# Estrella Resources Limited

# (ACN 151 155 207)

## NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

**Tuesday, 28 November 2023**

**10:00AM WST**

**Mining Corporate Boardroom**
**Level 8, 216 St Georges Terrace**
**Perth WA 6000**

The Annual Report is available online at https://www.estrellaresources.com.au/

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 (08) 9481 0389.

# NOTICE OF MEETING

Notice is given that the Annual General Meeting of Shareholders of Estrella Resources Limited (ACN 151 155 207) (**Company**) will be held at the Mining Corporate Boardroom, Level 8, 216 St Georges Terrace Perth WA on Tuesday, 28 November 2023 commencing at 10:00am WST.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders at 10:00am WST on Sunday, 26 November 2023.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

# AGENDA

## Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report.

## 1. Resolution 1 – Adoption of Remuneration Report

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

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report that forms part of the Directors' Report for the financial year ended 30 June 2023 be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."*

Please note that a vote on this Resolution is advisory only and does not bind the Directors or the Company.

**Voting Prohibition**

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

(a) the person is acting as a proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or

(b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote on a resolution connected with the remuneration of a member of the Key Management Personnel.

## 2. Resolution 2 – Re-election of Director – Mr John Kingswood

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

*"That, for the purpose of clause 14.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr John Kingswood, a Director who retires by rotation and being eligible, is re-elected as a Director with immediate effect."*

## 3. Resolution 3 – Approval of 10% Placement Facility

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

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up 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 on terms and conditions in the Explanatory Memorandum."*

**Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person (or persons) who is expected to participate in, or who will obtain a material benefit as a result of, the 10% Placement Facility (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) any Associate of that 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).

However, this does not apply to a vote case 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 directions given to the proxy or attorney to vote on the Resolution in that way;

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 4. Resolution 4 – Approval to issue Performance Rights to Director – Mr Christopher Daws

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

*"That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 12,000,000 Performance Rights to Mr Christopher Daws (and/or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Christopher Daws (and/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 reasons 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 case 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 directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way

**Voting Prohibition**

In accordance with section 224 of the Corporations Act, a vote on these Resolutions 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, this 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 note vote, on the basis of that appointment, on these Resolutions 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 the 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.

# 5. Resolution 5 – Approval to issue Performance Rights to Director – Mr Leslie Pereira

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

*"That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 12,000,000 Performance Rights to Mr Leslie Pereira (and/or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Leslie Pereira (and/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 reasons 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 case 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 directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way

**Voting Prohibition**

In accordance with section 224 of the Corporations Act, a vote on these Resolutions 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 5 Excluded Party**). However, this 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 5 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must note vote, on the basis of that appointment, on these Resolutions 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 the Resolution.

Provided the Chair is not a Resolution 5 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.

# 6. Resolution 6 – Approval to issue Performance Rights to Director – Mr John Kingswood

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

*"That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 12,000,000 Performance Rights to Mr John Kingswood (and/or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr John Kingswood (and/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 reasons 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 case 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 directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way

**Voting Prohibition**

In accordance with section 224 of the Corporations Act, a vote on these Resolutions 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 6 Excluded Party**). However, this 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 6 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must note vote, on the basis of that appointment, on these Resolutions 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 the Resolution.

Provided the Chair is not a Resolution 6 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.

# 7. Resolution 7(a) and 7(b) – Ratification of Prior Issue of Placement Shares

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

*"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:*

*(a) 126,642,813 Shares under the Company's Listing Rule 7.1 capacity; and*

*(b) 148,357,187 Shares under the Company's Listing Rule 7.1A capacity,*

*on the terms and conditions in the Explanatory Memorandum."*

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely the Placement Participants) or an associate of that person or those persons.

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

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

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the 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 directors given by the beneficiary to the holder to vote in that way.

# 8. Resolution 8 – Approval to issue Placement Options to Placement Participants

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

*"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 275,000,0000 Placement Options on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion**

The Company will disregard any votes cast in favour of this 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 entity) (namely the Placement Participants) or an associate of that persons or those persons.

However, this does not apply to a vote case 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 directions given to the proxy or attorney to vote on the Resolution in that way;

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

# 9. Resolution 9 – 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 of ASX Listing Rule 7.1 and for all purposes, approval is given for the Company to issue up to 50,000,000 Lead Manager Options to the Lead Manager (and/or their nominees) on the terms and conditions set out in the Explanatory Memorandum.*"

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this 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 the Lead Manager) or any 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 directions given to the proxy or attorney to vote on the Resolution in that way;

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

# 10. Resolution 10 – Director Participation in Placement – Mr Leslie Pereira

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 300,000 Placement Shares and 300,000 free-attaching Placement Options to Mr Leslie Pereira (and/or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Leslie Pereira (and/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 reasons 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 case 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 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

# 11. Resolution 11 – Ratification of prior issue of Shares to Geonomics Australia Pty Ltd

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

*"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 500,000 Consultant Shares to Geonomics Australia Pty Ltd (and/or its nominees) on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely Geonomics Australia Pty Ltd (and/or its nominees)) 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 directions given to the proxy or attorney to vote on the Resolution in that way;

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

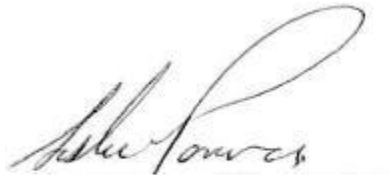
(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated 18 October 2023

**BY ORDER OF THE BOARD**



Leslie Pereira
Non-Executive Chairman
Estrella Resources Limited

# EXPLANATORY MEMORANDUM

## 1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at the Mining Corporate Boardroom, Level 8, 216 St Georges Terrace, Perth WA on Tuesday, 28 November 2023 commencing at 10am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

## 2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

### 2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting, and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

(d) If proxy holders vote, they must cast all directed proxies as they are directed to; and

(e) Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

***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:

(a) 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

(b) if the proxy has two (2) or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and

(c) 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

(d) 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:

(a) 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

(b) the appointed proxy is not the Chair of the meeting; and

(c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA,on the question that the resolution be passed; and

(d) either of the following applies:

  (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;

  (ii) 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.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

## 2.2 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If a member of the Company’s Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on Resolution 1 and Resolutions 4–6, unless you have directed them how to vote.

If you intend to appoint a member of the Company’s Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on Resolution 1 and Resolutions 4–6, by marking “For”, “Against” or “Abstain” for each of those resolutions.

### 2.3 Submit your Proxy Vote

#### 2.3.1 Online

Vote online at https://investor.automic.com.au/#/loginsah and simply follow the instructions on the enclosed proxy form.

#### 2.3.2 By Paper

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways:

| | |
|---|---|
| **BY MAIL** | Automic<br>GPO Box 5193<br>Sydney NSW 2001 |
| **IN PERSON** | Automic<br>Level 5, 126 Phillip Street<br>Sydney NSW 2000 |
| **BY EMAIL** | meetings@automicgroup.com.au |

## 3. Annual Report

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

(a) discuss the Annual Report which is available online at www.estrellaresources.com.au;

(b) ask questions or make comment on the management of the Company;

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and the content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five (5) Business Days before the Meeting to the Company Secretary at the Company's registered office.

# 4. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act also gives Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report will cease to hold office immediately before that further meeting but may stand for re-election.

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, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

# 5. Resolution 2 – Re-election of Director – Mr John Kingswood

Clause 14.2 requires that 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 (rounded upwards in case of doubt), 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 the office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. A retiring Director is eligible for re-election. An election of Directors shall take place each year.

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

(a) a Director who only holds office until the next annual general meeting as a result of being appointed as a casual vacancy or as an addition to the existing Directors; and/or

(b) a Managing Director,

each of whom are exempt from retirement by rotation.

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three (3) years, whichever is longer.

Mr John Kingswood (**Mr Kingswood**) will retire in accordance with clause 14.2 of the Constitution and being eligible, seeks re-election.

Details of Mr Kingswood's background and experience are set out in the Annual Report.

The Board (excluding Mr Kingswood) recommends that Shareholders vote in favour of Resolution 2. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

# 6. Resolution 3 – Approval of 10% Placement Facility

## 6.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements commencing from the date of the Meeting where the Company obtains the approval until the earlier of the following:

(a) the date that is twelve (12) months after the date of the Meeting at which the approval is obtained;

(b) the time and date of the Company's next annual general meeting; or

(c) the time and date of the approval of Shareholders of a transaction under Listing Rule 11.1.2 or 11.2 in respect of the Company,

(**10% Placement Facility**).

The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company currently has a market capitalisation of $13,872,575 (based on the number of Shares on issue and the closing price on the ASX on 18 October 2023) and is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer Section 6.2(c) below).

## 6.2 Description of Listing Rule 7.1A

(a) **Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

(b) **Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being Shares (ASX: ESR).

(c) **Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

**(A x D) – E**

Where:

**A** is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

(A) plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than Exception 9,16 or 17;

(B) plus the number of fully paid ordinary securities issued in relevant period on the conversion of convertible securities within Listing Rule 7.2 Exception 9 where:

(1) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

(2) the issue of, or agreement to issue, the convertible securities approved, or taken to have been approved, under Listing Rule 7.1 or 7.4;

(C) plus the number of fully paid ordinary securities issued in relevant period under an agreement to issue securities within Listing Rule 7.2 Exception 16 where:

(1) the agreement was entered into before the commencement of the relevant period; or

(2) the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;

(D) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4;

(E) plus the number of partly paid ordinary securities that became fully paid in the relevant period;

(F) less the number of fully paid shares cancelled in the relevant period.

*Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

(d) **Listing Rule 7.1A and Listing Rule 7.3A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 1,759,071,869 Shares. Assuming Resolutions 3, 7(a)-7(b) and 10 are passed, the Company will have capacity to issue:

(i) 263,860,780 Equity Securities under Listing Rule 7.1; and

(ii) 175,907,186 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) above).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same 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; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the Meeting at which the approval is obtained;

(ii) the time and date of the entity's next annual general meeting; or

(iii) the time and date of the approval by shareholders of the eligible entity's ordinary securities of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

## 6.3 Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) on the Resolution.

## 6.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities 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; or

    (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

    (i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than of the date of the Meeting; and

    (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

    which may have an effect on the amount of funds raised by the issue of the Equity Securities.

    The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

    The table shows:

    (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

    (ii) two examples of where the issue price or ordinary securities has decreased by 50% and increased by 100% as against the current market price.

| Variable "A" in Listing Rule 7.1A.2 | | Dilution | | |
|---|---|---|---|---|
| | | **$0.004**<br>**50% decrease in Issue Price** | **$0.008**<br>**Issue Price** | **$0.016**<br>**100% increase in Issue Price** |
| **Current Variable "A"**<br>**1,759,071,869 Shares** | 10% Voting Dilution | 175,907,186 | 175,907,186 | 175,907,186 |
| | Funds raised | $703,629 | $1,407,258 | $2,814,515 |
| **50% increase in current Variable "A**<br>**2,638,607,803 Shares** | 10% Voting Dilution | 263,860,780 | 263,860,780 | 263,860,780 |
| | Funds raised | $1,055,444 | $2,110,887 | $4,221,772 |
| **100% increase in current Variable "A"**<br>**3,518,143,738 Shares** | 10% Voting Dilution | 351,814,373 | 351,814,373 | 351,814,374 |
| | Funds raised | $1,407,258 | $2,814,515 | $5,629,030 |

**Note**

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
3. 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 at 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on the Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
7. The issue price is $0.008, being the closing price of the Shares on ASX on 18 October 2023.

(c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(d) The Company can only issue Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration and general working capital.

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

(f) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not Related Parties or associates of a Related Party of the Company.

(g) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 28 November 2022. In the 12 months preceding the date of the 2023 Annual General Meeting, the Company issued a total of (b) 148,357,187 Equity Securities under Listing Rule 7.1A, representing 10% of the total number of Equity Securities on issue at 28 November 2022. Details of the Equity Securities issued under Listing Rule 7.1A in the preceding 12 month period are set out in Schedule 2.

(h) For the purpose of ASX Listing Rule 14.1A (and in addition to the disclosure in clause 6.4(b) above):

(i) if Resolution 3 is passed, the Directors will be able to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1; and

(ii) if Resolution 3 is not passed, the Directors will not be able to issue the Equity Securities under Listing Rule 7.1A, and will have to either rely on the Company's existing 15% placement capacity under Listing Rule 7.1 (from time to time), or (in the event that the Company's 15% placement capacity is exhausted) the Company will be required to obtain prior shareholder approval under Listing Rules 7.1 before being able to issue such Equity Securities (which may result in the Company incurring further time and expense).

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities.

The Directors of the Company believe Resolution 3 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

# 7. Resolutions 4 to 6 – Approval to issue Performance Rights to Directors

## 7.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue an aggregate of 36,000,000 Performance Rights (**Performance Rights**) to Mr Christopher Daws (**Mr Daws**), Mr Leslie Pereira (**Mr Pereira**) and Mr John Kingswood (**Mr Kingswood**) (collectively, the **Directors**) (and/or their respective nominees) on the terms and conditions set out below and Schedule 3.

Resolutions 4 to 6 (inclusive) seek Shareholder approval for the issue of the Performance Rights to the Directors and are not conditional upon one another.

## 7.2 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 manners set out in section 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

(d) The issue of the Performance Rights constitutes giving a financial benefit and each Director is a related party of the Company by reason of being a Director.

(e) 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 the Performance Rights is sought in accordance with Chapter 2E of the Corporations Act.

The issue of Performance Rights to the Directors constitutes giving a financial benefit and each of the Directors are 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 Directors is sought in accordance with Chapter 2E of the Corporations Act.

## 7.3 ASX 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 Performance Rights to:

(a) a related party;

(b) 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;

(c) 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;

(d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

(e) 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.

Resolutions 4 to 6 (inclusive) seeks the required Shareholder approval for the issue of the Performance Rights under and for the purposes of Listing Rule 10.11.

## 7.4 Technical information required by Listing Rule 14.1A

If Resolutions 4 to 6 are passed, the Company will be able to proceed with the issue of the Performance Rights to the Directors 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 Resolutions 4 to 6 are not passed, the Company will not be able to proceed with the issue of the Performance Rights and the Company may consider alternative forms of remuneration in lieu of such issue.

## 7.5 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 Resolutions 4 to 6:

(a) the Performance Rights will be issued to the following persons, each of whom falls within the category set out in Listing Rule 10.11.1, by virtue of being a Director:

   (i) Mr Daws (and/or his nominee) pursuant to Resolution 4;

   (ii) Mr Pereira (and/or his nominee) pursuant to Resolution 5; and

   (iii) Mr Kingswood (and/or his nominee) pursuant to Resolution 6;

(b) the maximum number of Performance Rights to be issued to the Directors (being the nature of the financial benefit proposed to be given) is 36,000,000, as follows:

   (i) 12,000,000 Performance Rights to Mr Daws (and/or his nominee) pursuant to Resolution 4, comprising:

      (A) 2,000,000 Class A Performance Rights;

      (B) 4,000,000 Class B Performance Rights; and

      (C) 6,000,000 Class C Performance Rights;

   (ii) 12,000,000 Performance Rights to Mr Pereira (and/or his nominee) pursuant to Resolution 5, comprising:

      (A) 2,000,000 Class A Performance Rights;

      (B) 4,000,000 Class B Performance Rights; and

      (C) 6,000,000 Class C Performance Rights; and

   (iii) 12,000,000 Performance Rights to Mr Kingswood (and/or his nominee) pursuant to Resolution 6, comprising:

(A) 2,000,000 Class A Performance Rights;

(B) 4,000,000 Class B Performance Rights; and

(C) 6,000,000 Class C Performance Rights;

(c) the terms and conditions of the Performance Rights are set out in Schedule 3;

(d) the Performance Rights will be issued no later than one (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;

(f) the purpose of the issue of Performance Rights is to provide an additional performance linked incentive component in the remuneration package for the Directors to further align their interests with those of Shareholders, to motivate and reward their performance and to provide a cost effective way for the Company to remunerate the Directors, 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 Directors;

(g) the Company has agreed to issue the Performance Rights to the Directors (subject to Shareholder approval) for the following reasons:

(i) to provide cost effective remuneration to the Directors for their ongoing commitment and contribution to the Company in their respective roles as Directors, whilst allowing the Company to maintain cash reserves for acquisitions and operations;

(ii) the milestones attaching to the Performance Rights will align with interests of the Company with those of Shareholders;

(iii) the Performance Rights are unquoted, therefore the issue of the Performance Rights has no immediate dilutionary impact on Shareholders; and

(iv) 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 Directors has been determined 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 Directors; and

(iii) incentives to attract and ensure continuity of service of the Directors who have appropriate knowledge and expertise, while maintaining the Company’s cash reserves;

(i) the total remuneration package for each of the Directors for the previous financial year and the proposed total remuneration package for the current financial year (on an annualised basis and excluding the value of the Incentive Securities) are set out below:

| Director | FY 2023 | FY 2024 |
|---|---|---|
| Christopher Daws[1] | $371,517 | $362,137 |
| Leslie Pereira[2] | $81,567 | $55,200 |
| John Kingswood[3] | $77,192 | $55,200 |

**Notes:**

1. Mr Daws was appointed as Managing Director on 18 November 2020. Mr Daws also received equity-settled share based payments valued at $44,295 during the financial year ended 30 June 2023. Mr Daws is entitled to receive $326,250 per annum (exclusive of superannuation) for his role as Managing Director, with effect from 1 May 2023.
2. Mr Pereira was appointed Non-Executive Director on 1 February 2019. Mr Pereira also received equity-settled share-based payments valued at $35,530 during the financial year ended 30 June 2023. Mr Pereira is entitled to receive $50,000 per annum (exclusive of superannuation) for his role as Non-Executive Director.
3. Mr Kingswood was appointed Non-Executive Director on 6 January 2017. Mr Kingswood also received equity-settled share-based payments valued at $35,530 during the financial year ended 30 June 2023. Mr Kingswood is entitled to receive $50,000 per annum (exclusive of superannuation) for his role as Non-Executive Director.

(j) the value of the Performance Rights and the pricing methodology is set out in Schedule 4;

(k) the Performance Rights proposed to be issued pursuant to Resolutions 4 to 6 are not being issued under an agreement;

(l) the relevant interests of the Directors in securities of the Company as at the date of this Notice are set out below:

| Director | Shares | Options | Performance Rights |
|---|---|---|---|
| Christopher Daws[1] | 36,562,265 | 10,000,000 | - |
| Leslie Pereira[2] | 7,030,769 | 9,000,000 | - |
| John Kingswood[3] | 3,380,000 | 9,000,000 | - |

**Notes:**

1. Mr Daws:
    a. Directly holds:
        i. 21,057,265 Shares;
        ii. 2,000,000 unlisted Options exercisable at $0.20 on or before 17 November 2023;
        iii. 3,000,000 unlisted Options exercisable at $0.06 on or before 21 January 2025; and
        iv. 5,000,000 unlisted Options exercisable at $0.03 on or before 1 December 2025;
    b. Indirectly through:
        i. Christopher John Daws & Kylie Anne Campbell <The Moongold Super Fund A/c> holds 9,805,000 Shares; and
        ii. Nimbus Mines Pty Ltd holds 5,700,000 Shares;
2. Mr Pereira indirectly through:
    a. Carmine Lion Group Pty Ltd holds 3,075,769 Shares;
    b. Nannook Holdings Pty Ltd holds:

i. 3,050,000 Shares;

ii. 2,000,000 unlisted Options exercisable at $0.20 on or before 17 November 2023;

iii. 2,000,000 unlisted Options exercisable at $0.06 on or before 21 January 2025; and

iv. 5,000,000 unlisted Options exercisable at $0.03 on or before 1 December 2025; and

c. Nannook Holdings Pty Ltd <Pereira Superannuation A/c> holds 905,000 Shares;

3. Mr Kingswood:

a. Directly holds 1,600,000 Shares; and

b. Indirectly through Mr John Timothy Kingswood <Kingswood Family A/C>:

i. 1,780,000 Shares;

ii. 2,000,000 unlisted Options exercisable at $0.20 on or before 17 November 2023;

iii. 2,000,000 unlisted Options exercisable at $0.06 on or before 21 January 2025; and

iv. 5,000,000 unlisted Options exercisable at $0.03 on or before 1 December 2025;

(m) if all the Performance Rights issued to the Directors pursuant to Resolutions 4 to 6 are exercised, a total of 36,000,000 Shares would be issued. This will increase the number of Shares on issue from 1,759,071,869 (being the total number of Shares on issue as at the date of this Notice) to 1,795,071,869 (assuming that no other 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 2.03%;

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

| | Price | Date |
|---|---|---|
| Highest | $0.018 | 9 January 2023, 16 January 2023 |
| Lowest | $0.007 | 21 June 2023, 29-30 June 2023, 28 August 2023, 13 September 2023, 25 September 2023, 5-6 October 2023 |
| Last | $0.008 | 18 October 2023 |

(o) each Director has a material personal interest in the outcome of Resolutions 4 to 6 on the basis that all of the Directors (and/or their nominees) are to be issued Performance Rights should Resolutions 4 to 6 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 4 to 6; and

(p) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 4 to 6.

# 8. Resolutions 7(a) and 7(b) – Ratification of Prior Issue of Placement Shares

## 8.1 Background

### 8.1.1 Placement

On 20 October 2023, the Company announced it was undertaking a capital raising of $1,650,000 (before costs) (**Placement**) through the issue of 275,000,000 Shares (**Placement Shares**) to professional and sophisticated investors (**Placement Participants**) at an issue price of $0.006 per Placement Share. The Placement also consisted of an issue of 275,000,000 free-attaching listed Options in the Company on a 1:1 basis (exercisable at $0.018 and expiring 3 years from the date of issue) (**Placement Options**).

The Placement Shares were issued pursuant to its existing capacity available under Listing Rules 7.1 and 7.1A as follows:

(a) 126,642,813 Shares issued pursuant to the Company's Listing Rule 7.1 (being the subject of Resolution 7(a); and

(b) 148,357,187 Shares issued pursuant to the Company's Listing Rule 7.1A (being the subject of Resolution 7(b).

Resolutions 7(a) and 7(b) seek Shareholder ratification for the prior issue of the Placement Shares.

The Placement Options have not yet been issued by the Company and will be issued subject to Shareholder approval (the subject of Resolution 8).

### 8.1.2 Purpose of funds raised from Placement

The Company intends to use the proceeds from the Placement to conduct initial lithium exploration works at the Carr Boyd Nickel Project located 80km north-northeast of Kalgoorlie in Western Australia, rock chip assays, costs of the Placement and general working capital.

### 8.1.3 Lead Manager Mandate

The Placement was managed by Peak Asset Management (ABN 81 891 265 739) (**Lead Manager**) who pursuant to the terms of a capital raising and corporate advisory engagement with the Company (**Lead Manager Mandate**) will receive the following in respect of the Placement:

(a) (**Capital Raising Fee**): The Company will pay the Lead Manager a fee of 6% (exclusive of GST) of the gross amount raised by the Lead Manager.

(b) (**Chairmans List Fee**): The Company will pay the Lead Manager a fee of 1% (exclusive of GST) of the gross amount raised via the Chairman’s list.

(c) (**Lead Manager Options**): The Company will issue 50,000,000 listed Options to the Lead Manager (and/or their nominees) exercisable at $0.018 with expiry date of 3 years from the date of issue. The Company is seeking shareholder approval for the issue of the Lead Manager Options under Resolution 8.

The Lead Manager Mandate otherwise contains terms considered standard for an agreement of this nature.

## 8.2 ASX Listing Rules 7.1 and 7.1A

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

Listing Rule 7.1A has been summarised in Section 6.1 above.

## 8.3 ASX Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

## 8.4 Technical Information required by ASX Listing Rule 14.1A

If Resolutions 7(a) and Resolution 7(b) are passed, the Placement Shares will be excluded in calculating the Company's 15% and 10% limit in Listing Rule 7.1 and 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 Resolutions 7(a) and Resolution 7(b) are not passed, the Placement Shares will be included in calculating the Company's 15% and 10% limit in Listing Rule 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

## 8.5 Technical Information required by ASX Listing Rule 7.5

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

(a) the Shares were issued to sophisticated and professional investors who are clients of the Lead Manager, none of whom are related parties, members of the Key Management Personnel (other than Mr Pereira whose participation in the Placement will be approved pursuant to Resolution 10), a substantial holder or an advisor to the Company (or an associate of any of these persons) holding more than 1% of the Company's current issued capital. The recipients were identified through a book build process, which involved the Lead Manager seeking expressions of interest to participate in the Placement;

(b) a total of 275,000,000 Placement Shares were issued comprising:

    (i) 126,642,813 Shares were issued pursuant to the Company's Listing Rule 7.1 (being the subject of Resolution 7(a)); and

    (ii) 148,357,187 Shares were issued pursuant to the Company's Listing Rule 7.1A (being the subject of Resolution 7(b));

(c) The Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(d) the Placement Shares were issued on or around 26 October 2023;

(e) the Placement Shares were issued for a price of $0.006 per Share. The Company has not and will not receive any other consideration for the issue of the Placement Shares;

(f) the purpose of the issue was to raise $1,650,000 (before costs) to be applied in accordance with the table set out in Section 8.1.1;

(g) the Placement Shares were not issued under an agreement; and

(h) a voting exclusion statement is set out in the Notice.

### 8.6 Board Recommendation

The Directors of the Company believe Resolutions 7(a) and 7(b) are in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 7(a) and 7(b).

## 9. Resolution 8 – Approval to issue Placement Options

### 9.1 General

Resolution 8 seeks Shareholder approval for the issue of the Placement Options to the Placement Participants.

As detailed in Section 8.1, the Placement Participants will receive (subject to Shareholder approval) one (1) free-attaching Option (exercisable at $0.018 and expiring 3 years from the date of issue) for every one (1) Placement Share subscribed for and issued under the Placement, representing a total of 275,000,000 Placement Options).

### 9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 8.2.

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

### 9.3 Technical information required by ASX Listing Rule 14.1A

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

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Placement Options unless the issue of the Placement Options.

### 9.4 Technical information required by ASX Listing Rule 7.3

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

(a) the Placement Options will be issued to the Placement Participants, none of whom are related parties, members of the Key Management Personnel (other than Mr Pereira whose participation in the Placement will be approved pursuant to Resolution 10), a substantial holder or an advisor to the Company (or an associate of any of these persons) and issued more than 1% of the Company's current issued capital. The Placement Participants were identified through a book build process, which involved the Lead Manager seeking expressions of interest to participate in the Placement;

(b) a total of 275,000,000 Placement Options will be issued in connection with the Placement. The Placement Options are free-attaching to the Placement Shares on a 1:1 basis;

(c) the terms and conditions of the Placement Options are set out in Schedule 5;

(d) the Placement Options will be issued no later than three (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 Placement Options will occur on the same date;

(e) the issue price per Placement Option will be nil as the Placement Options are to be issued free attaching with the Placement Shares under the Placement on the basis of one (1) Placement Option for every one (1) Placement Share subscribed for and issued under the Placement. The Company will not receive any consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Placement Options, which the Company will apply towards working capital);

(f) the purpose of the issue of the Placement Options is to attract participation in the Placement;

(g) the Placement Options are not being issued under an agreement;

(h) the Placement Options are not being issued under, or to fund, a reverse takeover; and

(i) a voting exclusion statement is included in this Notice.

### 9.5 Board Recommendation

The Directors believe Resolution 8 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

## 10. Resolution 9 – Approval to issue Lead Manager Options

### 10.1 General

Refer to Sections 8.1.1 and 8.1.2 above for a summary of the Placement and the Company's engagement of the Lead Manager pursuant to the Lead Manager Mandate (respectively).

Resolution 9 seeks Shareholder approval for the issue of 50,000,000 listed Options to the Lead Manager (and/or their nominees) (exercisable at $0.018 with expiry date of 3 years from the date of issue) (**Lead Manager Options**). The Lead Manager Options will be issued as part consideration for the services provided by the Lead Manager under the Lead Manager Mandate.

### 10.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 8.2 above.

### 10.3 Technical Information required by ASX Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Lead Manager Options to the Lead Manager (and/or their nominees). In addition, the issue of the Lead Manager Options 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 9 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options to the Lead Manager.

### 10.4 Technical Information required by ASX Listing Rule 7.3

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

(a) the Lead Manager Options will be issued to the Lead Manager (and/or their nominees);

(b) the maximum number of Lead Manager Options to be issued to the Lead Manager (and/or their nominee) is 50,000,000 Options;

(c) the Lead Manager Options will be issued no later than three (3) months after the date of the Meeting and it is intended that the issue will occur on the same date, being the completion of the Placement;

(d) the Lead Manager Options will be issued for nil cash consideration, as part of the consideration for the services provided by the Lead Manager in respect of the Placement, SPP and services under the Lead Manager Mandate. Accordingly, no material funds will be raised from the issue of the Lead Manager Options;

(e) the Lead Manager Options will be issued on the terms and conditions specified in Schedule 5;

(f) the issue of the Lead Manager Options is issued pursuant to the Lead Manager Mandate, the key terms of which are set out in Section 8.1.2;

(g) the Lead Manager Options are not being issued under, or to fund, a reverse takeover; and

(h) a voting exclusion statement is included for Resolution 9 of the Notice.

### 10.5 Board Recommendation

The Directors believe Resolution 9 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

## 11. Resolution 10 – Director Participation in Placement – Mr Leslie Pereira

### 11.1 General

Mr Pereira wishes to participate in the Placement on the same terms as unrelated participants in the Placement (**Director Participation**), as set out in Section 8.1.1 above, for an aggregate of 300,000 Shares (**Director Placement Shares**) and 300,000 Options (**Director Placement Options**) (collectively, **Director Participation Securities**).

Accordingly, Resolution 10 seeks Shareholder approval for the issue of the Director Participation Securities to Mr Pereira.

## 11.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 7.2 above.

The issue of Director Participation Securities to Mr Pereira constitutes giving a financial benefit and Mr Pereira is a related party of the Company by virtue of being a Director.

The Directors (except for Mr Pereira) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Director Participation because the Director Participation Securities will be issued to Mr Pereira on the same terms as the Placement Shares issued to the Placement Participants (i.e. being non-related party participants) and as such the giving of the financial benefit is on arm's length terms.

## 11.3 ASX Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 7.3 above.

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

Resolution 10 seeks Shareholder approval for the Director Participation under and for the purposes of Listing Rule 10.11.

## 11.4 Technical information required by ASX Listing Rule 14.1A

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Director Participation Securities under the Placement within one (1) 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 Director Participation Securities in respect of the Placement (because approval is being obtained under Listing Rule 10.11), the issue of the Director Participation Securities will not use up any of the Company's 15% annual placement capacity.

If Resolution 10 is not passed, the Company will not be able to proceed with the issue of the Director Participation Securities under the Placement (i.e. Mr Pereira will not be entitled to participate in the Placement) and no further funds will be raised in respect of the Placement.

## 11.5 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 10:

(a) the Director Participation Securities will be issued to Mr Leslie Pereira (and/or his nominee), who falls within the category set out in Listing Rule 10.11.1, by virtue of being a Director of the Company;

(b) the maximum number of Director Participation Securities to be issued to Mr Pereira (and/or his nominee) is 300,000 Director Placement Shares and 300,000 Director Placement Options;

(c) the Director Participation Securities issued under Resolution 10 will be issued no later than one (1) month after the date of the Meeting (or such other date as permitted by ASX Waiver of the Listing Rules) and it is intended that the issue will occur on the same date;

(d) the issue price will be $0.006 per Director Placement Share, being the same issue price as all other Shares issued by the Company under the Placement and the issue price of the Direct Placement Options will be nil as they are free attaching to the Placement Shares on a 1:1 basis. The Company has not and will not receive any other consideration for the issue of the Placement Options;

(e) the purpose of the issue and the use of the funds raised under the Placement will be used for the purposes set out in the table in Section 8.1.1;

(f) the issue of the Director Participation Securities to Mr Pereira is not intended to remunerate or incentivise him;

(g) the issue of the Director Participation Securities under the Placement is not in accordance with any agreement; and

(h) a voting exclusion statement is included in this Notice.

### 11.6 Board Recommendation

The Board (except for Mr Pereira) believes that Resolution 10 is in the best interest of the Company and its Shareholders and supports Shareholders voting in favour of Resolution 10.

## 12. Resolution 11 – Ratification of prior issue of Shares to Geonomics Australia Pty Ltd

### 12.1 General

The Company engaged Geonomics Australia Pty Ltd (ACN 167 454 631) (**Geonomics**) to provide geological consulting services to the Company at the Carr Boyd Nickel Project which concluded on 6 October 2023.

On or about 26 October 2023, the Company issued 500,000 Shares (**Consultant Shares**) to Geonomics, in consideration for the geological consulting services provided by Geonomics to the Company. The Consultant Shares were issued under the Company's capacity under Listing Rule 7.1.

Resolution 11 seeks approval for the ratification of the issue of 500,000 Shares to Geonomics under Listing Rule 7.4.

### 12.2 Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 is set out in Section 8.2.

A summary of Listing Rule 7.4 is set out in Section 8.3.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Consultant Shares.

### 12.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 11 is passed, the Consultant Shares will be excluded in calculating the Company's 15% limit under 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 11 is not passed, the Consultant Shares will be included in calculating the Company's 15% limit under 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.

## 12.4 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 11:

(a) the Consultant Shares were issued to Geonomics Australia Pty Ltd, who is not a related party of the Company;

(b) 500,000 Shares were issued;

(c) the Consultant Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(d) the Consultant Shares were issued on or about 26 October 2023;

(e) the issue price was $0.007 per Consultant Share. The Company has not and will not receive any other consideration for the issue of the Consultant Shares;

(f) the purpose of the issue of the Consultant Shares was to settle an invoice in the amount of $3,500 for geological consulting services provided to the Company by Geonomics;

(g) the Consultant Shares were not issued under an agreement; and

(h) a voting exclusion statement is included in Resolution 11 of this Notice.

## 12.5 Board Recommendation

The Directors of the Company believe Resolution 11 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

# SCHEDULE 1 – Definitions

In this Notice and the Explanatory Memorandum:

**$** means Australian Dollars.

**10% Placement Facility** has the meaning given in Section 6.1.

**10% Placement Period** has the meaning given in Section 6.2.

**Annual Report** means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ending 30 June 2023.

**Associate** has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors.

**Business Day** means:

(a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and

(b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

**Chair** means the person appointed to chair the Meeting convened by this Notice.

**Closely Related Party** means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act.

**Company** means Estrella Resources Limited (ACN 151 155 207).

**Constitution** means the constitution of the Company as at the commencement of the Meeting.

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

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities contained in the Annual Report.

**Equity Securities** has the same meaning as in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

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

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

**Meeting** has the meaning in the introductory paragraph of the Notice.

**Notice** means this notice of meeting.

**Option** means an option which entities the holder to subscribe for one Share.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means resolution contained in the Notice.

**Schedule** means a schedule to this Notice.

**Section** means a section contained in this Explanatory Memorandum.

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

**Shareholder** means a shareholder of the Company.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**Two Strikes Rule** has the meaning in Section 4.

**VWAP** means volume weight average price.

**WST** means Western Standard Time, being the time in Perth, Western Australia.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

# SCHEDULE 2– Equity Shares Issued under Listing Rule 7.1A in 12 Months Preceding AGM

| Date of issue | Number issued | Class/Type of equity security and Summary of terms | Names of persons who received securities or basis on which those persons was determined | Issue Price and discount | Rule pursuant to which the Issue is made | Consideration | |
|---|---|---|---|---|---|---|---|
| 26 October 2023 | 148,357,187 | Full paid ordinary shares issued on the same terms and conditions of the ordinary Shares in the Company. | The fully paid ordinary shares were issued to sophisticated and professional investors as participants of the placement | Issue Price: $0.006<br><br>Discount: 21% discount to market price at the time of issue. | 148,357,187 Fully paid ordinary shares issued pursuant to Listing Rule 7.1A. | Total cash consideration | $890,143.12 |
| | | | | | | Amount of cash consideration spent and description of what consideration was spent on | Nil |
| | | | | | | Intended use for remaining cash consideration | $890,143.12<br>Intended use of remaining funds: The funds will be directed towards initial lithium exploration, rock chips assays and general working capital. |
| | | | | | | Non-cash consideration paid and current value of that non-cash consideration | N/A |

# SCHEDULE 3 –Terms and Conditions of the Performance Rights

## 1. Definitions

In these terms and conditions, unless the context otherwise requires:

**ASX** means ASX Limited ACN 008 624 691 or, where the context requires, the financial market operated by it.

**Board** means the board of directors of the Company.

**Business Day** means a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth, Australia.

**Change of Control Event** has the meaning given in condition 14(b).

**Company** means Estrella Resources Limited (ACN 151 155 207)

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

**Expiry Date** means 5:00pm (WST) on the date the expiry date is applicable to the relevant class of Performance Right, as set out in the table at Condition 3.

**Holder** means a holder of a Performance Right.

**Listing Rules** means the official Listing Rules of the ASX as they apply to the Company from time to time.

**Performance Right** means the right to acquire a Share on these terms and conditions.

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

**Vesting Condition** has the meaning given in condition 3.

## 2. Performance Rights

Each Performance Right is a right of the Holder (and/or its nominees) to acquire a Share subject to these terms and conditions.

## 3. Vesting Condition

Performance Rights will vest on the achievement of the following milestones (**Vesting Conditions**):

| Name | Vesting Conditions | Expiry Date |
|---|---|---|
| **Class A Performance Rights** | The Company achieving a Market Capitalisation of $20,000,000 | 5:00pm (WST) on the date that is 3 years from the date of issue. |
| **Class B Performance Rights** | The Company achieving a Market Capitalisation of $50,000,000 | 5:00pm (WST) on the date that is 3 years from the date of issue. |
| **Class C Performance Rights** | The Company achieving a Market Capitalisation of $100,000,000 | 5:00pm (WST) on the date that is 3 years from the date of issue. |

## 4. Exercise

Upon the Vesting Condition being satisfied for the relevant class of Performance Right, the Holder may exercise a Performance Right by delivering a written notice of exercise (**Notice of Exercise**) to the Company Secretary at any time prior to the Expiry Date. The Holder is not required to pay a fee in order to exercise Performance Rights.

## 5. Expiry

Any Performance Rights that have not been exercised prior to the Expiry Date will automatically expire on the Expiry Date.

## 6. Transfer

A Performance Right is not transferable.

## 7. Entitlements and bonus issues

The holder of a Performance Right will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

## 8. Reorganisation of capital

In the event that the issued capital of the Company is reconstructed, all the Holder's rights will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation provided that, subject to compliance with the Listing Rules, following such reorganisation the Holder's economic and other rights are not diminished or terminated.

## 9. Right to receive Notices and attend general meetings

Each Performance Right confers on the Holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to Shareholders. A Holder has the right to attend general meetings of the Company.

## 10. Voting rights

A Performance Right does not entitle the Holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.

## 11. Dividend rights

A Performance Right does not entitle the Holder to any dividends.

## 12. Return of capital rights

The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

## 13. Rights on winding up

The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.

## 14. Change in control

(a) If prior to the earlier of the conversion or the Expiry Date a Change in Control Event occurs, then each Performance Right will automatically and immediately convert into a Share. However, if the number of Shares to be issued as a result of the conversion of the Performance Rights is in excess of 10% of the total fully diluted share capital of the Company at the time of the conversion, then the number of Performance Rights to be converted will be reduced so that the aggregate number of Shares to be issued on conversion of the Performance Rights is equal to 10% of the entire fully diluted share capital of the Company.

(b) A Change of Control Event occurs when:

(i) takeover bid: the occurrence of the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 50.1% of shares and that takeover bid has become unconditional; or

(ii) scheme of arrangement: the announcement by the Company that the Shareholders have at a Court-convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Company securities are to be either cancelled transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement.

(c) The Company must ensure the allocation of shares issued under sub- paragraph (a) is on a pro rata basis to all Holders in respect of their respective holdings of Performance Rights and all remaining Performance Rights held by each Holder will remain on issue until conversion or expiry in accordance with the terms and conditions set out herein.

**15. Timing of issue of Shares on exercise**

Within 10 Business Days of receiving an Exercise Notice, the Company will:

(a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights specified in the Notice of Exercise;

(b) 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

(c) 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 Performance Rights.

**16. Ceasing to be engaged by the Company**

If a Performance Right holder ceases to be employed or engaged with the Company, the holder will continue to have legal ownership of all Performance Rights that remain unvested from the date of termination until the date which is 1 month from the date of termination. On the date which is 1 month from termination, unless the Board determines otherwise, any Performance Rights that remain unvested will be forfeited by the holder and cancelled by the Company. For the avoidance of doubt, if any Performance Rights vest during the 1 month period, those performance Rights may be exercised by the holder and converted into shares in accordance with these terms and conditions.

**17. Compliance with law**

The conversion of the Performance Rights is subject to compliance at all times with the Corporations Act and the Listing Rules.

## 18. Application to ASX

Performance Rights will not be quoted on ASX. On conversion of Performance Rights into Shares, the Company will within five (5) Business Days after the conversion, apply for official quotation on ASX of the Shares issued upon such conversion.

## 19. Ranking of Shares

Shares into which the Performance Rights will convert will rank parri passu in all respects with existing Shares.

## 20. No other rights

A Performance Right does not give a Holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

# SCHEDULE 4 – Value of Performance Rights

The Performance Rights to be issued to the Directors pursuant to Resolutions 4 to 6 have been valued by Hall Chadwick WA Pty Ltd.

**Performance Rights**

The Hoadleys Hybrid Model (a Monte Carlo simulation model) and the assumptions set out below have been used to determine the indicative values of the Incentive Performance Rights proposed to be issued to the Directors pursuant to Resolutions 4 to 6:

| **Assumptions:** | |
|---|---|
| Valuation date | 12 October 2023 |
| Market price of Shares | 0.008 |
| Exercise price | $0 |
| Expiry date | 11 October 2026 |
| Risk free interest rate | 3.91% |
| Volatility (discount) | 111% |
| **Indicative value per class of Performance Right:** | |
| Class A: | $37,200 |
| Class B: | $57,600 |
| Class C: | $66,600 |
| **Total value of Performance Rights:** | **$161,400** |
| Christopher Daws (Resolution 4) | $53,800 |
| Leslie Pereira (Resolution 5) | $53,800 |
| John Kingswood (Resolution 6) | $53,800 |

# SCHEDULE 5 – Terms and Conditions of Placement Options & Lead Manager Options

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be $0.018 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) 3 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**

Following the Exercise Date and within the time period specified by the ASX Listing Rules, 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) **Quotation of Options**

The Company will seek quotation of the Options in accordance with the Listing Rules and Corporations Act, subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules. In the event that quotation of the Options cannot be obtained, the Options will remain unquoted.

(i) **Shares issued on exercise**

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

(j) **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.

(k) **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.

(l) **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.

(m) **Transferability**

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

# Proxy Voting Form

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

**Estrella Resources Limited | ABN 39 151 155 207**

Your proxy voting instruction must be received by **10.00am (AWST) on Sunday, 26 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

**YOUR NAME AND ADDRESS**

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

**STEP 1 – APPOINT A PROXY**

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

**DEFAULT TO THE CHAIR OF THE MEETING**

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

**STEP 2 - VOTES ON ITEMS OF BUSINESS**

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

**APPOINTMENT OF SECOND PROXY**

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

**SIGNING INSTRUCTIONS**

**Individual:** Where the holding is in one name, the Shareholder must sign.
**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.
**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
**Email Address:** Please provide your email address in the space provided.
**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

**CORPORATE REPRESENTATIVES**

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

### Lodging your Proxy Voting Form:

**Online**

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

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

**BY MAIL:**

Automic
GPO Box 5193
Sydney NSW 2001

**IN PERSON:**

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

**BY EMAIL:**

meetings@automicgroup.com.au

**BY FACSIMILE:**

+61 2 8583 3040

**All enquiries to Automic:**
**WEBSITE:**

https://automicgroup.com.au/

**PHONE:**

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

## STEP 1 - How to vote

**APPOINT A PROXY:**

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Estrella Resources Limited, to be held at **10.00am (AWST) on Tuesday, 28 November 2023 at the Mining Corporate Boardroom Level 8, 216 St Georges Terrace, Perth WA 6000** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**
Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

**AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS**
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4, 5 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

AUTOMIC

ESR

## STEP 2 - Your voting direction

| Resolutions | | For | Against | Abstain | Resolutions | | For | Against | Abstain |
|---|---|---|---|---|---|---|---|---|---|
| 1 | Adoption of Remuneration Report | | | | 7a | Ratification of Prior Issue of Placement Shares - Listing Rule 7.1 | | | |
| 2 | Re-election of Director – Mr John Kingswood | | | | 7b | Ratification of Prior Issue of Placement Shares - Listing Rule 7.1A | | | |
| 3 | Approval of 10% Placement Facility | | | | 8 | Approval to issue Placement Options to Placement Participants | | | |
| 4 | Approval to issue Performance Rights to Director – Mr Christopher Daws | | | | 9 | Approval to issue Lead Manager Options | | | |
| 5 | Approval to issue Performance Rights to Director – Mr Leslie Pereira | | | | 10 | Director Participation in Placement – Mr Leslie Pereira | | | |
| 6 | Approval to issue Performance Rights to Director – Mr John Kingswood | | | | 11 | Ratification of prior issue of Shares to Geonomics Australia Pty Ltd | | | |

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

## STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).**