
RESOURCE BASE LIMITED
ACN 113 385 425
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.00 am (WST)

DATE: Wednesday 27 November 2024

PLACE: Minerva Corporate
Level 8, 99 St Georges Terrace
Perth WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm (WST) on 25 November 2024.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 (08) 9486 4036.

IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at Minerva Corporate, Level 8, 99 St Georges Terrace, Perth WA 6000 on Wednesday, 27 November 2024 at 11:00am (WST).

Your vote is important

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

Voting in person

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

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 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.

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

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances: Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9486 4036.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024."

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

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

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR BRENT PALMER

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

"That, Brent Palmer, who retires in accordance with Listing Rule 14.4 and clause 14.2 of the Company's Constitution and, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE UNDER LR7.1 – PLACEMENT 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 ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the prior issue of 12,331,552 Shares on the terms and conditions set out in the Explanatory Statement."

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

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE UNDER LR7.1A – PLACEMENT 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 ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the prior issue of 8,268,448 Shares on the terms and conditions set out in the Explanatory Statement."

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

5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES – TRANCHE 2 PLACEMENT

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 9,900,000 Shares to the Unrelated Investors on the terms set out in the Explanatory Statement."

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

6. RESOLUTION 6 – PARTICIPATION OF BRENT PALMER IN THE PLACEMENT

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Shares to Brent Palmer (or his nominee) 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 – PARTICIPATION OF MAURICE FEILICH IN THE PLACEMENT

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Shares to Maurice Feilich (or his nominee) on the terms and conditions set out in the Explanatory Statement."

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

8. RESOLUTION 8 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

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

"That, for the purposes ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 2,000,000 Lead Manager Options on the terms set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL OF 7.1A MANDATE

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

"That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in this Explanatory Statement."

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

Voting Prohibition and Exclusion Statements

Resolution 1 – Adoption of Remuneration Report	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolutions 3 and 4 – Ratification of Placement	The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue of shares under the Tranche 1 Placement (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Unrelated Investors) or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolutions 3 and 4 by: (a) a person as proxy or attorney for a person who is entitled to vote on Resolutions 3 and 4, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolutions 3 and 4, in accordance with a direction given to the Chair to vote on this 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.
Resolution 5 – Approval to issue Shares – Tranche 2 Placement	The Company will disregard any votes cast in favour of the Resolution by or on behalf of 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 the Unrelated Investors) 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 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.
Resolutions 6 and 7 – Director participation in the Placement	Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolutions 6 and 7 by or on behalf of the Participating Directors (or their nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons. However, this does not apply to a vote cast in favour of Resolutions 6 and 7 by: (a) a person as a proxy or attorney for a person who is entitled to vote on Resolutions 6 and 7, in accordance with the directions given to the proxy or attorney to vote on Resolutions 6 and 7 in that way; or (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolutions 6 and 7, in accordance with a direction given to the Chair to vote on Resolutions 6 and 7 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.

Resolution 8 – Approval to Issue Lead Manager Options	The Company will disregard any votes cast in favour of the Resolution by or on behalf of any 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, Taylor Collison or its nominees) or any associates of 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.
Resolution 9 – Approval of 7.1 A Mandate	The Company will disregard any votes cast in favour of the Resolution by or on behalf of any 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, if the Resolution is passed or any associates of 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.

Dated: 24 October 2024

By order of the Board



Daniel Smith
Company Secretary

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.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

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

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

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

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

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

1.2 Voting consequences

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

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

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

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

1.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – BRENT PALMER

2.1 General

Pursuant to clause 14.2 of the Company's Constitution, at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third, shall retire from office provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. A retiring Director is eligible for re-election. An election of Directors shall take place each year.

In determining the number of Directors to retire, no account is to be taken of:

- (a) a Director appointed as an additional Director and who only holds office until the next annual general meeting pursuant to clause 14.4 of the Company's Constitution; and/ or
- (b) a Managing Director,

each of whom are exempt from retirement by rotation.

Brent Palmer retires by rotation in accordance with Listing Rule 14.4 and clause 14.2 of the Company's Constitution, and, being eligible, offers himself for re-election.

Details of Mr Palmer's background and experience are included in the Company's 2024 Annual Report.

2.2 Board recommendation

The Board considers that Mr Palmer's skills and experience will enhance the Board's ability to perform its role. Accordingly, the Board (other than Mr Palmer) supports the election of Mr Palmer and recommends that Shareholders vote in favour of Resolution 2.

3. BACKGROUND TO RESOLUTIONS 3 TO 7

On 18 October 2024, the Company announced that it had received commitments to raise up to a total of \$975,000 (before costs) through a two-tranche placement of 32,500,000 fully paid ordinary shares in the capital of the Company (**Shares**) at an issue price of 3 cents per Share (**Placement**). The Placement was split into two tranches: \$620,000 to unrelated investors (the subject of Resolutions 3 and 4) and up to \$255,000 from unrelated and related investors (the subject of Resolutions 5 to 7).

The Shares issued under the Placement will be issued in two tranches:

- (a) the first tranche comprises 20,400,000 Shares which are to be issued on or about 24 October 2024 (**Tranche 1 Placement**) as follows:
 - (i) 12,331,552 Shares are agreed to be issued pursuant to the Company existing placement capacity under ASX Listing Rule 7.1 to the Tranche 1 Placement unrelated investors (**Unrelated Investors**) (ratification of which is sought pursuant to Resolution 3); and

- (ii) 8,268,448 Shares were issued pursuant to the Company's 7.1A mandate which was approved by Shareholders at the annual general meeting held on 23 November 2023 ASX Listing Rule 7.1A to the Tranche 1 Placement unrelated investors (**Unrelated Investors**) (ratification of which is sought pursuant to Resolution 4); and
- (b) the second tranche comprises 11,900,000 Shares (**Tranche 2 Placement**) to be issued as follows:
 - (i) 9,900,000 Shares to be issued to Tranche 2 Placement unrelated investors (**Unrelated Investors**) subject to Shareholder approval being sought under Resolution 5; and
 - (ii) 2,000,000 Shares to be issued to Directors (or their nominees) subject to Shareholder approval being sought under Resolutions 6 and 7.

The purpose of the Placement is to raise up to \$975,000 before costs which the Company intends to apply towards advancing exploration at its Canadian and Australian projects and for general working capital.

The Company engaged the services of Taylor Collison Limited (ACN 008 172 450) (AFSL 247083) (**Taylor Collison**) (the **Lead Manager**) to act as lead manager to the Placement by way of a lead manager mandate (**Mandate**). The material terms of the Mandate are as follows:

- (a) (**Fees**) in consideration for the Lead Manager services the Company will pay Taylor Collison a management and selling fee of 6% of proceeds raised from the Placement.
- (b) (**Lead Manager Options**): in consideration for the Lead Manager services the Company will issue Taylor Collison with 2 million options with an exercise price of 10c and an expiration three (3) years from date of issue.
- (c) (**Expenses**): the Company will reimburse the Lead Manager for reasonable expenses arising in connection with its engagement. Individual expenses over \$2,000 will only be reimbursed if approved in advance by the Company.
- (d) (**Right of First Refusal**): the Company will offer the Lead Manager the first right to act as lead manager for a future capital raising within 12 months from completion of the Placement.
- (e) (**Termination**): either party may terminate the Mandate upon 14 days written notice to the other party, with or without cause. In such circumstances, the Lead Manager will invoice the Company for all outstanding charges incurred up to the date of termination.
- (f) (**Lock-up and other financing**): prior to the allotment of any of the Placement securities:
 - (i) the Lead Manager will have the benefit of a clear market in that no other equity or debt financing of any type will be made by the Company without the Lead Manager's consent, which cannot be unreasonably withheld or delayed; and
 - (ii) the Company will not enter into any material agreement or commitment which contains substantial or onerous obligations without the Lead Manager prior consent, which cannot be unreasonably withheld or delayed.

The Mandate otherwise contains terms and conditions that are standard for an agreement of its nature.

4. RESOLUTIONS 3 AND 4 – RATIFICATION OF PRIOR ISSUE OF SHARES – PLACEMENT

4.1 Background

As detailed in Section 3, Resolutions 3 and 4 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 20,600,000 Shares issued under the Placement at an issue price of 3 cents per Share to raise \$618,000 before costs (**Placement Shares**).

4.2 Resolution 3 – Listing Rules 7.1 and 7.4

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.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.3 Resolution 4 – Listing Rule 7.1A and 7.4

Listing Rule 7.1A provides that an “Eligible Entity” may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the annual general meeting. This extra 10% capacity is in addition of the Company’s 15% capacity under Listing Rule 7.1. The Company confirms that it is an “Eligible Entity” and that it obtained approval from Shareholders at its last annual general meeting for this placement capacity in accordance with the Listing Rules.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rule 7.1A) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1A.

By ratifying this issue, the Company will retain the flexibility to issue Equity Securities in the future up to the 10% annual placement capacity as set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

4.4 Technical information required by Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following in relation to Resolutions 3 and 4:

- (a) 20,600,000 Placement Shares were issued on the following basis:
 - (i) 12,331,552 shares issued pursuant to Listing Rule 7.1; and
 - (ii) 8,268,448 shares issued pursuant to Listing Rule 7.1A;
- (b) the issue price of the Placement Shares was \$0.03 per Share;
- (c) the Shares are ordinary fully paid shares in the capital of the Company and rank equally in all respects with the existing Shares on issue;

- (d) the Shares will be issued to the Unrelated Investors being professional and sophisticated investors and clients of the Lead Managers and are not related parties of the Company. The Unrelated Investors were identified through a bookbuild process, which involved the Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (e) the Shares were issued on 24 October 2024; and
- (f) the Company has and intends to use funds raised pursuant to the Placement as follows:
 - (i) Various exploration programs across the Company's portfolio of projects in Canada and Australia;
 - (ii) Costs of the Offer; and
 - (iii) general working capital requirements.
- (g) Other than those set out in this section, there are no other material terms in relation to the issues.

If Resolution 3 is passed, the issue will be excluded in calculating Resource Base's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 3 is not passed, the issue will be included in calculating Resource Base's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 4 is passed, the issue will be excluded in calculating Resource Base's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 4 is not passed, the issue will be included in calculating Resource Base's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

The Board unanimously recommend Shareholders vote in favour of Resolutions 3 and 4.

5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES – TRANCHE 2 PLACEMENT – UNRELATED INVESTORS

5.1 Background

As detailed in Section 4, Resolution 5 seeks Shareholder approval for the issue of 9,900,000 Shares to Unrelated Investors under the Tranche 2 Placement at an issue price of 3 cents per Share (**Tranche 2 Placement Shares**).

Listing Rules 7.1 and 7.1A are summarised in Section 4.1 above.

The proposed issue of the Tranche 2 Placement Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 Placement 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 this Resolution is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and will not be able to raise the additional \$297,000 (before costs) subscribed for by subscribers for the Tranche 2 Placement Shares.

5.3 Technical information required by ASX Listing Rule 7.1

For the purposes of Listing Rule 7.3 the following information is provided to Shareholders in relation to this Resolution:

- (a) the Shares will be issued to the Unrelated Investors being professional and sophisticated investors and clients of the Lead Managers and are not related parties of the Company. The Unrelated Investors were identified through a bookbuild process, which involved the Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Tranche 2 Placement Shares to be issued is 9,900,000. The Tranche 2 Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Tranche 2 Placement 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 Tranche 2 Placement Shares will occur progressively;
- (e) the issue price of the Tranche 2 Placement Shares will be 3 cents per Tranche 2 Placement Share. The Company will not receive any other consideration for the issue of the Tranche 2 Placement Shares;
- (f) the purpose of the issue of the Tranche 2 Placement Shares is to raise a further \$297,000 before costs under the Placement which the Company intends to use in manner as set out in Section 4 of this Notice;
- (g) the Tranche 2 Placement Shares were issued to under the Mandate. A summary of the material terms of the Mandate is set out in Section 4; and
- (h) the Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover.

6. RESOLUTIONS 6 AND 7 - PARTICIPATION OF DIRECTORS IN THE PLACEMENT

6.1 Background

As detailed in Section 3, certain Directors, being Brent Palmer and Maurice Feilich (the **Participating Directors**) wish to participate in the Placement on the same terms as the unrelated participants in the Placement.

Resolutions 6 and 7 seek Shareholder approval for the issue of:

- (a) up to 1,000,000 Shares to Brent Palmer (or his nominee); and
- (b) up to 1,000,000 Shares to Maurice Feilich (or his nominee),

(together, **Director Placement Shares**).

6.2 Chapter 2E of the Corporations Act

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

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

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

The issues of the Director Placement Shares would constitute the giving of a financial benefit and Messrs Palmer and Feilich are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Palmer who abstained) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Resolution 5 because the Shares will be issued to Mr Palmer (or his nominee) are on the same terms as Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms, an exception under section 210 of the Corporations Act.

The Directors (other than Mr Feilich who abstained) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Resolution 6 because the Shares will be issued to Mr Feilich (or his nominee) are on the same terms as Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms, an exception under section 210 of the Corporations Act.

6.3 ASX Listing Rule Requirements

ASX Listing Rule 10.11 also requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Directors are related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Resolutions 6 and 7 seek Shareholder approval for the issues of the Director Placement Shares under and for the purposes of Listing Rule 10.11.

If Resolutions 6 and 7 are passed, the Company will be able to proceed with the issue of the Director Placement Shares within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and will raise additional funds (of \$60,000) which will be used in the manner set out in Section 4 above.

As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Director Placement Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 6 and 7 are not passed, the Company will not be able to proceed with the issue of the Director Placement Shares.

6.4 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares:

- (a) the Director Placement Shares will be issued to the following persons:
 - (i) Brent Palmer (or his nominee) (Resolution 6); and
 - (ii) Maurice Feilich (or his nominees) (Resolution 7),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 Director Placement Shares to be issued is 2,000,000 in the following proportions:
 - (i) 1,000,000 Shares to Brent Palmer (or his nominee) (Resolution 6); and
 - (ii) 1,000,000 Shares to Maurice Feilich (or his nominees) (Resolution 7),
- (c) the Director Placement Shares issued will be fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares;
- (d) the Company will issue the Director Placement Shares by no later than one 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);
- (e) the issue price will be 3 cents per Director Placement Share, being the same as all other Shares issued to other participants in the Placement. The Company will not receive any other consideration for the issue of the Shares;
- (f) the purpose of the issue of Director Placement Shares is to raise a further \$60,000 before costs under the Placement which the Company intends to use in manner as set out in Section 3 of this Notice;
- (g) the Director Placement Shares to be issued are not intended to remunerate or incentivise the Directors;
- (h) the Director Placement Shares are not being issued under an agreement; and
- (i) a voting exclusion statement is included in respect of Resolutions 6 and 7.

7. RESOLUTION 8 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

7.1 Background

As outlined in section 3, Resolution 8 seeks Shareholder approval to issue the Options to Taylor Collison (or its nominees) (**Options**).

The effect of Resolution 8 will be to allow the Company to issue the Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

7.2 ASX Listing Rules 7.1 & 7.4

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 proposed issue to Taylor Collison does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 8 seeks Shareholder approval to the issue under and for the purposes of Listing Rule 7.4.

7.3 Information ASX Listing Rule Requirements

In accordance with ASX Listing Rule 7.3 the following information is provided in relation to the issue:

- (a) the securities will be issued to Taylor Collison (or its nominees), who is not a person to whom Listing Rule 10.11 applies.
- (b) the maximum number of Options to be issued is 2,000,000.
- (c) the Options have an exercise price of \$0.10 and expiring 3 years from the date of issue, and otherwise on the terms in Schedule 1.
- (d) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date.
- (e) the Options are being issued to Taylor Collison as part consideration for the Placement announced on 18 October 2024.
- (f) A voting exclusion statement is included in the Notice.

If Resolution 8 is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue Date.

If Resolution 8 is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue.

8. RESOLUTION 9 – APPROVAL OF 7.1A MANDATE

8.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period, to 15% of the fully paid ordinary securities it had on issue at the start of that period.

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

An 'eligible entity' means an entity that is not included in the S&P/ASX300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$2.9 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 15 October 2024).

Resolution 9 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Shareholders approve Resolution 8, the Company will be able to issue Equity Securities up to the combined 25% limited in Listing Rule 7.1 and 7.1A without any further Shareholder approval.

If Resolution 9 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Resolution 9 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders entitled to vote on the Resolution must be in favour of Resolution 8 for it to be passed.

8.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

8.3 Technical information required by Listing Rule 7.1A

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

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

Equity Securities under the 7.1A Mandate may be issued until the earlier of:

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

(b) Minimum Price

Pursuant to Listing Rule 7.1A, Equity Securities must be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date above, the date on which the Equity Securities are issued.

Equity Securities that may be issued under Listing Rule 7.1A will only be in an existing quoted class of securities and be issued for cash consideration only.

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

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the exploration and development of the Company's existing assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), to repay debt or to fund working capital.

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

The issue of Equity Securities under the 7.1A Mandate will result in dilution of the interests of existing Shareholders who do not receive any Shares under the issue. There is also the risk that:

- (i) the market price for Equity Securities in that class may be significantly lower on the issue date than on the date of this Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

If Resolution 9 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2 on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 15 October 2024.

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

Number of Shares on Issue			Dilution		
			\$0.015 50% decrease in Issue Price	\$0.03 Current Issue Price	\$0.06 100% increase in Issue Price
82,684,485 (Current)	10%	voting	8,268,448	8,268,448	8,268,448
	dilution		Shares	Shares	Shares
	Funds raised		\$124,027	\$248,053	\$496,107
124,026,728 (50% increase)	10%	voting	12,402,672	12,402,672	12,402,672
	dilution		Shares	Shares	Shares
	Funds raised		\$186,040	\$372,080	\$744,160

165,368,970 (100% increase)	10% voting dilution	16,536,897 Shares	16,536,897 Shares	16,536,897 Shares
	Funds raised	\$248,053	\$496,107	\$992,214

*The number of Shares on issue (Variable A in the formula) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future placements under Listing Rule 7.1 that are issued with Shareholder approval.

The above table is based on the following assumptions:

1. The number of Shares on issue (Variable A) is calculated as 82,684,485 being all the Shares on issue as at the date of this Notice.
2. The issue price of \$0.03 was the closing price of Shares on ASX on 15 October 2024.
3. The Company issues the maximum number of Equity Securities available under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate includes only Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The table shows only the issue of Equity Securities under the 7.1A Mandate and not under Listing Rule 7.1.
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 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

(e) Allocation policy under the 7.1A Mandate

The Company's allocation policy for issues under the 7.1A Mandate is dependent on prevailing market conditions at the time of any proposed issue. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

- (i) the methods of raising funds that are available to the Company at that time, including but not limited to, rights issues or other issues in which existing Shareholders may participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the circumstances of the Company, including, but not limited to, the financial situation and solvency of the Company;
- (iv) advice from the Company's corporate, financial and broking advisors (if applicable).

The Company has no current plans to undertake a new capital raising using its 7.1A Mandate. As such, the allottees under the 7.1A Mandate have not yet been determined. In the event that such an exercise was to be undertaken, allottees may include existing substantial Shareholders and/or new Shareholders who are not related parties, or associates of a related party, of the Company.

(f) Previous approval under Listing Rule 7.1A

The Company previously received Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 28 November 2023. No Equity Securities have been issued under Listing Rule 7.1A.2 in the 12 month period preceding the date of the Meeting. There is no circumstance that the Company has agreed before the 12 month period to issue Equity securities under Listing Rule 7.1A.2 but as at the date of the Meeting not yet issued those Equity Securities.

8.4 Board recommendation

The Board believes this Resolution is in the best interests of the company and unanimously recommend that Shareholders vote in favour of this Resolution.

8.5 Voting exclusion statement

A voting exclusion statement has been included in this Notice. However, as at the date of this Notice, the Company has not approached any persons to participate in the issue of equity securities under the 7.1A Mandate. No existing Shareholders' votes will therefore be excluded under the voting exclusion in the Notice.

GLOSSARY

\$ means Australian dollars.

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

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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 Resource Base Limited (ACN 113 385 425).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

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

Plan means the Resource Base Employee Share Plan.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2024.

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

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

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.

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

SCHEDULE 1 – LEAD MANAGER OPTION TERMS

1. Entitlement

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

2. Quotation of Options

The Company will not apply to the ASX for Official Quotation of the Options.

3. Exercise Price

The amount payable on exercise of each Option will be \$0.10 (**Exercise Price**).

4. Expiry Date

The Options will expire at 5.00pm (AEST) 3 years from issue (**Expiry Date**).

Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

5. Exercise Period

Options may be exercised at any time prior to the Expiry Date (**Exercise Period**).

6. Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Exercise Notice**) and payment of the Exercise Price, in Australian currency, for each Option being exercised.

A minimum of 50,000 Options (having a total exercise price of \$500) must be exercised at any time. Where a Shareholder holds less than 50,000 Options then they must exercise their entire holding of Options.

7. Exercise Date

Any Exercise Notice received by the Company will be deemed effective on and from the later of: (i) the date of receipt of the Exercise Notice and (ii) the date of Company's receipt of the Exercise Price, for each Option being exercised, in cleared funds (**Exercise Date**).

8. Timing of Issue of Shares on Exercise

Within 15 Business Days after a Option is validly exercised or such other period specified by the Listing Rules, the Company will:

- (a) allot and issue that number of Shares pursuant to the exercise of the Options; and
- (b) if admitted to the official list of the ASX at the time, apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options.

9. Shares Issued on Exercise

Shares issued pursuant to the exercise of the Options will rank equally with the then issued Shares of the Company.

10. Participation in New Issues

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

11. Reconstruction of Capital

If at any time the issued share capital of the Company is reconstructed, all rights of a Option holder will be varied to comply with the Corporations Act and the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

12. Options Transferable

The Options are transferable.

13. Change in Exercise Price

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

14. Adjustments for Rights Issues

If the Company makes a pro rate issue of Shares to existing Shareholders, there will be no adjustment to the Exercise Price of a Option.

15. Adjustment for Bonus Issue of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than in satisfaction of dividends or by way of dividend reinvestment):

- (a) The number of Shares which must be issued on the exercise of a Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
- (b) there will be no adjustment to the Exercise Price of a Option.



RESOURCE BASE

RESOURCE BASE LIMITED
ABN 57 113 385 425

RBX

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AWST) on Monday, 25 November 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Resource Base Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Resource Base Limited to be held at Minerva Corporate, Level 8, 99 St Georges Terrace, WA 6000 on Wednesday, 27 November 2024 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 marking the appropriate box in step 2.

Step 2

Items of Business

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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director – Mr Brent Palmer	☐	☐	☐
Resolution 3	Ratification of prior Issue under LR7.1 - Placement Shares	☐	☐	☐
Resolution 4	Ratification of prior Issue under LR7.1A - Placement Shares	☐	☐	☐
Resolution 5	Approval to Issue Shares – Tranche 2 Placement	☐	☐	☐
Resolution 6	Participation of Brent Palmer In the Placement	☐	☐	☐
Resolution 7	Participation of Maurice Feilich in the Placement	☐	☐	☐
Resolution 8	Approval to Issue Lead Manager Options	☐	☐	☐
Resolution 9	Approval of 7.1A Mandate	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically