).

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

SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

The following is a summary of the key terms and conditions of the Performance Rights:

(a) **Milestones**

The Performance Rights will vest upon satisfaction of the following milestones:

- (i) **Tranche A:** upon announcement by the Company on the ASX Market Announcements Platform of a minimum of 500,000 ounces of Inferred, Indicated and /or Measured Resources, at a minimum lower cut-off grade of 0.5 grams per tonne of gold at any of the Projects reported in accordance with the JORC Code (2012); and
- (ii) **Tranche B:** upon announcement by the Company on the ASX Market Announcements Platform of a minimum of 1,000,000 ounces of Inferred, Indicated and /or Measured Resources, at a minimum lower cut-off grade of 0.5 grams per tonne of gold reported at any of the Projects in accordance with the JORC Code (2012),

(together, the **Milestones** and each, a **Milestone**).

(b) **Notification to holder**

The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

(c) **Conversion**

Subject to paragraph (o), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.

(d) **Expiry Date**

Each Performance Right shall otherwise expire on or before the date that is four (4) years from the date of issue (**Expiry Date**). If the relevant Milestone attached to the Performance Right has not been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.

(e) **Consideration**

The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.

(f) **Share ranking**

All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other existing Shares.

(g) **Application to ASX**

The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

(h) **Timing of issue of Shares on conversion**

Within 5 business days after the date that the Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
- (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 conversion of the Performance Rights.

If a notice delivered under paragraph (h)(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.

(i) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(j) **Participation in new issues**

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.

(k) **Reorganisation of capital**

If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

(l) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) no changes will be made to the Performance Rights.

(m) **Dividend and voting rights**

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(n) **Change in control**

Subject to paragraph (o), upon:

- (i) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
 - (A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
 - (B) having been declared unconditional by the bidder; or
- (ii) a Court granting orders approving a 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) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Milestones, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.

(o) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of a Performance Right under paragraphs (c) or (n) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001 (Cth)* (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and
- (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (o)(i) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

(p) **No rights to return of capital**

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(q) **Rights on winding up**

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(r) **ASX Listing Rule compliance**

The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.

(s) **No other rights**

A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 2 – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued to the Related Parties pursuant to Resolution 2 to Resolution 4 have been valued by internal management. Internal management's assessment of the value of the Performance Rights is based on an assessment of the likelihood of achieving the relevant Milestones, which it has determined to be 60% for the Tranche A Performance Rights and 30% for the Tranche B of the Performance Rights. The value of the Performance Rights on this basis, using the closing share price on 8 November 2023 of \$0.043, is as follows,

Tranche A Performance Rights \$0.026 per Performance Right.

Tranche B Performance Rights \$0.013 per Performance Right.

SCHEDULE 3 – TERMS AND CONDITIONS OF THE CONSIDERATION OPTIONS

(a) Entitlement

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

(b) Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each Option will be:

(i) **Tranche 1 Options:** \$0.08 (eight cents); and

(ii) **Tranche 2 Option:** \$0.16 (sixteen cents),

(each the **Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00 pm (WST) on the date that is 5 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

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

(e) Notice of Exercise

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

(f) Exercise Date

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

(g) Timing of issue of Shares on exercise

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

(i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

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

(h) Shares issued on exercise

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

(i) Reconstruction of capital

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

(j) Participation in new issues

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

(k) Change in exercise price

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

(l) Transferability

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

SCHEDULE 4 – MATERIAL TERMS OF BINDING HEADS OF AGREEMENT

The Company has entered into an Agreement with the Vendor to acquire 100% of the issued capital in Deep Ore. A summary of the material terms of the Agreement is set out below:

Acquisition	The Company agreed to acquire, and the Vendor agreed to sell, 100% of the fully paid ordinary shares in the capital of Deep Ore (Deep Ore Shares), free from encumbrances or other third party rights (Acquisition). Deep Ore is the registered holder of Exploration Licence No. 5238 (Act 1992) (Tenement). EL 5238 forms a mineral exploration project known as the 'Spur Project'.
Consideration	Subject to the terms and conditions of the Agreement, in consideration for the Acquisition, the Purchaser agreed to: (a) issue 15,000,000 Shares at a deemed issue price of \$0.04 per Share (Consideration Shares); and (b) issue: (i) 10,000,000 Options exercisable at \$0.08 and expiring 5 years from issue (Tranche 1 Options); and (ii) 30,000,000 Options, exercisable at \$0.16 and expiring 5 years from the date of issue (Tranche 2 Options), (together, the Consideration Options), to the Vendor (or its nominee(s)). The Consideration Shares and Consideration Options are herein referred to as the Consideration Securities. The Vendor agreed that the Consideration Shares will be subject to a 12 month voluntary escrow period during which time the Consideration Shares will be subject to a holding lock.
Royalty	The Purchaser agreed to grant the Vendor a royalty equal to 2.5% of the net smelter return generated in respect of the minerals extracted from the Tenement (Royalty), to be documented in a net smelter royalty agreement (based on the AMPLA Model Minerals Royalty Deed) to be entered into between the Vendor and the Purchaser in respect of the Royalty (Royalty Deed).
Conditions Precedent	Settlement of the Acquisition (Settlement) is conditional upon the satisfaction (or waiver) of the following conditions precedent: (a) completion of financial, legal and technical due diligence by the Purchaser on Deep Ore and the Tenement, to the absolute satisfaction of the Purchaser within two (2) months from the date on which this Agreement is executed by the Parties (Execution Date); and (b) the Purchaser and Deep Ore obtaining all third party approvals and consents necessary to lawfully complete the matters set out in this Agreement; (together, the Conditions Precedent).
Settlement	Settlement will occur on that date which is 5 Business Days after the satisfaction (or waiver) of the last of the Conditions Precedent, or such other date as the Parties may agree in writing (Settlement Date).

The Agreement otherwise contains terms and conditions considered standard for an agreement of this nature.

PROXY FORM

Your proxy voting instruction must be received by **10.00am (AEDT) on Wednesday, 13 December 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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