DMC MINING LIMITED
ACN 648 372 516
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10AM (WST)

DATE: 23 August 2024

PLACE: Automic Group, 5/191 St Georges Terrace Perth WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4PM (WST) on 21 August 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – CHANGE TO NATURE AND SCALE OF ACTIVITIES – PROPOSED ACQUISITIONS

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

> *"That, subject to and conditional upon the passing of all Essential Resolutions, for the purpose of Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to make a significant change to the nature and scale of its activities resulting from completion of the Proposed Acquisitions, as described in the Explanatory Statement."*

***Short Explanation**: The Company has entered into the Acquisition Agreements in respect of the Proposed Acquisitions. If successful, the Proposed Acquisitions will result in the Company changing the nature and scale of its activities. Listing Rule 11.1.2 requires the Company to seek Shareholder approval where it proposes to make a significant change to the nature and scale of its activities. ASX has also advised the Company that it will be required to re-comply with the requirements of Chapters 1 and 2 of the Listing Rules in accordance with Listing Rule 11.1.3. Please refer to the Explanatory Statement for details.*

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

2. RESOLUTION 2 - CREATION OF NEW CLASS OF SECURITIES – PERFORMANCE SHARES

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

> *"That, subject to and conditional upon the passing of all Essential Resolutions, for the purposes of section 246B(1) of the Corporations Act and Article 2.3 of the Constitution and for all other purposes, the Company be authorised to create a new class of shares on the terms and conditions set out in the Explanatory Statement.*

3. RESOLUTION 3 – APPROVAL TO ISSUE SHARES AND PERFORMANCE SHARES TO VERIDIS VENDORS

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

> *"That, subject to and conditional upon the passing of all Essential Resolutions, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 35,000,000 Shares and 130,000,000 Performance Shares to the Veridis Vendors (or their nominee/s) on the terms and conditions set out in the Explanatory Statement."*

***Independent Expert's Report**: Shareholders should carefully consider the Independent Expert's Report prepared by BDO Corporate Finance (WA) Pty Ltd for the purposes of Shareholder approval in relation to Resolution 3. The Independent Expert's report comments on the fairness and reasonableness of the issue of the Performance Shares under this Resolution and Performance Rights under Resolution 11. The Independent Expert has determined that the issue of* *these performance securities is **FAIR AND REASONABLE** to non-associated Shareholders.*

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

4. RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO MINING DEVELOPMENT VENDORS

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

> *"That, subject to and conditional upon the passing of all Essential Resolutions, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 15,000,000 Shares to the Mining Development Vendors (or their nominee/s) on the terms and conditions set out in the Explanatory Statement."*

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

5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES PURSUANT TO THE CAPITAL RAISING

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

> *"That, subject to and conditional upon the passing of all Essential Resolutions, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 110,000,000 Shares at an issue price of $0.05 per Share on the terms and conditions set out in the Explanatory Statement."*

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

6. RESOLUTION 6 – DIRECTOR PARTICIPATION IN THE CAPITAL RAISING – DAVID SUMICH

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 10.11 and for all other purposes, approval is given for the Company to issue up to 5,000,000 Shares to Mr David Sumich (or his nominee/s) on the terms and conditions set out in the Explanatory Statement."*

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

7. RESOLUTION 7 – APPOINTMENT OF DIRECTOR – MICHAEL MINOSORA

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

> *"That, subject to completion of the Proposed Acquisitions and conditional upon the passing of all Essential Resolutions, pursuant to and in accordance with the Constitution and for all other purposes, Mr Michael Minosora, having consented to act as a director of the Company, be appointed as a director of the Company with effect on and from completion of the Proposed Acquisitions."*

8. RESOLUTION 8 – APPOINTMENT OF DIRECTOR – SAM RANDAZZO

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

"That, subject to completion of the Proposed Acquisitions and conditional upon the passing of all Essential Resolutions, pursuant to and in accordance with the Constitution and for all other purposes, Mr Sebastiano (Sam) Randazzo, having consented to act as a director of the Company, be appointed as a director of the Company with effect on and from completion of the Proposed Acquisitions."

9. RESOLUTION 9 – APPOINTMENT OF DIRECTOR – DR ANDREW WILDE

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

"That, subject to completion of the Proposed Acquisitions and conditional upon the passing of all Essential Resolutions, pursuant to and in accordance with the Constitution and for all other purposes, Dr Andrew Wilde, having consented to act as a director of the Company, be appointed as a director of the Company with effect on and from completion of the Proposed Acquisitions."

10. RESOLUTION 10 – APPROVAL TO ISSUE FACILITATION SHARES TO CPS CAPITAL GROUP PTY LTD

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

"That, subject to completion of the Proposed Acquisitions and conditional upon the passing of all Essential Resolutions, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 8,100,000 Shares to CPS Capital Group Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement."

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

11. RESOLUTION 11 – APPROVAL TO ISSUE SECURITIES TO DIRECTOR – DAVID SUMICH

To consider and, if thought fit, with or without amendment, to pass 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 2,000,000 Shares and 6,000,000 Performance Rights to Mr David Sumich (or his nominee/s) on the terms and conditions set out in the Explanatory Statement."

***Independent Expert's Report**: Shareholders should carefully consider the Independent Expert's Report prepared by BDO Corporate Finance (WA) Pty Ltd for the purposes of Shareholder approval in relation to Resolution 11. The Independent Expert's report comments on the fairness and reasonableness of the issue of the Performance Rights under this Resolution and Performance Shares under Resolution 3. The Independent Expert has determined that the issue of these performance securities is **FAIR AND REASONABLE** to non-associated Shareholders.*

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

12. RESOLUTION 12 – REPLACEMENT OF CONSTITUTION

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

> *"That, subject to completion of the Proposed Acquisitions and conditional upon the passing of all Essential Resolutions, for the purposes of section 136(2) and section 648G of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes."*

Voting Prohibition Statements

Resolution 11 – Approval to Issue Securities to Director – David Sumich	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolution 1 – Change to nature and scale of activities – Proposed Acquisitions	A counterparty to the transaction (being the Veridis Vendors and Mining Development Vendors) that, of itself or together with one or more transactions, will result in a significant change to the nature and scale of the entity's activities and any other person who will obtain a material benefit as a result of the transaction (except a benefit solely by reason of being a Shareholder), or an associate of that person or those persons.
Resolution 3 – Approval to Issue Shares and Performance Shares to Veridis Vendors	The Veridis Vendors or any other 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), or an associate of that person or those persons.
Resolution 4 – Approval to Issue Shares to Mining Development Vendors	The Mining Development Vendors or any other 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), or an associate of that person or those persons.
Resolution 5 – Approval to Issue Shares Pursuant to the Capital Raising	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), or an associate of that person or those persons.
Resolution 6 – Director Participation in the Capital Raising – David Sumich	Mr David Sumich (or his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of that person or those persons.
Resolution 10 – Approval to Issue Facilitation Shares to CPS Capital Group Pty Ltd	CPS Capital or any other 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) or an associate of that person (or those persons).
Resolution 11 – Approval to Issue Securities to Director – David Sumich	Mr David Sumich (or his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
   (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
   (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Submit your Proxy Vote

(a) **Online**

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

(b) **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, GPO Box 5193, Sydney NSW 2001
BY EMAIL	meetings@automicgroup.com.au
BY FAX	+61 2 8583 3040

Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6316 4674.

EXPLANATORY STATEMENT

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

1. BACKGROUND TO THE PROPOSED ACQUISITIONS

1.1 General Background

The Company is an Australian public company, which was incorporated on 2 March 2021 and admitted to the Official List on 22 December 2021 following completion of an initial public offer.

1.2 Proposed Acquisitions

The Company has entered into:

(a) a share sale agreement (**Veridis SSA**) to acquire 100% of the issued capital of Veridis Energie SARL (a company incorporated in the Republic of Guinea) (**Veridis**) which is the holder of two reconnaissance permits and two exploration licence applications over the reconnaissance permits in the Kissidougou-Mafran region of Guinea known as the Firawa Rare Earth Element-Uranium Project (**Firawa Project**) on 14 May 2024; and

(b) a share sale agreement (**Mining Development SSA**) to acquire 100% of the issued capital of Mining Development Resources SARLU (a company incorporated in the Republic of Guinea) (**Mining Development**) which is the holder of one reconnaissance permit application and one exploration licence application which has been applied for over the reconnaissance permit application located in located in the Labé district of Guinea (**Labé Project**) on 15 May 2024,

(together, the **Proposed Acquisitions**).

Proposed Directors, Michael Minosora and Sam Randazzo and substantial Shareholder, Jason Peterson have an interest in the Proposed Acquisitions as they or entities that they control are shareholders of Veridis. Messrs Minosora and Randazzo also have a beneficial interest in the issued capital of Mining Development. Further information in relation to the interests of the Proposed Directors and substantial Shareholder, Jason Peterson in the Proposed Acquisitions is set out in Section 1.21. The Proposed Acquisitions are conditional on the Company obtaining all necessary regulatory and Shareholder approvals to effect the Proposed Acquisitions and satisfying all other requirements of ASX for the reinstatement to official quotation of the Company's Shares on the ASX (among other things) (**Official Quotation**). The key terms of the Acquisition Agreements are set out in Schedules 1 and 2.

The consideration payable under the Proposed Acquisitions comprises:

(a) the issue of 35,000,000 Shares and 130,000,000 Performance Shares (which vest on satisfaction of various milestones) to the shareholders of Veridis (or their nominees) (**Veridis Vendors**) pursuant to the Veridis SSA; and

(b) the issue of 15,000,000 Shares to the shareholders of Mining Development (or their nominees) (**Mining Development Vendors**) pursuant to the Mining Development SSA.

Pursuant to the Veridis SSA, the Company made a payment of US$90,000 to Veridis as an exclusivity fee on 9 February 2024, and has paid Veridis a fee of US$25,000 per month for a period of four months in consideration for providing consultancy services to the Company during the period prior to completion of the Veridis Acquisition (including liaising with government officers, the mines department, local community representatives and other stakeholders) and as reimbursement for expenses incurred.

1.3 Proposed Acquisition Entities

1.3.1 Veridis Energie SARL

Veridis is an entity incorporated in the Republic of Guinea on 24 October 2023. Veridis is the holder of two reconnaissance permits and two exploration licence applications over the reconnaissance permits in the Kissidougou-Mafran region of Guinea known as the Firawa Project. Further details in respect of the Firawa Project are set out in Section 1.4.1 below.

1.3.2 Mining Development Resources SARLU

Mining Development is an entity incorporated in the Republic of Guinea on 23 January 2024. Mining Development is the holder of a reconnaissance permit application and an exploration licence application over the reconnaissance permit application in the Labé district of Guinea known as the Labé Project. Further details in respect of the Labé Project are set out in Section 1.4.2 below.

1.4 Details of the New Projects

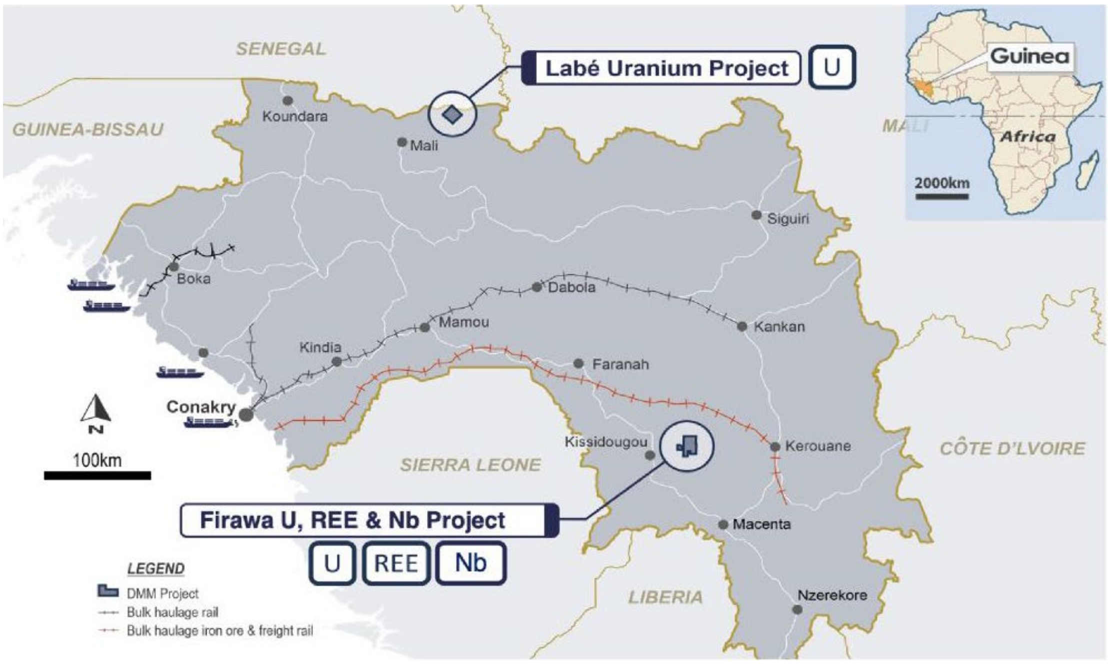

Figure 1: Project Location Map

1.4.1 Firawa Project

The Firawa Uranium-REE-Nb Project is a carbonatite style deposit and has the potential to be a globally significant deposit, based on scale potential and historic grades.

Firawa Project contains a JORC (2012) inferred Mineral Resource Estimate (MRE) of:

(a) **27.1 MT @ 295ppm U_3O_8** (for 17.6 mill lbs U_3O_8), cutoff grade 100 ppm U_3O_8

Table 1: Uranium & REE Significant Intercepts

Hole ID	U_3O_8 Intercept		TREO[1] Intercept
FRW 121	**14m @ 471 ppm U_3O_8** from 4m	*and*	**45m @ 32,900 ppm TREO** from 7m
FRW 151	**58m @ 775 ppm U_3O_8** from 43m	*and*	**100m @ 11,608 ppm TREO** from 8.6m incl. **68m @ 15,800 ppm TREO** from 40.6m
FRW 152	**72m @ 297 ppm U_3O_8** from 23m	*and*	**59m @ 10,496 ppm TREO** from 36m
FRW 154	**87m @ 411 ppm U_3O_8** from 46m	*and*	**109m @ 5,569ppm TREO** from 9m
FRW 120	**14m @ 266 ppm U_3O_8** from 25m	*and*	**31.6m @ 21,513 ppm TREO** from 18m

A total of **154 historic drill holes** have been completed at Firawa Project, for 12,342 meters of drilling.[2]

Mineral Resource Estimate

The Firawa Project contains a Mineral Resource in accordance with the JORC Code (2012 Edition).

The Firawa Mineral Resource Estimate is presented in Table 2 and is reported above a cut-off grade of 100 ppm U_3O_8. The Mineral Resource Estimate is classified as Inferred, with geological and sampling evidence sufficient to imply, but not verify, geological and grade continuity. The classification is based on quality of input data, drill spacing, number of holes and metallurgical test work completed to date. The deposit appears to be of sufficient grade, quantity, and continuity to have reasonable prospects for eventual economic extraction. The Firawa Project is located near the town of Kissidougou with road access. The town has a 1.2 km long airstrip which is maintained. An exploration camp was established by Forte nearby. Guinea hosts mining and mineral projects such as the world class Simandou Fe Project (Rio Tinto) with workers experienced in the mining and related industries.

[1] TREO = $CeO_2 + Dy_2O_3 + Er_2O_3 + Eu_2O_3 + Gd_2O_3 + Ho_2O_3 + La_2O_3 + Lu_2O_3 + Nd_2O_3 + Pr_6O_{11} + Sm_2O_3 + Tb_4O_7 + Tm_2O_3 + Yb_2O_3$

[2] Refer to Appendix 3 for details of all drill intercepts and Table 2 for historic drilling summary of the Company's ASX Announcement dated 24 June 2024.

Table 2: Mineral Resource Estimate, Firawa Project, reported where U_3O_8 > (or equal) 100ppm

JORC Classification	Tonnage (Mt)	Grade (ppm U_3O_8)	Contained U_3O_8 (mn lbs)
Inferred	27.1	295	17.6
Total	**27.1**	**295**	**17.6**

Geology and Geological Interpretation

The deposit type targeted is carbonatite REE-U type mineralisation. The Firawa Project area is situated within an Archaean granite gneiss domain. Carbonatite and gabbro intrude the Archaean granitoid basement. The REE-U mineralisation follows an east-west trending tectonic structure, an interpreted fault zone, over approximately five kilometres. Mineralisation is predominantly observed in oxidised carbonatites in a weathered zone. The weathered rocks are underlain by fresh carbonatites and strongly cataclastic alkaline granites.

The U_3O_8 assays were constrained within a +100 ppm grade envelope, with lateral and vertical limits constrained by drill sample assay results, if less than 100 ppm, or limited to 25 m beyond a final drill fence line. Depths of geological models were constrained within the weathering profile, defined by a laterite model surface. 2D sectional string interpretation and 3D modelling of mineralised zones was based on the current geological and structural understanding of Firawa. Broad, moderately dipping mineralised zones are defined from drilling results but significant refinement of the geological and structural model for the Firawa Project is recommended as the project develops.

Within the context of the geological model, the 2D and 3D grade interpretations have been developed over 50 m and 100 m spaced drill sections. A +100 ppm U_3O_8 constraint was used to define 13 continuous or semi-continuous zones of uranium mineralisation with 6 of the domains making up 93% of the total volume of the mineralisation. Figure 2 presents a cross section through the mineralisation model.

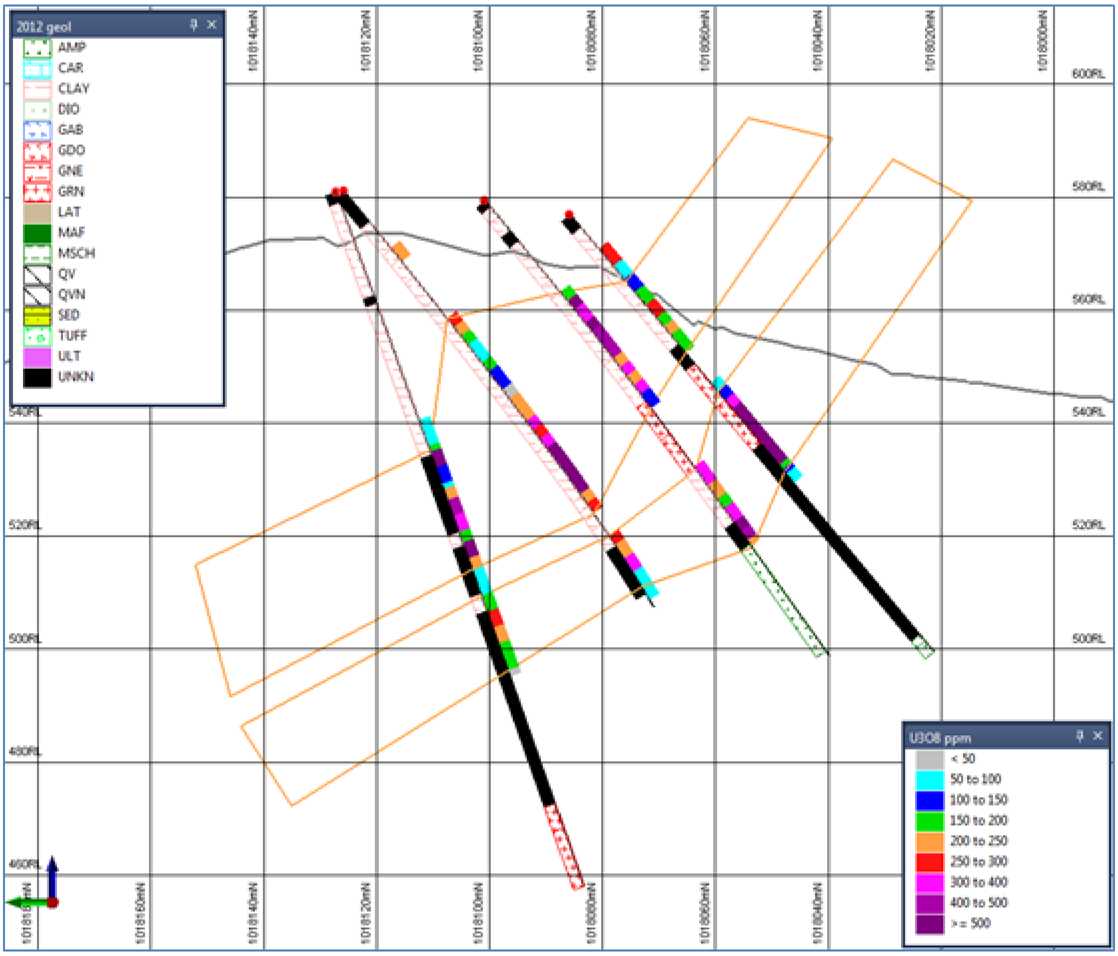

Figure 2 Firawa Section 413100 showing drill holes, geology, U_3O_8 assay values, topography (grey) and ore domain (orange) outlines. Note: a wide section view has resulted in the topographic DTM slice showing in an apparent lower elevation to the drill collars.

Drilling Techniques

A total of 9,968 m of drilling has been conducted and supports the Mineral Resource Estimate, including 5,865 m of diamond (DD) and 4,103 m of reverse circulation (RC) drilling. All drilling was undertaken by Guinean drilling companies. An additional 36 RC holes (2,422 m) were drilled along strike of the deposit in 2012 but no samples were submitted for chemical analysis. The core was collected using a triple tube technique. Diamond core was collected using a triple tube technique. No other technical details on the DD and RC drilling programs are available from historic reports. A summary of drilling by year is presented in Table 3.

Table 3 Drilling at Firawa Project

Year	Hole Type	Hole Names	Number holes	Metres Drilled
2007	RC	FRW001 – FRW035	29	1,814
2008 - 2009	DD	FRW101 – FRW156	56	5,864.91
2012	RC	FRW200 – FRW217; FRW232 – FRW234; FRW236 – FRW239; FRW256	27	2,289

Sampling and Sub-Sampling Techniques

RC Samples were collected from the cyclone at metre intervals downhole. Each sample was collected from the cyclone, then passed through a three-tier riffle splitter, producing two sub samples about 1-2 kg each and a reject sample. One sub-sample was stored as reference and the second was sent for analysis. Chips from all samples were collected in small chip trays and stored at the Firawa camp. For drilling conducted in 2007, all drill samples were sent for analysis. For all later drilling, a handheld scintillometer was used to select samples with elevated levels of radiation, which were then send for analysis.

Diamond core drilling was carried out from 2008 into early 2009 with core collected using a triple tube technique, which was considered appropriate for the clayey ground to maximise recovery. The core was stored in locally produced core-boxes. Radioactive sections, including a small amount of barren material above and below the deposit, were split by a knife with one half of the split material collected for analysis.

Qualitative lithological logging for RC drilling was undertaken on washed chips collected into chip trays. The diamond core was logged for radiation levels, lithology, and recovery by Forte geologists.

Sample Analysis Method

Drill samples were processed at several analytical laboratories during the years of drilling. Samples were crushed and milled with assaying carried out by Inductively Coupled Plasma Mass Spectrometry (ICP-MS). Quality assurance / quality control (QAQC) protocols were used to monitor the precision and accuracy of the sample collection, sample preparation and assaying, using certified standards, blanks and field duplicates. No major issues were identified by Forte who audited the drilling program results.

Estimation Methodology

A block model constrained by the interpreted mineralisation envelopes was constructed with a parent cell size of 50 m (E) x 10 m (Y) x 25 m (Z) adopted, with sub-celling used to maintain the resolution of the mineralised domains. Samples composited to 1 m length were used to interpolate U_3O_8 grades into the block model using ordinary kriging techniques. A search ellipse of 100 m (along strike) by 100 m (across strike) by 75 m (down dip) was used to select samples for grade interpolation. A minimum of 5 and maximum of 15 composited samples were used for the first pass interpolation, from a minimum of 2 drill holes. A top cut value of 1000 ppm U_3O_8 was applied to the composites.

Density measurements were taken using the Archimedes method based on diamond core billets. A density value of 2.7 t/m3 was assigned to all domains in the Mineral Resource estimate.

Mineral Resource Estimate Classification Criteria

The Mineral Resource Estimate is classified as Inferred, with geological and sampling evidence sufficient to imply, but not verify, geological and grade continuity. The classification is based on quality of input data, drill spacing, number of holes and metallurgical test work completed to date. Holes were drilled on section lines spaced 50 m apart (east – west) and with holes spaced between 25 m and 100 m on section lines.

Cut-off Grades

The Mineral Resource Estimate is reported above a cut-off grade of 100 ppm U_3O_8, as was used for the maiden Mineral Resource completed in 2009. The Competent Person considers this to be a reasonable cut-off grade, with 85% of samples within the mineralisation domain having >100 ppm U_3O_8. Future mining studies will provide guidance for reporting of Mineral Resource estimates.

Mining and Metallurgical Methods

No mining studies have been carried out on the Firawa Project to date, but it is assumed that conventional open cut mining methods would be used to develop the Firawa Project.

Three mineralogical studies of the mineralisation were completed in 2012. Based on a Microprobe and x-ray diffraction (XRD) study of five high-grade samples by AREVA, U was associated with REE, Nb, Ta and Y, especially with Ta. Uranium also to some extent occurs as crandallite.

A sample from a road cutting near hole FRW108 was dominated by quartz and kaolinite with minor crandallite and hematite. Uranium and REEs were found to be related to U-bearing pyrochlore betafite (Ca,U)2(Ti,Nb,Ta)2O6(OH).

Metallurgical test work was undertaken at Mineral Engineering Technical Services Pty Ltd ("METS") in Perth in 2010 as follows:

Pug roast leach testing with Sulphuric acid was added at the rate of 500 kg/t then baked at 250°C for 1 hour. A total of ~55% of the uranium and 49% of the iron were recovered.

Direct acid leach tests: 30% solids treated with a 6 M (i.e., concentrated) solution of sulphuric acid at 90°C for 24 hours with solid and residue samples taken at several intervals for assaying. Maximum U extraction of 67.2% was achieved after 8 hours.

Acid consumption was higher than optimal due to a high percentage of iron oxides and hydroxides. It was concluded that in order to lower the acid consumption more iron oxides would need to be rejected prior to the leach step, for example by gravity separation. These results apply to uranium only and are preliminary in nature. Further test work and a better understanding of mineralisation composition and variability are required.

<u>History</u>

Firawa was previously explored by Forte Energy NL (**Forte**), a company formerly listed on ASX and AIM, from 2007 to 2012. There has been no exploration activity on the project since that time. Exploration was undertaken by Forte between 2007 and 2012. Table 4 below summarises the historic drilling undertaken at Firawa.

Table 4: Firawa Historic Drilling Summary

Year	Description	Total Meters	Operator
2007	35 holes (RC drilling)	1,800	Forte Energy NL
2009	56 holes (Diamond drilling	5,850	Forte Energy NL
2012	63 Holes (RC drilling)	4,712	Forte Energy NL
Total		**12,362**	

Geology

The uranium & REE mineralisation follows an east-west trending tectonic structure, an interpreted fault zone, over a distance of approximately five kilometres.

The mineralisation is predominantly contained within the surficial weathered zone up to 100m thick.

Two of the historic drill-holes intersected mineralisation in fresh bedrock. The mineralisation intersected by drilling is in oxidised carbonatites. Carbonatites are hosted by Archaean granites and gneisses with minor amphibolite.

Key points relating to geology & mineralisation:

(a) results so far have shown a positive correlation between the uranium and the REE content. (refer to Figures 3-5);

(b) mineralisation starts at surface and open to depth (refer to Figures 3-5);

(c) true widths of the mineralisation range from 20m to 80m; and

(d) the deposit is open to east and west along mineralisation trend.

The known rare earth mineralisation occurs within the weathered zone, with the average grade of 0.85% (8,500 ppm TREO) for 198 reported REE intersections. Percentage of Magnet Rare Earth Oxides[3] (**MREO**) is ~30% of the total REE content.

[3] MREO = $Dy_2O_3 + Nd_2O_3 + Pr_6O_{11} + Tb_4O_7$

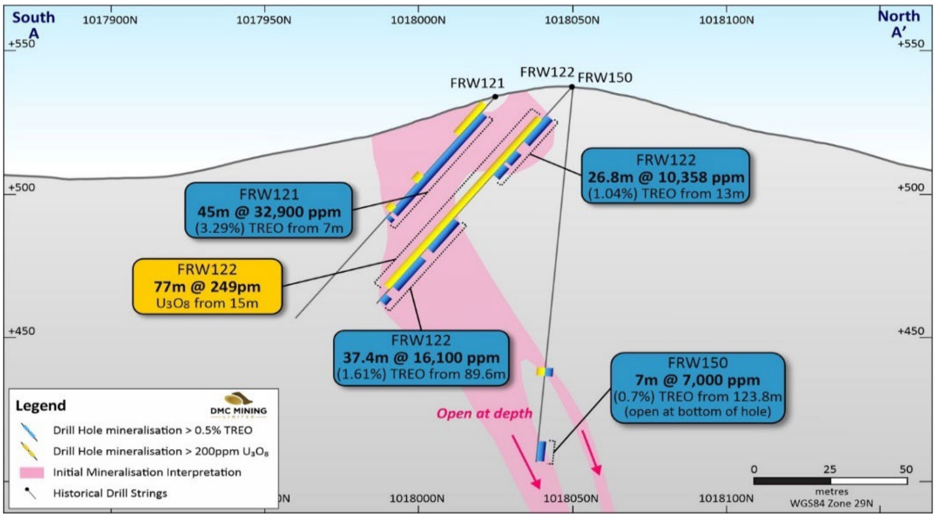

Figure 3 – Cross Section A to A' - Uranium and REE intercepts. (Niobium intercepts omitted)

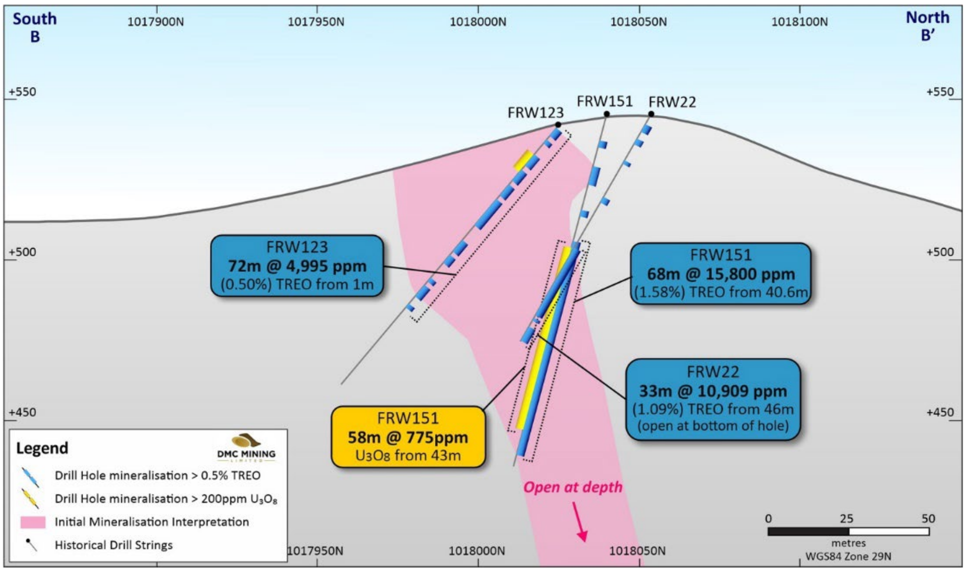

Figure 4 – Cross Section B to B' - Uranium and REE intercepts. (Niobium intercepts omitted)

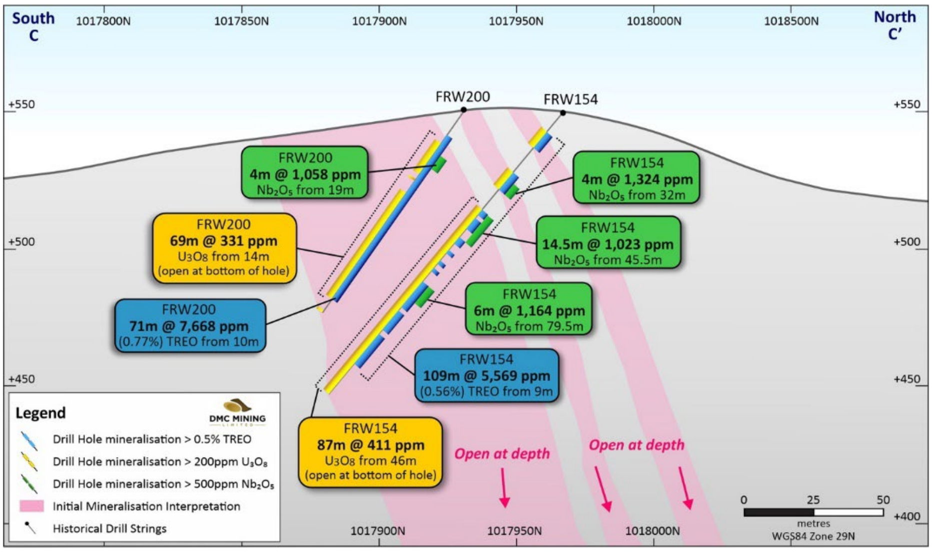

Figure 5 – Cross Section C to C' - Uranium, REE and Niobium intercepts.

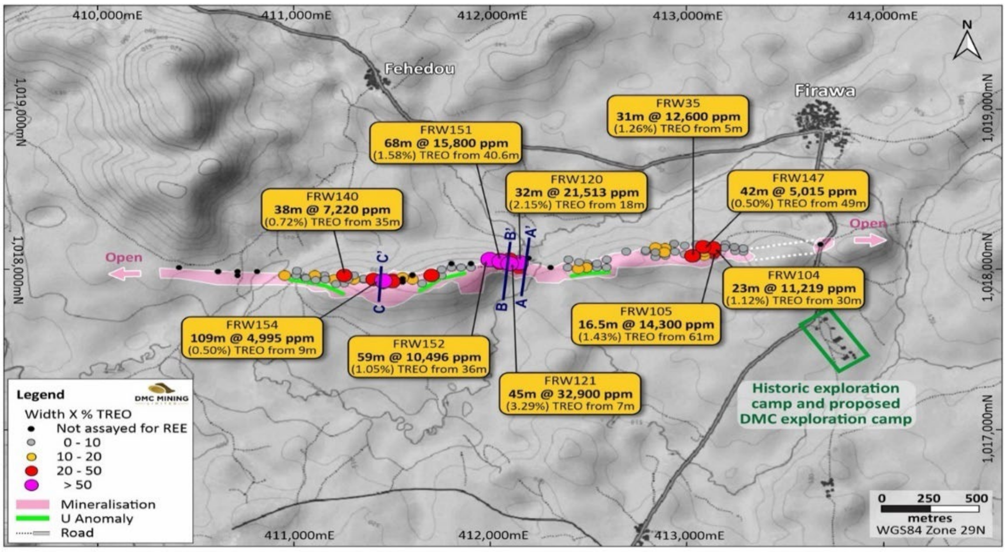

Figure 6 – Firawa deposit – Plan view

Mineralogy

Historical mineralogical study on an unknown number of samples showed that uranium is hosted by the phosphate mineral crandallite ($CaAl_3(PO_4)_2(OH)_5 \cdot H_2O$). This mineral is abundant at the Mt Weld carbonatite deposit located in Western Australia. The identification of carbonatite at the Firawa Project is significant since it increases the potential of continuation of the mineralisation to depth and indicates the possibility of existence of the subhorizontal higher-grade REE mineralisation in the oxide zone similar to that at the Mt Weld deposit. It also suggests potential for Nb & P mineralisation.

NdPr : TREO

Five samples have been analysed for the full suite of rare earth elements.

Table 5: Firawa Project – Results of REE Analysis on 5 Samples

Hole ID	From (m)	To (m)	Interval (m)	TREO (ppm)	MREO (ppm)	MREO %	Nd + Pr (ppm)	NdPr %
FRW12	44	45	1	26,571	7,709	29.0	7,220	27.2
FRW12	46	47	1	31,696	9,185	29.0	8,605	27.1
FRW14	42	43	1	26,127	8,029	30.7	7,610	29.1
FRW30	32	33	1	23,561	7,232	30.7	6,805	28.9
FRW31	4	5	1	22,230	6,542	29.4	6,120	27.5
					Average	**29.8**		**28.0**

Notes;

TREO = $CeO_2 + Dy_2O_3 + Er_2O_3 + Eu_2O_3 + Gd_2O_3 + Ho_2O_3 + La_2O_3 + Lu_2O_3 + Nd_2O_3 + Pr_6O_{11} + Sm_2O_3 + Tb_4O_7 + Tm_2O_3 + Yb_2O_3$

MREO = $Dy_2O_3 + Nd_2O_3 + Pr_6O_{11} + Tb_4O_7$

MREO % = Mag REO as a % of TREO

Nd + Pr = $Nd_2O_3 + Pr_6O_{11}$

NdPr % = $Nd_2O_3 + Pr_6O_{11}$ as a % of TREO

Niobium

Mineralisation at the Firawa Project contains anomalous concentrations of niobium (Nb_2O_5) throughout the 3km mineralised zone. Niobium results include 22,784 ppm (2.28%) Nb_2O_5 and the following highlighted drilling based on a 1,000 ppm Nb_2O_5 cut-off:

(a) High-grade, focused zones:

  (i) 5.0m @ 5,859 ppm Nb_2O_5 from 48.0m (FRW204);

(b) Low-grade, broad zones:

  (i) 48.0m @ 1,698 ppm Nb_2O_5 from 50.0m (FRW146);

  (ii) 42.8m @ 1,683 ppm Nb_2O_5 from 48.7m (FRW147); and

  (iii) 70.0m @ 1,275 ppm Nb_2O_5 from 32.0m (FRW154).

1.4.2 Labé Project

The Labé Project, comprising one reconnaissance permit application and one exploration licence application which has been applied for over the reconnaissance permit application covering approximately 100km^2, is located approximately 360km northeast from the capital city, Conakry (Refer to Figure 7). The Labé Project is early stage and considered prospective for uranium.

Labé is located directly along strike from Haranga Resources' (ASX:HAR) Saraya Uranium Deposit (13.10Mt @ 588ppm U_3O_8 for 16.11Mlb U_3O_8. [4]). Mineralisation trends N-S directly into Labé tenure.

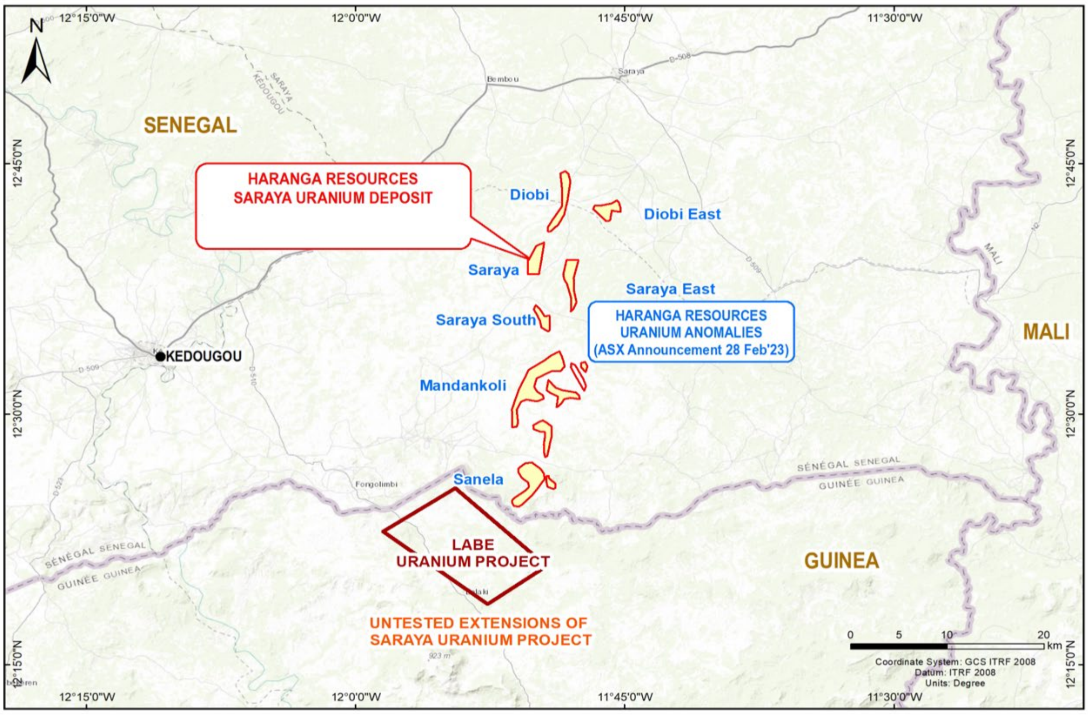

Figure 7 – Labé Uranium Project Location Map

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[4] Refer to announcement by Haranga Resources Ltd (ASX:HAR) entitled "*Saraya Uranium Mineral Resource Upgrade*" dated 20 June 2024.

1.4.3 Competent Persons' Statements

(a) **Exploration Results**

The information in the Notice that relates to Exploration Results is extracted from the Company's ASX Announcement dated 24 June 2024 (**Original Announcement**), available on www.asx.com.au. The information in the Original Announcement that related to Exploration Results was based on, and fairly represents, information compiled by Dr Sergeev, who is a Member of Australian Institute of Geoscientists. Dr Sergeev is a full-time employee of ERM Group and has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the JORC Code (2012).

The Company confirms that:

(i) it is not aware of any new information or data that materially affects the information included in the Original Announcement;

(ii) all material assumptions and technical parameters underpinning the estimates in the Original Announcement continue to apply and have not materially changed; and

(iii) the form and context in which the relevant Competent Person's findings are presented in the Notice have not been materially changed from the Original Announcement.

(b) **Mineral Resource Estimates**

The information in the Notice that relates to Mineral Resource Estimates is extracted from the Original Announcement. The information in the Original Announcement that related to Mineral Resource Estimates was based on, and fairly represents, information compiled by Mr David Williams and Dr Nikita Sergeev. Mr David Williams is a fulltime employee of ERM and is a Member of the Australian Institute of Geoscientists (#4176)(RPGeo). Dr Nikita Sergeev is a full-time employee of ERM and is a Member of the Australian Institute of Geoscientists (#3840). Mr David Williams and Dr Nikita Sergeev have sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as Competent Persons as defined in the JORC Code (2012).

The Company confirms that:

(i) it is not aware of any new information or data that materially affects the information included in the Original Announcement;

(ii) all material assumptions and technical parameters underpinning the estimates in the Original Announcement continue to apply and have not materially changed; and

(iii) the form and context in which the relevant Competent Persons' findings are presented in the Notice have not been materially changed from the Original Announcement.

1.5 ASX compliance matters

Trading in the Company's Shares is currently suspended and will remain suspended until the Company re-complies with Chapters 1 and 2 of the Listing Rules following completion of the Proposed Acquisitions. The Proposed Acquisitions are conditional on the Company obtaining all necessary regulatory and Shareholder approvals to effect the Proposed Acquisitions and satisfying all other requirements of ASX for the reinstatement to Official Quotation of the Company's Shares on the ASX (among other things).

ASX has an absolute discretion in deciding whether or not to re-admit the Company to the Official List and to reinstate the Company's Shares to Official Quotation and therefore the Proposed Acquisitions may not proceed if ASX exercises that discretion. Investors should take account of these uncertainties in deciding whether or not to buy or sell the Company's securities.

The Company confirms that it is currently in compliance with its disclosure obligations under ASX Listing Rule 3.1.

ASX takes no responsibility for the contents of this Notice.

1.6 Summary of Resolutions

This Notice of Meeting sets out the Resolutions necessary to complete the Proposed Acquisitions and associated transactions, being Resolutions 1 to 5, 7 to 10 and 12 (**Essential Resolutions**). Each of the Essential Resolutions are conditional upon the approval by Shareholders of each of the other Essential Resolutions. If any of the Essential Resolutions are not approved by Shareholders, all of the Essential Resolutions will fail, and completion of the Proposed Acquisitions will not occur.

A summary of the Essential Resolutions is as follows:

(a) the Proposed Acquisitions, if successfully completed, will represent a significant change in the nature and scale of the Company's operations, for which Shareholder approval is required under Listing Rule 11.1.2 (Resolution 1);

(b) the creation of new class of Shares, being Performance Shares, which comprise consideration payable to the Veridis Vendors (Resolution 2);

(c) the issue of 35,000,000 Shares and 130,000,000 Performance Shares to the Veridis Vendors in consideration for the Veridis Acquisition (Resolution 3);

(d) the issue of 15,000,000 Shares to the Mining Development Vendors in consideration for the Mining Development Acquisition (Resolution 4);

(e) the Company will need to re-comply with Chapters 1 and 2 of the Listing Rules and, to achieve this, must successfully undertake a capital raising by issuing up to 110,000,000 Shares, at $0.05 per Share, to raise a minimum $5,000,000 with a provision to accept over-subscriptions of $500,000 (Resolution 5);

(f) the appointments of Mr Michael Minosora (proposed Non-Executive Chairman), Mr Sebastiano (Sam) Randazzo (proposed Non-Executive Director) and Dr Andrew Wilde (proposed Non-Executive Director) as incoming Directors on completion of the Proposed Acquisitions (Resolutions 7 – 9);

(g) the issue of 8,100,000 Shares to CPS Capital Group Pty Ltd as a transaction introduction and facilitation fee (Resolution 10); and

(h) the replacement of the Company's constitution (Resolution 12).

In addition, the Company is seeking Shareholder approval for various other non-Essential Resolutions as follows:

(a) Resolution 6 seeks Shareholder approval under and for the purposes of Listing Rule 10.11 for Director, Mr David Sumich, to participate in the Capital Raising; and

(b) Resolution 11 seeks Shareholder approval under and for the purposes of Listing Rule 10.11 for the issue of 2,000,000 Shares and 6,000,000 Performance Rights to Mr Sumich as part of his remuneration package.

1.7 Regulatory Matters

No person or entity will acquire a holding of Shares of, or increase their holding, to an amount in excess of 20% of all the Shares on issue on completion of the Proposed Acquisitions.

Trading in the Company's Shares has been suspended since 23 January 2024 and will remain suspended until the Company re-complies with Chapters 1 and 2 of the Listing Rules following completion of the Proposed Acquisitions. The Proposed Acquisitions are conditional on the Company obtaining all necessary regulatory and Shareholder approvals and satisfying all other requirements of ASX for the reinstatement to Official Quotation of the Company's Shares on the ASX (amongst other things).

As part of its initial due diligence, the Company has considered, amongst other things:

(a) the current standing of the New Projects in terms of rental payments and expenditure commitments; and

(b) historical exploration results conducted on the New Projects,

to determine whether the New Projects are all in good standing and whether the New Projects are likely to be prospective for uranium and REE. Further details regarding the New Projects will be set out in the solicitor's report on title and the independent geologist's report which will be included in the Prospectus.

The Company and its advisors are currently undertaking a full due diligence program which is required in connection with the preparation of the Prospectus, associated with the Capital Raising, to assist the Company with its re-compliance with Chapters 1 and 2 of the ASX Listing Rules. This due diligence program comprises the customary due diligence committee process adopted by companies issuing securities under a prospectus in Australia, to ensure:

(a) the Prospectus contains all the information the law requires it to contain;

(b) the information disclosed is accurate;

(c) the Prospectus is not deceptive or misleading;

(d) there is no material omission from the Prospectus;

(e) the information in the Prospectus is worded and presented in a clear, concise and effective manner;

(f) all inquiries that were reasonable in the circumstances are made; and

(g) the due diligence defence under the Corporations Act is available to the Directors and all other parties involved in the preparation of the Prospectus.

This due diligence program will include:

(a) completion of due diligence checklists and questionnaires by the Vendors, the Directors and management of the Company;

(b) a verification process in relation to the Prospectus; and

(c) preparation of reports by advisers to the Company.

This due diligence program is expected to be completed prior to the Meeting, as it will need to be completed prior to the Prospectus being lodged with ASIC.

Should the full due diligence program uncover materially adverse findings which are unable to be remedied, there is a risk that the Company will not be able to complete the Capital Raising and the Proposed Acquisitions will not proceed. In this event, the Company will instead seek to obtain alternate opportunities with a view to being re-admitted to the Official List of the ASX.

The Board believed it prudent to seek Shareholder approval, prior to completion of the full due diligence program, so as to allow for a minimal period between the completion of the Meeting and the opening of the Capital Raising.

ASX has an absolute discretion in deciding whether or not to re-admit the Company to the Official List and to reinstate the Company's Shares to quotation on the Official List and therefore the Proposed Acquisitions may not proceed if ASX exercises that discretion. Investors should take account of these uncertainties in deciding whether or not to buy or sell the Company's Securities.

1.8 Previous Security Issues

The Company has not issued any securities in the six months prior to the date of this Notice.

In the past six months, Veridis has issued 10 shares at an issue price of GNF100,000 per share (equal to approximately $180.77, based on an exchange rate of 1GNF=$0.000180765) to a new shareholder. The purpose of the issue was to settle Veridis' capital structure prior to the Veridis Acquisition. The share issue was not underwritten.

Other than the shares that were issued on the incorporation of Mining Development, Mining Development has not issued any shares over the past six months.

1.9 Business Model

Following completion of the Capital Raising and the Proposed Acquisitions, the Company aims to progressively transition from being a junior explorer (subject to the results of exploration activities, technical studies and the availability of suitable funding), to exploiting the value of its Existing Project, the Firawa Project and the

Labé Project (together, the **Projects**) by undertaking project development, construction and mining activities, including:

(a) conducting systematic exploration activities on the Projects, with the aim of discovering at least one significant deposit;

(b) following discovery, delineating a mineral resource estimate on the deposit;

(c) undertaking economic and technical assessments of the priority Projects in line with standard industry practice (for example, completion of a scoping study, then a prefeasibility study followed by a definitive feasibility study);

(d) undertaking project development and construction;

(e) ultimately exploiting the Projects through mining operations;

(f) assess new strategic acquisitions and investment opportunities that may present;

(g) implement a growth opportunities strategy and actively canvas other mineral exploration and resource opportunities which have the potential to maximise Shareholder value; and

(h) provide working capital to implement the objectives set out above.

The Company believes that achievement of each of the above steps will progressively increase the value of each shareholders' ownership in the Company, being management's ultimate goal as a listed junior exploration company.

1.10 Key Dependencies of the Business Model

The key dependencies influencing the viability of the Proposed Acquisitions are:

(a) the Company's capacity to re-comply with Chapters 1 and 2 of the Listing Rules to allow for the Company to complete the Proposed Acquisitions and for Company's securities to recommence trading on ASX following the General Meeting;

(b) the Company completing the Capital Raising to raise sufficient funds to undertake and continue effective exploration and development activities on its Projects;

(c) exploration success;

(d) commodity price volatility and exchange rate fluctuations;

(e) the Company maintaining title to its exploration projects;

(f) the delineation of mineral resources from the conduct of exploration;

(g) favourable results on the Company's proposed economic assessments to support the technical and economic feasibility of mineral extraction at a commercial scale;

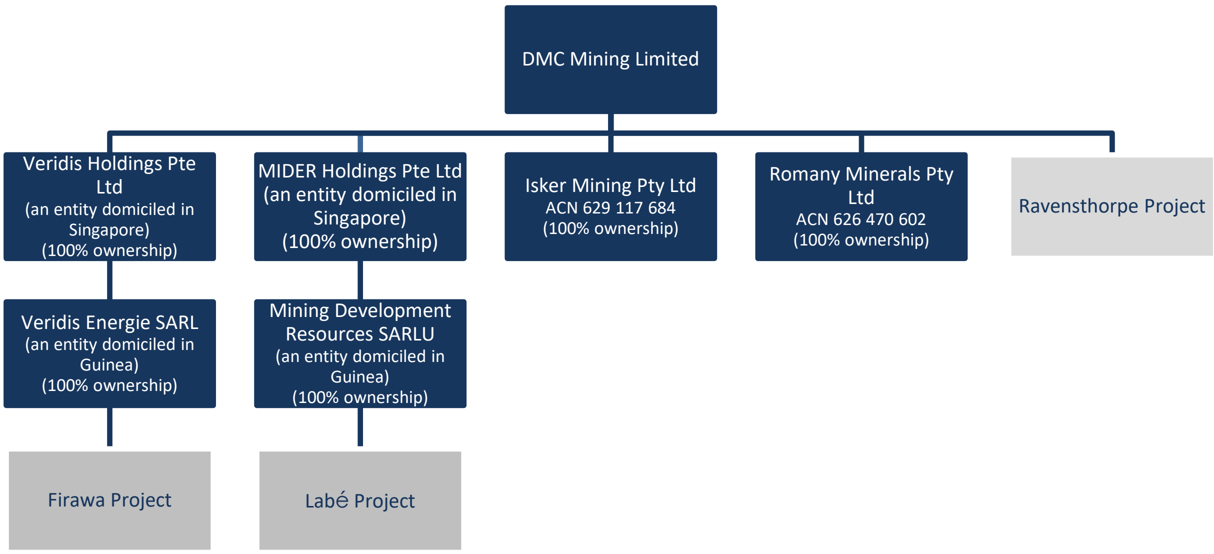
(h) receiving the funding required to carry out the Company's proposed business model;

(i) sufficient worldwide demand for relevant minerals; and

(j) the market price of relevant minerals remaining higher than the Company's costs of any future production.

1.11 Group Structure

Upon completion of the Proposed Acquisitions, the corporate structure of the Company is intended to be as follows:



1.12 Re-compliance with Chapters 1 and 2 of the Listing Rules

ASX has advised the Company that as the Proposed Acquisitions will amount to a significant change in the nature and scale of the Company's activities, the Company is required to obtain Shareholder approval for the Proposed Acquisitions and must re-comply with Chapters 1 and 2 of the Listing Rules before it can be re-instated to trading on the ASX (including any ASX requirement to treat the Company's Securities as restricted securities).

Trading in the Company's Shares is currently suspended and will remain suspended until the Company re-complies with Chapters 1 and 2 of the Listing Rules following completion of the Proposed Acquisitions. The Proposed Acquisitions are conditional on the Company obtaining all necessary regulatory and Shareholder approvals to effect the Proposed Acquisitions and satisfying all other requirements of ASX for the reinstatement to Official Quotation of the Company's Shares on the ASX (among other things).

If any of the Essential Resolutions are not approved at the Meeting, the Proposed Acquisitions will not be able to proceed, and the Company's Securities will likely remain suspended from trading.

1.13 Indicative timetable

An indicative timetable for completion of the Proposed Acquisitions and the associated transactions set out in this Notice is set out below:

Event	Date*
Announcement of the Proposed Acquisitions	24 June 2024

Event	Date*
Notice of Meeting for the Proposed Acquisitions sent to Shareholders	24 July 2024
Lodge Prospectus with ASIC Opening date of the Capital Raising	Mid July 2024
Shareholder Meeting to approve the Proposed Acquisitions, Capital Raising and associated Resolutions	23 August 2024
Closing date of the Capital Raising	Late August 2024
Completion of Proposed Acquisitions and Capital Raising	Late August 2024
Re-quotation on the ASX (subject to the Company re-complying with Chapters 1 & 2 of the Listing Rules)	Early September 2024

*Please note this timetable is indicative only and the Directors reserve the right to amend the timetable as required.

1.14 ASX waivers and confirmations obtained

The Company has received the following confirmation and waivers from ASX:

1.14.1 Listing Rule 2.1 (Condition 2)

Listing Rule 2.1 (Condition 2) provides that the issue price or sale price of all the securities for which an entity seeks quotation (except options) must be at least 20 cents in cash.

The Company has obtained a waiver from the requirements of Listing Rule 2.1 (Condition 2) to allow the Company to offer Shares under the Capital Raising at an issue price which is less than 20 cents.

On 19 July 2024, ASX granted the Company a waiver from Listing Rule 2.1 (Condition 2) to the extent necessary to permit the issue price of ordinary securities issued under the Prospectus not to be at least $0.20 each, on the following conditions:

(a) the issue price of the ordinary securities issued by the Company in connection with the Capital Raising is not less than $0.02 per Share;

(b) the terms of the waivers and terms and conditions of the Shares are clearly disclosed in this Notice of Meeting and in the Prospectus; and

(c) Shareholders approve the issue price of the Shares as part of the approvals obtained under Listing Rule 11.1.2 for the Capital Raising.

1.14.2 Listing Rule 1.1 (Condition 12)

Listing Rule 1.1 (Condition 12) provides that if an entity has options on issue the exercise price for each underlying security must be at least 20 cents in cash.

On 19 July 2024, ASX granted the Company a waiver from Listing Rule 1.1 Condition 12 to permit the Company to have on issue 130,000,000 Performance Shares and 6,000,000 Performance Rights with a nil exercise price on the condition that the full terms and conditions of the Performance Shares and Performance Rights are clearly disclosed in the Prospectus.

1.14.3 Listing Rule 6.1

On 19 July 2024, ASX advised the Company that the terms of the 130,000,000 Performance Shares proposed to be issued to the Veridis Vendors (or their nominees) and the 6,000,000 Performance Rights proposed to be issued to David Sumich are appropraite and equitable for the purposes of Listing Rule 6.1.

1.14.4 Listing Rule 10.11

On 15 July 2024, ASX granted the Company a waiver from the requirements of Listing Rule 10.13.5 (**Related Party Waiver**) to the extent necessary to permit this Notice not to state that, in relation to up to 5,000,000 Shares to be issued to Director, David Sumich in respect of his participation in the Capital Raising and 2,000,000 Shares and 6,000,000 Performance Rights to be issued to Director, David Sumich as part of his remuneration package (together, the **Related Party Securities**), that the Related Party Securities will be issued no later than one month after the date of the Meeting, on the following conditions:

(a) the Related Party Securities are issued by no later than the date that Shares are issued under the Capital Raising which must be no later than three months after the date of the Meeting;

(b) the Related Party Securities are issued pursuant to the relevant terms and conditions set out in the Notice pursuant to which the Company will seek the approval required under Listing Rule 11.1.2 for the Proposed Acquisitions;

(c) the circumstances of the Company, as determined by the ASX, have not materially changed since the Shareholders approved the issue of the Related Party Securities; and

(d) the terms of the waiver are clearly disclosed in the Notice and in the Prospectus.

1.15 Independent Expert's Report

In circumstances where shareholder approval is sought for the issue of performance securities, ASX may require an independent expert's report to be provided to shareholders where the quantum of performance securities is such that, if converted to shares, those shares would comprise more than 10% of issued capital.

The Directors have engaged BDO Corporate Finance (WA) Pty Ltd (**Independent Expert**) to provide the Independent Expert's Report to assist non-associated Shareholders to decide how to vote on Resolutions 3 and 11.

The Independent Expert has concluded that the proposed issues of performance securities pursuant to Resolutions 3 and 11 are fair and reasonable to non-associated Shareholders.

The Independent Expert's Report accompanies this Notice as Annexure A. In summary, the Independent Expert considers that the issue of performance securities pursuant to Resolutions 3 and 11 to be:

(a) fair, because the value of a Share following achievement of the milestones attaching to the performance securities is higher than the value of a Share before the issue of the performance securities; and

(b) reasonable, because:

(i) the issue of the performance securities to the recipients is fair; and

(ii) the advantages of issuing the performance securities and the achievement of meeting the attaching milestones are greater to Shareholders than the disadvantages.

1.16 Use of Funds

To assist the Company to re-comply with Chapters 1 and 2 of the Listing Rules and to support its strategy post-completion of the Proposed Acquisitions, the Company intends, subject to Shareholder approval, to conduct the Capital Raising.

The Company intends to apply funds raised from the Capital Raising, together with existing cash reserves, over the first two years following re-admission of the Company to the Official List of ASX as follows:

Funds available	Minimum Subscription ($5,000,000)	Percentage of Funds	Maximum Subscription ($5,500,000)	Percentage of Funds
Existing cash reserves	$382,400	6.85%	$382,400	6.29%
Short Term Unsecured Loan[1]	$200,000	3.58%	$200,000	3.29%
Funds raised from the Capital Raising	$5,000,000	89.57%	$5,500,000	90.42%
Total	**$5,582,400**	**100%**	**$6,082,400**	**100.00%**
Allocation of funds				
Exploration at Ravensthorpe Nickel Project[2]	$130,000	2.33%	$130,000	2.14%
Expenditure on the Firawa Project[2]	$2,566,000	45.97%	$2,786,000	45.80%
Expenditure on the Labé Project[2,3]	$395,000	7.08%	$395,000	6.49%
Expenses of the Proposed Acquisitions and Capital Raising[3]	$799,000	14.31%	$829,000	13.63%
Repayment of Loan (including interest and establishment fee)	$225,000	4.03%	$225,000	3.70%
Working capital, corporate and general administration costs[4]	$1,467,400	26.29%	$1,717,400	28.24%
Total	**$5,582,400**	**100%**	**$6,082,400**	**100%**

Notes:

1. Aries Finance Pty Ltd (an entity which Jason Peterson is a director and 50% shareholder of) has advanced the Company an unsecured loan of $200,000, which is repayable on 30 September 2024, with a default rate of $10,000 per month and an interest and establishment fee of $25,000.
2. Exploration expenses include tenure expenses, drilling, drilling assays, metallurgical testwork, and resource estimation costs.
3. If the reconnaissance or exploration permit at the Labé Project is not granted, the Company will re-allocate the funds set out in this row towards exploration at the Firawa Project and then the Ravensthorpe Project.

4. Expenses of the Capital Raising include legal fees, ASX fees, advisor fees, investigating accountant fees, independent geological advisory fees, share registry fees and brokerage costs.
5. Working capital provides for additional capital to be used for additional exploration following the planned exploration programs or grant of additional tenements applied for by the Company and investment in or acquisition of new mineral exploration projects not yet identified by the Directors, including due diligence costs incurred in consideration of such projects. Administration costs include the general costs associated with the management and operation of the Company's business including administration expenses, management salaries, directors' fees, rent and other associated costs.

In the event the amount raised is between the Minimum Subscription and the Maximum Subscription, the funds raised above the Minimum Subscription will be applied to additional expenses of the Capital Raising, then exploration at the Firawa Project and finally working capital.

The above table is a statement of current intentions as of the date of this Notice. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

The Directors and Proposed Directors consider that following completion of the Capital Raising, the Company will have sufficient working capital to carry out its stated objectives. It should however be noted that an investment in the Company is speculative and investors are encouraged to read the risk factors outlined in Section 1.28.

1.17 Pro forma statement of financial position and financial effect of the Proposed Acquisitions

The pro-forma statement of financial position of the Company following completion of the Proposed Acquisitions and issues of all Securities contemplated by this Notice is set out in Schedule 7. The historical and pro-forma information is presented in an abbreviated form, insofar as it does not include all of the disclosure required by the Australian Accounting Standards applicable to annual financial statements.

The pro forma statement of financial position sets out the principal effect of the Proposed Acquisitions on the consolidated total assets and total equity interests of the Company.

The Company does not expect to generate revenues from operations or sale of assets during the relevant period.

The effect of the Proposed Acquisitions on the Company's expenditure will be to increase expenditure as contemplated by the use of funds table set out above.

1.18 Capital Raising

For the purposes of re-complying with Chapters 1 and 2 of the ASX Listing Rules and meeting the conditions of the Acquisition Agreements, the Company proposes to conduct the Capital Raising to raise a minimum of $5,000,000 (before costs) with the provision to accept oversubscriptions of $500,000 via the issue of up to 110,000,000 Shares at an issue price of $0.05 per Share. The Capital Raising will be conducted under a prospectus to be prepared by the Company (**Prospectus**).

Approval for the issue of Shares pursuant to the Capital Raising is the subject of Resolution 5. Approval is also sought under Resolution 6 to permit Director, David Sumich, to participate in the Capital Raising.

1.19 Lead Manager

The Company has appointed CPS Capital Group Pty Ltd (**CPS Capital**) as lead manager to the Capital Raising.

The Lead Manager will receive the following fees:

(a) a management fee of 3% of funds raised under the Capital Raising for managing the Capital Raising;

(b) a placement fee of 3% of funds raised via the Capital Raising; and

(c) a transaction introduction and facilitation fee of 8,100,000 Shares (**Facilitation Shares**) (being the subject of Resolution 10).

The material terms of the Lead Manager Mandate are summarised in Schedule 5.

Jason Peterson, a director of CPS Capital, is a substantial shareholder of the Company and a shareholder of Veridis. Details of the relevant interest of Mr Peterson as at the date of this Notice and on completion of the Proposed Acquisitions is set out in Section 1.21.

1.20 Pro forma capital structure

The capital structure of the Company following completion of the Proposed Acquisitions and the Capital Raising is summarised below:

	Shares		Options[7]	Performance Rights	Performance Shares
	Minimum Subscription	Maximum Subscription			
Securities currently on issue	46,350,000	46,350,000	26,575,000	-	-
Shares to be issued pursuant to the Capital Raising[1,2]	100,000,000	110,000,000			
Securities to be issued to under the Veridis Acquisition[1,3,8]	35,000,000	35,000,000	-	-	130,000,000
Securities to be issued under the Mining Development Acquistion[1,4]	15,000,000	15,000,000	-	-	-
Facilitation Shares to be issued to CPS Capital[1,5]	8,100,000	8,100,000	-	-	-
Securities to be issued to Managing Director[1,6,8]	2,000,000	2,000,000	-	6,000,000	-
Completion of all Resolutions	**206,450,000**	**216,450,000**	**26,575,000**	**6,000,000**	**130,000,000**

Notes:

1. The issue of these Securities is subject to Shareholder approval being obtained at the General Meeting.

2. 100,000,000 Shares to be issued at an issue price of $0.05 per Share to raise $5,000,000 (being the subject of Resolutions 5 and 6). The Company may also accept oversubscriptions of up to an additional 10,000,000 Shares to raise an additional $500,000 under the Capital Raising.
3. Pursuant to the Veridis SSA, the Company has agreed to issue 35,000,000 Shares and 130,000,000 Performance Shares to the Veridis Vendors (and/or their nominees) in consideration for the Veridis Acquisition (being the subject of Resolution 3). Refer to Schedule 1 for a summary of the material terms of the Veridis SSA and Schedule 4 for a summary of the terms and conditions of the Performance Shares.
4. Pursuant to the Mining Development SSA, the Company has agreed to issue 15,000,000 Shares to the Mining Development Vendors (and/or their nominees) in consideration for the Mining Development Acquisition (being the subject of Resolution 4). Refer to Schedule 2 for a summary of the Mining Development SSA.
5. Pursuant to the Lead Manager Mandate, the Company has agreed to issue 8,100,000 Shares to CPS Capital (and/or its nominees) in consideration for transaction introduction and facilitation services (being the subject of Resolution 10). Refer to Schedule 5 for summary of the Lead Manager Mandate.
6. Pursuant to Mr Sumich's consultancy agreement, the Company has agreed to issue Director, Mr David Sumich 2,000,000 Shares and 6,000,000 Performance Rights as part of his remuneration package (being the subject of Resolution 11). Refer to Section 10.5(g) for a summary of the consultancy agreement and Schedule 6 for the terms of the Performance Rights.
7. Options on issue comprising of:
   (a) 25,575,000 quoted Options exercisable at $0.20 and expiring on 30 April 2026; and
   (b) 1,000,000 unquoted Options exercisable at $0.30 and expiring on 13 December 2024.
8. Refer to the Independent Expert's Report that is annexed to this Notice as Annexure A for further information with respect to the fairness and reasonableness of the Company's proposed issue of Performance Rights to Mr Sumich and the proposed issue of Performance Shares to the Veridis Vendors.

1.21 Interests of Substantial Shareholders

Based on publicly available information or as otherwise advised to the Company, those Shareholders (and their associates) holding 5% or more of the Shares on issue as at the date of this Notice of Meeting are set out in the table below:

Shareholder	Shares	Options	Percentage	
			Undiluted	Fully Diluted
Jason Peterson	4,084,500	5,989,274	8.81%	13.81%
Colin Locke	3,700,000	2,850,000	7.98%	8.98%
William Witham	3,213,333	1,550,000	6.93%	6.53%
Bruce Franzen	3,000,000	1,500,000	6.47%	6.17%
David Sumich	3,000,000	1,500,000	6.47%	6.17%

Those Shareholders (and their associates) holding 5% or more of the Shares on issue on completion of the Proposed Acquisitions and the Capital Raising (assuming no existing Shareholder subscribes and receives additional Shares pursuant to the Capital Raising other than as contemplated in this Notice, and on Minimum Subscription basis) are set out in the table below.

Shareholder	Shares	Options	Performance Rights	Performance Shares	Percentage (%)	
					Undiluted	Fully Diluted
Jason Peterson[1]	25,366,318	5,989,274	-	11,818,182	12.29%	11.70%
Michael Minosora[2]	14,750,000	-	-	32,500,000	7.14%	12.80%
Ranchild Pty Ltd <The Ranchild Trust>[2,3]	14,750,000	-	-	32,500,000	7.14%	12.80%

Notes:

1. This figure includes:
   a. 4,084,500 Shares in which Mr Peterson currently has a relevant interest;
   b. 3,181,818 Shares which will be issued to Cityscape Asset Pty Ltd <Cityscape Family A/C> as part consideration for the Veridis Acquisition;
   c. 8,100,000 Facilitation Shares to CPS Capital Pty Ltd as introduction fee for facilitating the Proposed Acquisitions. A portion of this Share allocation may be directed by CPS Capital to Mr Peterson, a director of CPS Capital Pty Ltd. The figure set out above assumes that the whole Share allocation is directed to Jason Peterson or an entity in which he has a relevant interest. To the extent that a portion of the Share allocation is directed to a party in which he does not have a relevant interest, the percentage set out above will decrease; and
   d. assumes that Celtic Capital Pty Ltd (an entity associated with Jason Peterson) or its nominee participates in the Capital Raising by subscribing (either directly or through his associates) for 10,000,000 Shares under the Capital Raising. To the extent that a lesser number or no Shares are subscribed for by such parties, the percentage set out above will decrease.

   In addition to the interests disclosed above, the Company has agreed to pay the Lead Manager (of which Mr Peterson is a director) a cash fee of 6% (ex GST) of the total amount raised under the Capital Raising. Further information in relation to the agreement with the Lead Manager is set out in Section 1.19.

   Aries Finance Pty Ltd (an entity which Jason Peterson is a director and 50% shareholder of) has also advanced the Company an unsecured loan of $200,000, which is repayable on 30 September 2024, with a default rate of $10,000 per month and an interest and establishment fee of $25,000.
2. Further information in respect of the allocation of Securities to the Veridis Vendors and the Mining Development Vendors (including Michael Minosora and Sam Randazzo or their associates) is set out in Schedule 3.
3. Proposed Director, Sam Randazzo is an officer of Ranchild Pty Ltd and a beneficiary of The Ranchild Trust.

The Company will announce to the ASX details of its top-20 Shareholders (following completion of the Capital Raising) prior to the Shares commencing trading on ASX.

1.22 Composition of the Board of Directors

Upon completion of the Proposed Acquisitions, it is intended that existing Directors, Mr Bruce Franzen and Mr Andrew Dawes, will resign, Mr Michael Minosora will be appointed as Non-Executive Chair, Mr Sam Randazzo and Dr Andrew Wilde will be appointed as Non-Executive Directors Mr Sumich will transition to Managing Director. The Board of the Company upon re-listing on the ASX will be as follows:

(a) **Mr Michael Minosora** – *Non-Executive Chair*

Mr Minosora is a fellow of Chartered Accountants Australia and New Zealand and has extensive experience in the professional services sector as a former managing partner of Ernst and Young, managing director of Azure Capital and in the resources sector including as CFO of Woodside Petroleum Limited and Fortescue Metals Group Limited. He has also been Chairman of ASX listed companies Atlantic Limited, Golden Deeps Limited and a founder of Bauxite De Kimbo Limited which developed the 10 Mtpa Kimbo bauxite project in Guinea. He is Chairman of Seabourn Capital Pty Ltd and TerraWise Pty Ltd.

The Board considers that Mr Minosora will not be an independent Director.

(b) **Mr David Sumich** – *Managing Director*

Mr David Sumich has a track record of over 25 years in the mining industry, including 15 years as MD operating mining and/or exploration projects across west African countries including Gabon, Mali, Republic of Congo, Burkina Faso, & Guinea.

He oversaw the development of the Kanyika REE-Uranium project in Malawi from grassroots stage to feasibility stage and a State Agreement with the Malawian government.

Mr Sumich holds a Bachelor of Business degree and has been a Member of the Australian Institute of Company Directors for 15 years.

Mr Sumich is not currently a director of any other ASX listed companies.

The Board considers that Mr Sumich is not an independent director.

(c) **Mr Sebastiano (Sam) Randazzo –** *Non-Executive Director*

Mr Sam Randazzo is a chartered accountant and a mineral resources industry professional with over 35 years' experience encompassing various senior roles including executive and non-executive directorships, chairman, CEO, CFO and company secretary in public companies listed on the ASX, TSX, JSE and AIM stock markets.

He has extensive operational experience in project identification, merger and acquisitions, initial and secondary public offerings, capital raisings in international markets, corporate finance, feasibility studies and project development. His mineral industry exposure spans companies involved in mining, exploration, engineering and construction of gold, diamonds, base metals, mineral sands, coal and uranium projects.

Mr Randazzo is currently the Non-Executive Chair of ASX and JSE listed DRA Global Limited. In the previous three years, Mr Randazzo has held public company directorship in MC Mining Limited (ASX: MCM / JSE: MCZ / AIM:MCM).

The Board considers that Mr Randazzo will not be an independent director.

(d) **Dr Andrew Wilde –** *Non-Executive Director*

Dr Wilde is a geologist with over 35 years industry experience, including 10 years as chief geologist for uranium mining and exploration companies Paladin Energy Ltd (ASX: PDN) and Deep Yellow Ltd (ASX: DYL). In these roles he was responsible for leading technical aspects of uranium exploration and project assessment in Namibia, Malawi, Canada and Australia among others, and played an important role in the discovery of Deep Yellow's Barking Gecko and Iguana uranium deposits in Namibia. More recently he provided the technical basis for the ASX listing of 92 Energy Ltd (ASX: 92E) and was pivotal in the discovery of that company's GMZ uranium deposit in Saskatchewan, Canada.

Dr Wilde is currently a director of ASX listed company Infini Resource Ltd (ASX: I88).

The Board considers that Dr Wilde will be an independent Director.

1.23 Director and Proposed Directors' Interests in Securities

Directors are not required under the Constitution to hold any Shares to be eligible to act as a Director.

Details of the Directors' and the Proposed Directors' relevant interest in the Securities of the Company upon completion of the Proposed Acquisitions and Capital Rising (assuming Minimum Subscription) are set out in the table below:

Director / Proposed Director	Shares	Options	Performance Rights	Performance Shares	Percentage (%)	
					Undiluted	Fully Diluted
David Sumich[1,2]	10,000,000	1,500,000	6,000,000	-	4.84%	4.74%
Michael Minosora[3]	14,750,000	-	-	32,500,000	7.14%	12.80%
Sam Randazzo[3]	14,750,000	-	-	32,500,000	7.14%	12.80%
Andrew Wilde	-	-	-	-	-	-

Notes:

1. The Company seeks Shareholder approval for the issue of 2,000,000 Shares and 6,000,000 Performance Rights to Mr Sumich (or his nominee) as part of his remuneration arrangements (being the subject of Resolution 11).

2. The Company seeks Shareholder approval for Mr Sumich to apply for up to 5,000,000 Shares under the Capital Raising (being the subject of Resolution 6).

3. Further information in respect of the allocation of Securities to the Veridis Vendors and the Mining Development Vendors (including Michael Minosora and Sam Randazzo or their associates) is set out in Schedule 3.

1.24 Remuneration arrangements with Directors and Proposed Directors post Completion

The total proposed remuneration package (exclusive of superannuation) for the Directors and the Proposed Directors upon Completion is set out below:

Director/Proposed Director	Remuneration package
David Sumich	$240,000
Michael Minosora	$120,000
Sam Randazzo	$48,000
Andrew Wilde	$48,000

1.25 Advantages of the Proposed Acquisitions

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the Essential Resolutions:

(a) the Firawa Project and Labé Project are considered highly prospective for uranium, REE and niobium and will provide the Company with a more diverse range of assets and risk exposure;

(b) the Firawa Project is at an advanced stage of exploration given the previous drilling results and an identified uranium deposit, including:

(i) an Inferred MRE of 27.1 MT @ 295ppm U_3O_8 (for 17.6 mill lbs U_3O_8), cutoff grade 100 ppm U_3O_8;

(ii) an average grade of 198 reported REE intersections is 0.85% (8,500 ppm) total rare earth oxides (TREO), with the best intersection of 45 m at 3.29% (32,900ppm) in hole FRW-121;

(iii) battery REE (Nd, Pr, Dy & Tb) comprising 30% of the total REE, better than most REE deposits; and

(iv) 154 RC and diamond drillholes informed a 2004 inferred mineral resource estimate,

and therefore has significantly lower exploration risk than the Company's Existing Project;

(c) demand for REE, especially battery and magnet REE (Nd, Pr, Dy & Tb), continues to grow for electric vehicle and wind energy markets. By oxide, NdPr consumption is projected to substantially increase;

(d) the Proposed Directors and management have considerable experience in delivering shareholder value from West African exploration projects, which experience can be utilised and leveraged via the Proposed Acquisitions;

(e) the Company anticipates it will be extremely difficult to raise additional capital based solely on its Existing Project given the current economic climate and the early, geologically unproven stage of the Existing Project. Conversely, the Company anticipates strong demand for the proposed Capital Raising by institutional and sophisticated investors;

(f) Guinea is a "pro mining" jurisdiction, as evidenced by:

(i) Guinea currently being the one of the largest exporters of bauxite in the world (according to HARBOUR Aluminium);

(ii) currently 36 mining projects under development in Guinea (according to the International Trade Administration); and

(iii) Rio Tinto having committed to spend approximately US$6billion on its Simandou Iron Ore Project by 2025[5];

(g) the Capital Raising of up to $5,500,000 will provide the Company with sufficient funds to support its strategy following completion of the Proposed Acquisitions;

(h) the consideration for the Proposed Acquisitions is non-cash (excluding exclusivity and consultancy fees cash payments), thereby conserving the Company's cash reserves, and allowing more funds raised from the Capital Raising to be used directly on its proposed business and exploration activities; and

(i) the potential increase in market capitalisation of the Company following completion of the Proposed Acquisitions and the associated Capital Raising may lead to access to improved equity capital market opportunities.

1.26 Disadvantages of the Proposed Acquisitions

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on the Essential Resolutions:

(a) the Company will be changing the scale of its activities which may not be consistent with the objectives of all Shareholders;

(b) the Proposed Acquisitions, Capital Raising and associated transactions the subject of this Notice will result in the issue of a significant number of Shares and new investors which will have a dilutionary effect on the holdings of Shareholders;

(c) there are inherent risks associated with the change in nature of the Company's activities. Some of these risks are summarised in Section 1.28 below; and

(d) future outlays of funds from the Company may be required for its proposed business and exploration operations.

1.27 Restricted Securities and free float

Subject to the Company re-complying with Chapters 1 and 2 of the Listing Rules and completing the Capital Raising, certain Securities on issue (including the Shares and Performance Shares issued in consideration for the Proposed Acquisitions (**Consideration Securities**)) may be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of Official Quotation.

The Shares issued pursuant to the Capital Raising, however, will not be classified as restricted securities and will not be required to be held in escrow.

[5] Refer to the Rio Tinto press release entitled "Simandou iron ore project update" dated 6 December 2023.

The Consideration Shares are likely to be restricted from trading for a period of 12 to 24 months after the date of re-admission of the Company to the Official List.

The Company expects to announce to the ASX full details (quantity and duration) of the Securities required to be held in escrow prior to the Company's listed securities being reinstated to trading on ASX (which reinstatement is subject to ASX's discretion and approval).

Assuming Minimum Subscription under the Capital Raising, the Company's 'free float' (being the percentage of Shares not subject to escrow and held by Shareholders that are not related parties of the Company (or their associates) at the time of admission to the Official List) will be approximately 69.44%, comprising all Shares issued pursuant to the Capital Raising (other than Shares to be applied for by Director, David Sumich) and all Shares currently on issue (other than those held by related parties of the Company).

1.28 Risk Factors

1.28.1 Risks relating to Change in Nature and Scale of Activities

Risk Category	Risk
Completion	Pursuant to the Acquisition Agreements, the Company has a conditional right to acquire Veridis and Mining Development. The Proposed Acquisitions are subject to the fulfilment of certain conditions. There is a risk that the conditions for completion of the Proposed Acquisitions cannot be fulfilled and, in turn, that completion of the Proposed Acquisitions does not occur. If the Proposed Acquisitions are not completed, the Company will incur costs relating to advisors and other costs without any material benefit being achieved.
Re-compliance with ASX Listing Rules	The Proposed Acquisitions constitutes a significant change in the nature and scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the Listing Rules as if it were seeking admission to the Official List of ASX. Trading in the Company's Shares is currently suspended and will remain suspended until the Company re-complies with Chapters 1 and 2 of the Listing Rules following settlement of the Proposed Acquisitions. There is a risk that the conditions for settlement of the Proposed Acquisitions cannot be fulfilled, including where the Company is unable to meet the requirements of the ASX for re-quotation of its Shares on the ASX. Should this occur, Shares will not be able to be traded on the ASX until such time as the Company has re-compiled with Chapters 1 and 2 of the Listing Rules and Shareholders may be prevented from trading their Shares until such time as a successful re-compliance is completed.
Dilution	The Company currently has 46,350,000 Shares on issue. Pursuant to the Capital Raising and Proposed Acquisitions, the Company proposes to issue: (a) 35,000,000 Shares and 130,000,000 Performance Shares to the Veridis Vendors; (b) 15,000,000 Shares to and the Mining Development Vendors; (c) 100,000,000 Shares under the Capital Raising; (d) 8,100,000 Facilitation Shares to the Lead Manager; and (e) 2,000,000 Shares and 6,000,000 Performance Rights to proposed Managing Director, Mr David Sumich.

Risk Category	Risk
	Following completion of the Capital Raising and Proposed Acquisitions (assuming that the Company raises the Minimum Subscription): (a) Mr Jason Peterson & his associates will hold 12.29% of the Company's issued share capital (assuming these parties subscribe for 10,000,000 Shares under the Capital Raising); (b) Mr David Sumich will hold 4.84% of the Company's issued share capital; (c) Mr Michael Minosora and Mr Sam Randazzo will each hold 7.14% of the Company's issued share capital; (d) the Mining Development Vendors (excluding the parties noted above) will hold 3.76% of the Company's issued share capital; (e) the Veridis Vendors (excluding the parties noted above) will hold 4.62% of the Company's issued share capital; (f) existing Shareholders (excluding the parties noted above) will retain 19.02% of the Company's issued share capital (assuming existing Shareholders do not acquire Shares under the Capital Raising); and (g) investors under the Capital Raising (excluding the parties noted above) will hold 41.17% of the Company's issued share capital. If the Company accepts oversubscriptions, the percentage of the issued capital held by investors under the Capital Raising will increase, and the interests of all other parties (assuming that they do not participate in the Capital Raising) will decrease.

1.28.2 Company specific risks

Risk Category	Risk
Suspension	As the Company's Shares have been suspended from trading, there is currently no public market for Shares. There is no guarantee that an active trading market in the Company's Shares will develop or that that prices at which Shares trade will increase following completion of the Proposed Acquisitions and the Capital Raising. The prices at which Shares trade may be above or below the price of the Capital Raising and may fluctuate in response to several factors.
Sovereign	The New Projects are located in Guinea, West Africa. The Company's operations in Guinea are exposed to various levels of political, economic and other risks and uncertainties and any changes in the political or economic climate in Guinea or neighbouring countries may adversely affect the Company's exploration activities and operations. These risks and uncertainties vary from time to time and include without limitation: labour disputes, invalidation of governmental orders and permits, uncertain political and economic environments, nationalistic agendas, potential for bribery and corruption, high risk of inflation, currency devaluation, high interest rates, war (including in neighbouring states), military repression, civil disturbances and terrorist actions, arbitrary changes in laws or policies, consents, rejections or waivers granted, corruption, arbitrary foreign taxation, delays in obtaining or the inability to obtain necessary governmental permits, opposition to mining from environmental or other non-governmental organisations, limitations on foreign ownership, difficulty obtaining key equipment and components for equipment, inadequate infrastructure. Changes to government laws and regulations may bring additional sovereign risk which include, without limitation, changes in the terms of mining legislation including renewal and continuity of tenure of

Risk Category	Risk
	permits, transfer of ownership of acquired permits to Company, changes to royalty arrangements, changes to taxation rates and concessions, restrictions on foreign ownership and foreign exchange, changing political conditions, changing mining and investment policies and changes in the ability to enforce legal rights. Additionally, any unforeseen changes to the mining laws, regulations, standards and practices could significantly affect the exploration at the New Projects and the Company's ability to execute its business plans. These risks may limit or disrupt the Company's operations and exploration activities, restrict the movement of funds or result in the deprivation of contractual rights or the taking of property by nationalisation or expropriation without fair compensation, all of which may have a material adverse effect on the Company's operations.
Legal System	As a developing country, the legal system of Guinea is less developed than those in more established countries, which may result in: (a) political difficulties in obtaining effective legal redress in the courts whether in respect of a breach of law or regulation or in an ownership dispute; (b) a higher degree of discretion held by the judiciary, government officials or agencies; (c) lack of political or administrative guidance on implementing applicable rules and regulations, particularly in relation to taxation and property rights; (d) inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; and (e) relative inexperience of the judiciary and courts in matters affecting the Company. The commitment of local business people, government officials and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain. As a result, the Company may have more difficulty in protecting its business interests and seeking legal redress than it would in Australia.
Uranium	Unique political, technological and environmental factors affect the uranium exploration and broader nuclear industry, exposing it to the risk of public opinion, which could have a negative effect on the demand for nuclear power and increase the regulation of the nuclear power industry. An accident at a nuclear reactor anywhere in the world could affect acceptance of nuclear energy and the future prospects for nuclear generation and therefore uranium exploration. Due to the radioactive nature of uranium and uranium concentrate, uranium exploration and production is also subject to extensive government regulation. Various permits, approvals and licences may need to be obtained prior to the grant of a mining lease for uranium production. These processes are complex and lengthy and subject to change. There is no guarantee that required permissions will be granted. If the Company's New Projects are progressed to uranium production, the revenue it will derive through the sale of product exposes the Company to uranium price and exchange rate risks. Spot uranium prices and long-term uranium contract prices are affected by many factors beyond the control of the Company. Such factors include amount of supply by primary uranium producers or from the secondary uranium market, as well as potential changes in demand arising from issues such as technological changes in the energy market (resulting in an alternative base-load low carbon emissions option).

Risk Category	Risk
Regulatory compliance	The Company's operations and proposed activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, climate change and greenhouse emissions, protection of the environment, native title, culture and heritage matters, protection of endangered and protected species and other matters. The Company requires permits, leases, licences and approvals from various regulatory authorities to authorise the Company's operations. These permits, leases, licences and approvals relate to exploration, development, production and rehabilitation activities. While the Company believes that it will operate in substantial compliance with all material current laws and regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits, leases, licences and approvals and agreements applicable to the Company or its properties, which could have a material adverse impact on the Company's current operations or planned activities. Obtaining necessary permits, leases, licences and approvals can be a time-consuming process and there is a risk that Company will not obtain these permits, leases, licences and approvals on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits, leases, licences and approvals and complying with these permits, leases, licences and approvals and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, leases, licences or approvals, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the Company's tenements (or any other mineral properties the Company may acquire in the future).
Tenure, access and grant of applications	Mining and exploration tenements (assuming all are granted) are subject to periodic renewal. There is no guarantee that current or future tenements and/or applications for tenements will be approved. The renewal of the term of a granted tenement is also subject to the discretion of the relevant Minister, the Company's ability to meet the conditions imposed by relevant authorities including compliance with the Company's work program requirements which, in turn, is dependent on the Company being sufficiently funded to meet those expenditure requirements. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.
Access and third-party interests	The Existing Project overlaps certain third party interests that may limit the Company's ability to conduct exploration and mining activities including Crown land and reserves. There is a substantial level of regulation and restriction on the ability of exploration and mining companies have access to land in Australia. Negotiations with both Native Title and land owners/occupiers are generally required before the Company can access land for exploration or mining activities. Inability to access, or delays experienced in accessing, the land may impact on the Company's activities. The Company has not identified any access of third party issues in respect of the New Projects as at the date of this Notice.

Risk Category	Risk
Government free carried interest in New Projects	Upon the grant of an exploration permit, the State of Guinea is entitled to an ownership interest, at no cost, of up to a maximum of 15% in the capital of the Company holding the title. The State of Guinea will also be entitled to acquire an additional 20% shareholding at market price. No assurance can be given regarding whether the State of Guinea will seek to exercise this right, however, in practice, the State of Guinea does not exercise this additional right.
Exploration and operating	The tenements that make up the Existing Projects and New Projects' are at an early stage of exploration and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of the Existing Projects and New Projects or any other tenements that may be acquired in the future, will result in the discovery of any economic deposits. Even if the Company identifies a viable deposit at the Existing Projects and New Projects or elsewhere, there is no guarantee that such ore deposits will be capable of being exploited economically. The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process, changing government regulations and many other factors beyond the control of the Company. The success of the Company will also depend upon the Company being able to maintain title to its projects and obtaining all required approvals for their contemplated activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of its projects, a reduction in the cash reserves of the Company and possible relinquishment of one or more of its projects,.
Resource and Reserves Estimates	The Company has reported a JORC Code (2012) Inferred Mineral Resource Estimate at the Firawa Project, but does not currently have any JORC Code (2012) compliant mineral resources on the Labé Project and no assurances can be given that exploration will result in the determination of a resource the Labé Project. Reserve and resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature resource and reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate. As further information becomes available through additional fieldwork, drilling and analysis, the estimates are likely to change. There is no guarantee that development and infill drilling will upgrade the classification of current mineral resources or that further studies will convert those mineral resources into ore reserves. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.
Local Community Acceptance	The New Projects are in close proximity to local communities and as such there are risks if local community acceptance is not achieved. Operating in such areas, DMC must navigate complex social and political dynamics. Adverse publicity, ineffective engagement or the lack of support from the relevant community and stakeholders may lead to community resistance to DMC's exploration efforts at

Risk Category	Risk
	the New Projects which may impact the Company's operations, reputation or financial condition.
Corruption and Bribery Risks	The Company is required to comply with anti-corruption and anti-bribery laws in the jurisdictions that it operates in (including Australia's foreign anti-bribery laws). Guinea has a relatively high inherent risk with regards to bribery. The Company will implement policies and measures to mitigate the risk of non-compliance, however, there can be no assurance that such measures are not always effective in ensuring that the Company, its officers, directors, employees, contractors and third parties comply strictly with such laws. If the Company is found to be in violation of such laws, this may result in significant penalties, fines and/or sanctions resulting in a material adverse effect on the Company's reputation and financial results.
Contractual Risk	The Company's interest in the New Project are subject to contracts with the Veridis Vendors and Mining Development Vendors. The ability of the Company to achieve its stated objectives will depend on the performance by the parties of their obligations under these agreements. If the Company is unable to satisfy its undertakings under these agreements the Company's interest in their subject matter may be jeopardised. If any party defaults in the performance of their obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly.
Mine development	Possible future development of mining operations at the Company's current or future projects are dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services. If the Company commences production on one of its projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of its projects. The risks associated with the development of a mine will be considered in full should a project reach that stage and will be managed with ongoing consideration of stakeholder interests.
Additional requirements for capital	The funds to be raised under the Capital Raising are considered sufficient to meet the immediate objectives of the Company. Additional funding may be required in the event costs exceed the Company's estimates and to effectively implement its business and operational plans in the future to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur. If such events occur, additional funding will be required. Following completion of the Capital Raising, the Company may seek to raise further funds through equity or debt financing, joint ventures, licensing arrangements, or other means. Failure to obtain sufficient financing for the Company's activities may result in delay and indefinite postponement of their activities and the Company's proposed expansion strategy. There can be no assurance that additional finance will be available when needed or, if available,

Risk Category	Risk
	the terms of the financing may not be favourable to the Company and might involve substantial dilution to Shareholders.
Acquisition and divestment of projects	The Company has, to date, and will continue to actively pursue and assess other new business opportunities. This may involve the divestment of non-core assets, the acquisition of other projects or assets or other new business opportunities such as joint ventures, farm-ins, or direct equity participation. The acquisition of projects or other assets (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence and prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or successful. If the proposed acquisition is not completed, monies already advanced may not be recoverable, which may have a material adverse effect on the Company. If a non-core asset is divested or an acquisition is completed, the Directors will need to reassess, at that time, the funding allocated to current projects and new projects or assets, which may result in the Company reallocating funds from other projects and/or the raising of additional capital (if available). Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with the new project/business activities will remain. Furthermore, if a new investment or acquisition by the Company is completed, ASX may require the Company to seek Shareholder approval and to meet the admission requirements under Chapters 1 and 2 of the ASX Listing Rules as if the Company were a new listing. There would be costs associated in re-complying with the admission requirements. The Company may be required to incur these costs in any event, were it to proceed to seek to acquire a new project which is considered to result in a significant change to the nature or scale of its existing operations. If a new investment or acquisition is not completed, then the Company may not be in a position to comply with the ongoing ASX Listing Rules, which includes but is not limited to, maintaining a sufficient level of operations and financial position. Given the nature of resource exploration, this may also occur if the Company abandons and/or relinquishes a project which is no longer considered viable. Any divestment of non-core assets or new project or business acquisition may change the risk profile of the Company, particularly if any new project acquired is located in another jurisdiction, involving a new commodity and/or changes to the Company's capital/funding requirements. Should the Company propose or complete a divestment of non-core assets or the acquisition of a new project or business activity, investors should re-assess their investment in the Company in light of the Company's changed circumstances.
Joint venture risk	The Company may in the future become a party to joint venture agreements governing the exploration and development of its projects. There is a risk that one of the Company's joint venture partners may default in their joint venture obligations or not act in the best interests of the joint venture. This may have an adverse effect on the interests and prospects of the Company. There can be no certainty that the parties will be able to settle the formal documentation in respect thereof. Failure to settle the terms of the formal documentation may result in termination of the joint venture and/or a potential dispute resolution process.

1.28.3 Industry Specific Risks

Risk Category	Risk
Tenure and renewal	Mining and exploration licences are subject to periodic renewal in Australia and Guinea. There is no guarantee that current or future licences or future applications for production licences will be approved. The mineral licences are subject to the applicable mining acts and regulations in Australia and Guinea. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the licences comprising the Company's Existing Projects and New Projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.
Exploration Costs	The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.
Environmental Risks	The operations and proposed activities of the Company are subject to state and federal laws in both Australia and Guinea. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company will attempt to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or fires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations. The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive. In Australia, approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities. Additionally, Guinea's environmental laws are dynamic and can change over time. The Company is unable to predict the effect of additional environmental laws and regulations that may be adopted in the future. Additional laws or regulations may materially increase the Company's cost of doing business or affect its operations in Guinea. The cost and complexity of complying with any additional environmental laws and regulations may prevent the Company from being able to efficiently explore at the New Projects.

1.28.4 General Risks

Risk Category	Risk
Commodity price volatility and exchange rate risk	The Company's operating results, economic and financial prospects and other factors will affect the trading price of the Shares. As future revenues will primarily be derived from the sale of uranium & REE, any future earnings will be closely related to the price of these commodities. Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors may have an adverse effect on the Company's exploration, development and future production activities, as well as on its ability to fund those activities. In addition, the price of Shares is subject to varied and often unpredictable influences on the market for equities, including, but not limited to, general economic conditions including the performance of the Australian dollar on world markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks and hedging or arbitrage trading activity that may develop involving the Shares. In particular, the share prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors. As the Company's Shares have been suspended from trading, there is currently no public market for Shares. There is no guarantee that an active trading market in the Company's Shares will develop or that the prices at which Shares trade will increase following settlement of the Proposed Acquisitions and the Capital Raising. The prices at which Shares trade may be above or below the price of the Capital Raising and may fluctuate in response to a number of factors.
Economic	General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.
Market conditions	Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as: (a) general economic outlook; (b) introduction of tax reform or other new legislation; (c) interest rates and inflation rates; (d) changes in investor sentiment toward particular market sectors; (e) the demand for, and supply of, capital; and (f) terrorism or other hostilities. The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company, the Directors, or the Proposed Director warrant the future performance of the Company or any return on an investment in the Company.
Reliance on key personnel	The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no

Risk Category	Risk
	assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment. The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.
Climate Change	There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include: (a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and (b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.
Litigation risks	The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.
Force majeure	The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.
Competition	The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company.
Dividends	Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital

Risk Category	Risk
	requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.
Taxation	The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally. To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.
Economic conditions and other global or national issues	General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities. General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance. There is also the possibility of civil unrest in other parts of West Africa having a direct or indirect effect on the Company's operations in Guinea.

1.29 Plans for the Company if completion of the Proposed Acquisitions does not occur

If any of the Essential Resolutions are not passed and the Proposed Acquisitions are therefore not able to be complete, the Company will continue to look for alternative potential business acquisitions to take the Company forward.

Trading in the Company's Shares is currently suspended and will remain suspended until the Company re-complies with Chapters 1 and 2 of the Listing Rules following completion of the Proposed Acquisitions or can otherwise satisfy ASX that its level of its operations are sufficient for the purposes of Listing Rule 12.1.

1.30 Directors' and Proposed Directors' interests in the Proposed Acquisitions

None of the current Directors or Proposed Directors (or their respective associates) have any interest in the Proposed Acquisitions, other than as disclosed in this Notice.

Refer to Section 1.21 and Schedule 3 for further information in respect of the interests of the Proposed Directors, Mr Michael Minosora and Mr Sam Randazzo (and their respective associates) in the Proposed Acquisitions.

1.31 Vendors' interests in the Company

None of the Vendors (or their respective associates) are related parties of the Company or have any interest in the Company, other than as disclosed in this Notice.

Refer to Sections 1.19, 1.21, 1.22 and Schedule 3 for further information in respect of the interests of the Vendors (and their associates) in the Company, both as at the date of this Notice and on completion of the Proposed Acquisitions.

1.32 Related Parties

Subject to all of the Essential Resolutions being passed, it is proposed that Mr Bruce Franzen and Mr Andrew Dawes will resign from the Board upon completion of the Proposed Acquisitions (but will continue to be considered related parties for six months following Completion). Mr Sumich will transition to Managing Director and therefore will continue to be a related party.

Subject to completion of the Proposed Acquisitions, it is proposed Mr Michael Minosora will be appointed as Non-Executive Chair, Mr Sam Randazzo and Dr Andrew Wilde will be appointed as Non-Executive Director.

1.33 Forward looking statements

The forward-looking statements in this Explanatory Statement are based on the Company's current expectations about future events. However, they are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward-looking statements in this Explanatory Statement. These risks include but are not limited to, the risks detailed in Section 1.28. Forward looking statements include those containing words such as 'anticipate', 'estimates', 'should', 'will', 'expects', 'plans' or similar expressions.

2. RESOLUTION 1 – CHANGE TO NATURE AND SCALE OF ACTIVITIES

2.1 General

Resolution 1 seeks the approval of Shareholders for the purposes of Listing Rule 11.1.2 for a change in the nature and scale of the Company's activities which will occur as a result of the Proposed Acquisitions.

A detailed description of the Proposed Acquisitions is outlined in Section 1.2. The key terms and conditions of the Acquisition Agreements are set out in Schedules 1 and 2.

2.2 Listing Rules 11.1 and 11.1.2

Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, it must provide full details to ASX as soon as practicable (and before making the change) and comply with the following:

(a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;

(b) if ASX requires, obtain the approval of holders of its shares and comply with any requirements of ASX in relation to the notice of meeting; and

(c) if ASX requires, meet the requirements of Chapters 1 and 2 of the Listing Rules as if the entity were applying for admission to the Official List.

Listing Rule 11.1.2 empowers ASX to require a listed company to obtain the approval of its shareholders to a significant change to the nature or scale of its activities. The Proposed Acquisitions will involve a significant change to the nature or scale of the Company's activities for these purposes and, as its usual practice, ASX has imposed a requirement under Listing Rule 11.1.2 that the Company obtain shareholder approval to the Proposed Acquisitions.

ASX has indicated to the Company that the change in the nature and scale of the Company's activities as a result of the Proposed Acquisitions requires the Company, in accordance with Listing Rule 11.1.2, to obtain Shareholder approval and the Company must comply with any requirements of ASX in relation to the Notice of Meeting.

2.3 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Company will be able to proceed with the Proposed Acquisitions, which will allow the Company to change the nature and scale of its activities.

If Resolution 1 is not passed, the Company will not be able to proceed with the Proposed Acquisitions. As a result, the Company will be unable to undertake the change of nature and scale of its activities and will likely remain in suspension until it can satisfy ASX that its level of its operations are sufficient for the purposes of Listing Rule 12.1.

2.4 Suspension until re-compliance with Chapters 1 and 2 of the Listing Rules

ASX has also indicated to the Company that the change in the nature and scale of the Company's activities is a back-door listing which requires the Company to (in accordance with Listing Rule 11.1.3) re-comply with the admission requirements set out in Chapters 1 and 2 of the Listing Rules (including any ASX requirement to treat the Company's Securities as restricted Securities).

The Company's securities have been suspended from quotation since 23 January 2024 and, subject to Shareholder approval being obtained, will remain suspended from quotation until the Company has completed the Proposed Acquisitions and re-complied with Chapters 1 and 2 of the Listing Rules, including by satisfaction of ASX's conditions precedent to reinstatement.

3. RESOLUTION 2 – CREATION OF NEW CLASS OF SECURITIES – PERFORMANCE SHARES

3.1 General

Resolution 2 seeks Shareholder approval for the Company to be authorised to issue the Performance Shares as a new class of shares. The Performance Shares are intended as part of the consideration payable to the Veridis Vendors in respect of the Veridis Acquisition.

A company with a single class of shares on issue which proposes to issue new shares not having the same rights as its existing shares, is taken to vary the rights of existing shareholders unless the Constitution already provides for such an issue.

Under article 2.1 of the Constitution and subject to the Corporations Act, the Listing Rules and other clauses of the Constitution, the Directors may issue shares on any terms and for such consideration as the Directors resolve.

Section 246C(5) of the Corporations Act provides that if a company has one class of share and seeks to issue a new class of share, such issue is taken to vary the rights attached to shares already issued.

Under section 246B(1) of the Corporations Act, if a company has a constitution which sets out the procedure for varying or cancelling (in the case of a company with share capital) rights attached to shares in a class of shares, those rights may be varied or cancelled only in accordance with the procedure

Article 2.3 of the Constitution provides that the Company may vary rights attached to shares in that class by a special resolution of the Company and:

(a) a special resolution passed at a meeting of the holders of shares in that class; or

(b) the written consent of members who are entitled to at least 75% of the votes that may be cast in respect of shares in that class.

The Company currently has one class of shares on issue, being fully paid ordinary shares. Accordingly, the Company seeks approval from Shareholders for the issue of Performance Shares as a new class of shares on the terms set out in Schedule 4.

Resolution 2 is a special resolution accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour Resolution 2 for it to be passed.

4. RESOLUTION 3 – ISSUE OF SHARES AND PERFORMANCE SHARES TO VERIDIS VENDORS

4.1 General

Resolution 3 seeks Shareholder approval for the issue 35,000,000 Shares and 130,000,000 Performance Shares (together, the **Veridis Consideration Securities**) to the Veridis Vendors under and for the purposes of Listing Rule 7.1.

Further information in relation to the Veridis Acquisition is set out in Sections 1.2 and 1.3 and a summary of the material terms of the Veridis SSA is set out in Schedule 1.

4.2 Listing Rule 7.1

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

The proposed issue of the Veridis Consideration Securities falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.3 Technical Information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Veridis Consideration Securities. In addition, the issue 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.

Resolution 3 is an Essential Resolution. As such, if Resolution 3 is not passed, the Company will not be able to proceed with the Proposed Acquisitions and the Veridis Consideration Securities part of this Resolution 3 will not be issued.

4.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

(a) the Veridis Consideration Securities will be issued to the Veridis Vendors (or their nominee/s). The Veridis Vendors include Proposed Directors, Michael Minosora and Sam Randazzo and Cityscape Asset Pty Ltd <Cityscape Family A/C> (an entity controlled by substantial shareholder Jason Peterson) who will receive the allocations set out in Schedule 3;

(b) the maximum number of Veridis Consideration Securities to be issued is 35,000,000 Shares and 130,000,000 Performance Shares;

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

(d) the Performance Shares issued will be on the terms and conditions set out in Schedule 4;

(e) the Veridis Consideration Securities will be issued no later than three 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 Veridis Consideration Securities will occur on the same date;

(f) the Veridis Consideration Securities will be issued for nil cash consideration, as part consideration for the Veridis Acquisition;

(g) no funds will be raised from the issue as the Veridis Consideration Securities are being issued as part consideration for the Veridis Acquisition; and

(h) the material terms of the Veridis SSA are summarised in Schedule 1.

4.5 Independent Expert's Report

The Independent Expert has concluded that the proposed issue under this Resolution 3 and Resolution 11 is fair and reasonable to non-associated Shareholders. Further information is set out in Section 1.15 and Annexure A.

5. RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO MINING DEVELOPMENT VENDORS

5.1 General

Resolution 4 seeks Shareholder approval for the issue of 15,000,000 Shares (**Mining Development Shares**) to the Mining Development Vendors in consideration for Mining Development Acquisition under and for the purposes of Listing Rule 7.1.

Further information in relation to the Mining Development Acquisition is set out in Section 1.2 and a summary of the material terms of the Mining Development SSA is set out in Schedule 2.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2.

The proposed issue of the Mining Development Shares falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Mining Development Shares. In addition, the issue 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.

Resolution 4 is an Essential Resolution. As such, if Resolution 4 is not passed, the Company will not be able to proceed with the Proposed Acquisitions and the Mining Development Shares part of this Resolution 4 will not be issued.

5.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

(a) the Mining Development Shares will be issued to the Mining Development Vendors (or their nominee/s). The Mining Development Vendors include Proposed Directors, Michael Minosora and Sam Randazzo who will receive the allocations set out in Schedule 3;

(b) the maximum number of Mining Development Shares to be issued is 15,000,000;

(c) the Mining Development Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(d) the Mining Development Shares will be issued no later than three 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 Mining Development Shares will occur on the same date;

(e) the Mining Development Shares will be issued for nil consideration, as consideration for the Mining Development Acquisition;

(f) no funds will be raised from the issue as the Mining Development Shares are being issued as consideration for the Mining Development Acquisition; and

(g) the material terms of the Mining Development SSA are summarised in Schedule 2.

6. RESOLUTION 5 – ISSUE OF SHARES PURSUANT TO THE CAPITAL RAISING

6.1 General

Resolution 5 seeks Shareholder approval for the issue of up to 110,000,000 Shares at an issue price of $0.05 per Share, to raise a minimum of $5,000,000, with a provision to accept a further $500,000 in oversubscriptions under the Capital Raising under and for the purposes of Listing Rule 7.1.

The Capital Raising will be undertaken via the Prospectus to assist the Company in complying with Chapters 1 and 2 of the Listing Rules (which is required to obtain re-instatement of the Shares to trading on the Official List on completion of the Proposed Acquisitions).

The Capital Raising will be completed by way of a general offer to the public, with existing Shareholders given a priority right to subscribe for $2,000 worth of Shares (being 40,000 Shares) under the Capital Raising.

Subject to receiving Shareholder approval, Director, David Sumich intends to participate in the Capital Raising and subscribe for up to 5,000,000 Shares. Further details of Mr Sumich's participation in the Capital Raising is set out in Section 7.

The Minimum Subscription under the Capital Raising will be $5,000,000 (**Minimum Subscription**). The Capital Raising has a provision to accept a further $500,000 (10,000,000 Shares) to raise a total of $5,500,000 (**Maximum Subscription**). It is noted that the Shares the subject of the Capital Raising will only be issued if:

(a) the Minimum Subscription is raised;

(b) the Company has received conditional approval from ASX for the Company to be reinstated to official quotation on ASX following the Company's compliance with Listing Rule 11.1.3 and Chapters 1 and 2 of the Listing Rules; and

(c) the issue occurs contemporaneously with settlement of the Proposed Acquisitions, which requires, amongst other things, the passing of all Essential Resolutions.

Further details of the Capital Raising will be set out in the Prospectus.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2.

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

6.3 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of Shares under the Capital Raising. In addition, the issue 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.

Resolution 5 is an Essential Resolution. As such, if Resolution 5 is not passed, the Company will not be able to proceed with the Capital Raising and the Proposed Acquisitions.

6.4 Technical information required by Listing Rule 7.1

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

(a) the Shares will be issued to subscribers under the Capital Raising. The Directors will determine to whom the Shares will be issued, on a basis to ensure the Company's re-compliance requirements are met, but these persons will not be related parties of the Company other than Director, David Sumich, whose participation is subject to Shareholder approval under Resolution 6. Substantial Shareholder, Jason Peterson also intends to participate in the Capital Raising by subscribing (either directly or through his associates) for up to 10,000,000 Shares under the Capital Raising;

(b) the maximum number of Shares to be issued is 110,000,000. The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(c) the Shares will be issued no later than three 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 Shares will occur on the same date;

(d) the issue price will be $0.05 per Share; The Company will not receive any other consideration for the issue of the Shares;

(e) the purpose of the Capital Raising is to raise a minimum of $5,000,000 (before costs) which the Company intends to apply as set out in Section 1.16; and

(f) the Shares are not being issued under an agreement.

7. RESOLUTION 6 – DIRECTOR PARTICIPATION IN THE CAPITAL RAISING – DAVID SUMICH

7.1 General

Resolution 6 seeks Shareholder approval under and for the purposes of Listing Rule 10.11 for the issue of up to 5,000,000 Shares (**Director Participation Shares**) to Director, David Sumich (or his nominee/s) to enable him to participate in the Capital Raising on the same terms as unrelated investors (**Participation**).

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 manner set out in sections 217 to 227 of the Corporations Act; and

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

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

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

The Directors (other than Mr Sumich) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Director Participation Shares will be issued to Mr Sumich on the same terms as Shares will be issued to non-related party participants in the Capital Raising and as such the giving of the financial benefit is on arm's length terms.

7.3 Listing Rule 10.11

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

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Director Participation Shares 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.

7.4 Technical Information required by Listing Rule 14.1A

Subject to the passing of the Essential Resolutions, if Resolution 6 is passed, the Company will be able to proceed with the issue of the Director Participation Shares to Mr Sumich, within three months after the date of the Meeting in accordance with the Related Party Waiver(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 Shares to Mr Sumich (because approval is being obtained under Listing Rule 10.11), the Director Participation Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Director Participation Shares to Mr Sumich and such Director Participation Shares would form not part of the Capital Raising.

7.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 6:

(a) the Director Participation Shares will be issued to Mr Sumich (or his nominee/s)), who falls within the category set out in Listing Rule 10.11.1 as Mr Sumich is a related party of the Company by virtue of being a Director;

(b) the maximum number of Shares to be issued is 5,000,000;

(c) the Director Participation Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(d) the Shares will be issued no later than three months after the date of the Meeting in accordance with the terms of the Related Party Waiver (or such later date to the extent permitted by any further ASX waiver or modification of the Listing Rules) and it is intended that issue will occur on the same date;

(e) the issue price will be $0.05 per Director Participation Share, being the same as all other Shares issued to other participants under the Capital Raising. The Company will not receive any other consideration for the issue of the Shares;

(f) the purpose of the issue of Shares under the Participation is to raise capital, which the Company intends to use in the manner set out in Section 1.16;

(g) the Shares to be issued under the Participation are not intended to remunerate or incentivise the Director; and

(h) the Shares are not being issued under an agreement.

8. RESOLUTIONS 7 TO 9 – APPOINTMENT OF PROPOSED DIRECTORS

8.1 General

Article 6.2(c) of the Constitution provides that the Company may elect a person as a director by resolution passed in general meeting.

In accordance with the Constitution, Mr Michael Minosora, Mr Sam Randazzo and Dr Andrew Wilde (together, the **Proposed Directors**) seek election from Shareholders, with effect from completion of the Proposed Acquisitions,

Resolutions 7 to 9 are Essential Resolutions. As such, if Resolution 7 to 9 are not passed, the Company will not be able to proceed with the Proposed Acquisitions.

8.2 Qualifications and other material directorships

Refer to Section 1.22 for the qualifications and material directorships of the Proposed Directors.

8.3 Independence

If elected, the Board considers that:

(a) Mr Minosora and Mr Sam Randazzo will not be independent directors due to their position as Veridis Vendors and Mining Development Vendors and the quantum of Securities they will hold in the Company following reinstatement to Official Quotation; and

(b) Dr Wilde will be an independent director as Dr Wilde has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company and its security holders generally.

9. RESOLUTION 10 – APPROVAL TO ISSUE FACILITATION SHARES TO CPS CAPITAL

9.1 General

Resolution 10 seeks Shareholder approval for the issue of 8,100,000 Facilitation Shares to CPS Capital (or its nominee/s) in consideration for transaction introduction and facilitation services under and for the purposes of Listing Rule 7.1.

9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2.

The proposed issue of the Facilitation Shares falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

9.3 Technical information required by Listing Rule 14.1A

If Resolution 10 is passed, the Company will be able to proceed with the issue of Shares under the Capital Raising. In addition, the issue 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.

Resolution 10 is an Essential Resolution. As such, if Resolution 10 is not passed, the Company will not be able to proceed with the Capital Raising and the Proposed Acquisitions.

9.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 10:

(a) the Facilitation Shares will be issued to CPS Capital (or its nominee/s);

(b) the maximum number of Facilitation Shares to be issued is 8,100,000. The Facilitation Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(c) the Shares will be issued no later than three 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 Facilitation Shares will occur on the same date;

(d) the Facilitation Shares will be issued at a nil issue price, in consideration for transaction introduction and facilitation services provided by CPS Capital;

(e) the purpose of the issue of the Facilitation Shares is to satisfy the Company's obligation under the Lead Manager Mandate; and

(f) the Facilitation Shares are being issued to CPS Capital under the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is set out in Schedule 5.

10. RESOLUTION 11 – APPROVAL TO ISSUE SECURITIES TO DIRECTOR – DAVID SUMICH

10.1 General

Subject to completion of the Proposed Acquisitions, it is proposed that Director, David Sumich, will transition from the role of Executive Chair to Managing Director.

As part of his remuneration agreement, the Company has agreed, subject to obtaining Shareholder approval, to issue 2,000,000 Shares and 6,000,000 Performance Rights (vesting upon satisfaction of various milestones) (**MD Securities**) to Mr Sumich (or his nominee/s) on the terms and conditions set out below.

Resolution 11 seeks Shareholder approval for the issue of the MD Securities to Mr Sumich (or his nominee/s).

10.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E is set out in Section 7.2.

The issue of the MD Securities to Mr Sumich (or his nominee) constitutes giving a financial benefit and Mr Sumich is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Sumich who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the MD Securities because the agreement to issue the MD Securities, reached as part of the remuneration package for Mr Sumich, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

10.3 Listing Rule 10.11

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

The issue of the MD Securities 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.

10.4 Technical information required by Listing Rule 14.1A

If Resolution 11 is passed, the Company will be able to proceed with the issue of the MD Securities to Mr Sumich within three months after the date of the Meeting in accordance with the Related Party Waiver (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 MD Securities (because approval is being obtained under Listing Rule 10.11), the issue of the MD Securities will not use up any of the Company's 15% annual placement capacity.

If Resolution 11 is not passed, the Company will not be able to proceed with the issue of the MD Securities and may need to find alternative means to compensate Mr Sumich, which may not be as financially preferable to the Company.

10.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 11:

(a) the MD Securities will be issued to Mr Sumich (or their nominee), who falls within the category set out in Listing Rule 10.11.1 as Mr Sumich is a related party of the Company by virtue of being a Director;

(b) the maximum number of MD Securities to be issued to Mr Sumich is 2,000,000 Shares and 6,000,000 Performance Rights,

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

(d) the Performance Rights will be issued on the terms and conditions set out in Schedule 6;

(e) the MD Securities will be issued no later than three months after the date of the Meeting in accordance with the terms of the Related Party Waiver (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 MD Securities will occur on the same date;

(f) the MD Securities will be issued at a nil issue price and to provide a performance linked incentive component in the remuneration package for Mr Sumich to motivate and reward his performance as Managing Director and to provide cost effective remuneration to Mr Sumich, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Sumich;

(i) the proposed remuneration package for Mr Sumich following the Transition is $240,000 (excluding superannuation) comprising of directors' fees. If the MD Securities are issued, the total proposed remuneration package of Mr Sumich will increase by $201,159 to $441,159, being the value of the MD Securities (including the value of the Performance Rights calculated based on the Monte Carlo methodology, the Shares with a deemed issue price of $0.05); and

(g) the MD Securities are being issued to Mr Sumich in connection with his consultancy agreement, the material terms of which are as follows:

Parties	The Company Tirol Investments Pty Ltd (ACN 095 622 281)
Key Person	David Sumich
Services	Services in the role of Managing Director
Fee	$240,000 per annum (base salary including statutory superannuation).
Term	The consultancy agreement will commence on the date of re-admission of the Company to the Official List of the ASX, following settlement of Veridis Acquisition and Mining Development Acquisition, and will continue until terminated in accordance with the terms of the consultancy agreement.
Potential Short-Term Incentive Payment	Subject to Shareholder approval being obtained under Resolution 11, Mr Sumich (or his nominee/s) will be issued 2,000,000 Shares and 6,000,000 Performance Rights.
Termination	The consultancy agreement may be terminated by: (a) either party by providing three months' written notice; (b) the Company giving three months' written notice to the consultant; (c) the Company giving notice with immediate effect on a material breach of the consultancy agreement, and amongst other things, the consultant or Mr Sumich is guilty of fraud, dishonesty or any other serious misconduct which, in the reasonable opinion of the Company is likely to adversely affect the reputation or profitability of the Company; or (d) within one month of a material change, being material a reduction in the fee or a material diminution in the responsibilities or powers assigned to the consultant, whether or not accompanied by a reduction in the fee, excluding any such reduction or diminution arising with the consultant's consent, the consultant may give written notice to the Company to terminate the consultancy agreement effective immediately. The Company must pay to the consultant the equivalent of the fee that would otherwise be payable to the consultant over a three month period if the consultancy agreement had not been terminated.
Other Terms	The consultancy agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

10.6 Independent Expert's Report

The Independent Expert has concluded that the proposed issue under Resolution 3 and this Resolution 11 is fair and reasonable to non-associated Shareholders. Further information is set out in Section 1.15 and Annexure A.

11. RESOLUTION 12 –REPLACEMENT OF CONSTITUTION

11.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

Resolution 12 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

Resolution 12 is an Essential Resolution. As such, if Resolution 12 is not passed, the Company will not be able to proceed with the Capital Raising and the Proposed Acquisitions.

This will incorporate amendments to the Corporations Act and Listing Rules since the current Constitution was adopted on 5 November 2021.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website www.dmcmining.com.au and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 6316 4674). Shareholders are invited to contact the Company if they have any queries or concerns.

11.2 Summary of material proposed changes

Minimum Securityholding (clause 3)

Clause 3 of the Constitution outlines how the Company can manage securityholdings which represent an "unmarketable parcel" of securities, being a securityholding that is less than $500 based on the closing price of the Company's securities on ASX as at the relevant time.

The Proposed Constitution is in line with the requirements for dealing with "unmarketable parcels" outlined in the Corporations Act such that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their securityholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.

Clause 3 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with unmarketable parcels.

Joint Holders (clause 9.8)

The ASX is considering replacement options for its Clearing Hose Electronic Subregister System (**CHESS**). Due to complexities with the solution design, there is no current go-live date. To ensure compliance with any replacement CHESS system, clause 9.8 of the Proposed Constitution provides that the number of registered joint holders of securities shall be as permitted under the Listing Rules and the ASX Settlement Operating Rules.

Capital Reductions (clause 10.2)

The Proposed Constitution now permits sales of unmarketable parcels to a sale nominee as part of a capital reduction.

Direct Voting (clause 13, specifically clauses 13.35 – 13.40)

The Proposed Constitution includes a new provision which allows Shareholders to exercise their voting rights through direct voting (in addition to exercising their existing rights to appoint a proxy). Direct voting is a mechanism by which Shareholders can vote directly on resolutions which are to be determined by poll. Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting. In order for direct voting to be available, Directors must elect that votes can be cast via direct vote for all or any Resolutions and determine the manner appropriate for the casting of direct votes. If such a determination is made by the Directors, the notice of meeting will include information on the application of direct voting.

Use of technology (clause 14)

The Proposed Constitution includes a new provision to permit the use of technology at general meetings (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.

Partial (proportional) takeover provisions (clause 37)

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

<u>Information required by section 648G of the Corporations Act</u>

Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company other than as set out in this Notice.

Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

(a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;

(b) assisting in preventing Shareholders from being locked in as a minority;

(c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and

(d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

(a) proportional takeover bids may be discouraged;

(b) lost opportunity to sell a portion of their Shares at a premium; and

(c) the likelihood of a proportional takeover bid succeeding may be reduced.

Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 12.

GLOSSARY

$ means Australian dollars.

Acquisition Agreements means the Veridis SSA and the Mining Development SSA.

ASIC means the Australian Securities & Investments Commission.

Associated Body Corporate means

(a) a related body corporate (as defined in the Corporations Act) of the Company;

(b) a body corporate which has an entitlement to not less than 20% of the voting Shares of the Company; and

(c) a body corporate in which the Company has an entitlement to not less than 20% of the voting shares.

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

Board means the current board of directors of the Company.

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

Capital Raising means the Company's proposed public offer of up to 110,000,000 Shares which is the subject of Resolution 5.

Chair means the chair of the Meeting.

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

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company or **DMC** means DMC Mining Limited (ACN 648 372 516).

Consideration Securities means the Shares and Performance Shares issued in consideration for the Proposed Acquisitions.

Constitution means the Company's constitution.

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

CPS Capital or **Lead Manager** means CPS Capital Group Pty Ltd (ACN 088 055 636).

Directors means the current directors of the Company.

Essential Resolution has the meaning given in Section 1.4.3.

Existing Project means the Company's existing Ravensthorpe Nickel Project, located in Western Australia.

Explanatory Statement means the explanatory statement accompanying the Notice.

Facilitation Shares has the meaning given in Section 1.19.

Firawa Project has the meaning given in Section 1.2 (a)

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

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

Labé Project has the meaning given in Section 1.2(b).

Listing Rules means the Listing Rules of ASX.

Maximum Subscription means the amount raised under the Capital Raising assuming oversubscriptions of $500,000 are received and accepted, being $5,500,000.

Minimum Subscription means the minimum subscription of 100,000,000 Shares under the Capital Raising, which, if issued, will enable the Company to raise $5,000,000 (before cash).

Mining Development Acquisition means the acquisition of Mining Development pursuant to the terms of Mining Development SSA.

Mining Development Shares has the meaning given in Section 5.1.

Mining Development SSA has the meaning given in Section 1.2(b).

Mining Development Vendors means the shareholders of Mining Development.

MD Securities has the meaning given in 10.1.

Mining Development means Mining Development Resources SARLU.

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

Official List means the official list of the ASX.

Official Quotation means quotation of securities on the Official List.

Option means an option to acquire a Share.

Participation has the meaning given in Section 7.1.

Participation Shares has the meaning given in Section 7.1.

Performance Rights means performance shares exercisable into Shares subject to satisfaction of certain milestones, on the terms and conditions set out in Schedule 6.

Performance Shares means performance shares converting into Shares subject to satisfaction of certain milestones, on the terms and conditions set out in Schedule 4.

Projects means the Existing Project, the Firawa Project and the Labé Project.

Proposed Acquisitions means the Veridis Acquisition and the Mining Development Acquisition.

Proposed Directors means Mr Michael Minosora, Mr Sam Randazzo and Dr Andrew Wilde.

Prospectus means the full form prospectus to be issued by the Company in connection with the Capital Raising.

Proxy Form means the proxy form accompanying the Notice.

Re-compliance means the Company re-complying with the admission requirements set out in Chapters 1 and 2 of the Listing Rules.

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

Section means a section of the Explanatory Statement.

Securities means Shares, Options, Performance Share and/or Performance Rights (as the context requires).

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

Shareholder means a registered holder of a Share.

Vendor means the Verdis Vendors and the Mining Development Vendors.

Veridis means Veridis Energie SARL.

Veridis Acquisition means the acquisition of 100% of the issued capital of Veridis by the Company pursuant to the terms of the Veridis SSA.

Veridis Consideration Securities has the meaning given in Section 4.1.

Veridis SSA has the meaning given in Section 4.1.

Veridis Vendors means the shareholders of Veridis.

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

SCHEDULE 1 – MATERIAL TERMS OF THE VERIDIS SSA

The Company has entered into the Veridis SSA with Veridis and the Veridis Vendors, in respect of the Veridis Acquisition, the material terms and conditions of which are summarised below:

Acquisition	Subject to satisfaction or waiver of the conditions precedent, the Company agrees to acquire, and the Veridis Vendors agree to sell 100% of the issued capital of Veridis, for the consideration described below.
Consideration	In consideration for the Veridis Acquisition, the Company has agreed to: (a) pay Veridis Energie a non-refundable exclusivity fee of USD$90,000 on the execution date of the Veridis SSA (paid on 9 February 2024); and (b) issue the Veridis Vendors 35,000,000 Shares and 130,000,000 Performance Shares (on the terms and conditions set out in Schedule 4) which will be apportioned amongst the Veridis Vendors as outlined in Schedule 3. The Company has also agreed to pay Veridis a fee of US$25,000 per month for a period of 4 months in consideration for providing consultancy services to the Company during the period prior to completion of the Veridis Acquisition (including liaising with government officers, the mines department, local community representatives and other stakeholders) and as reimbursement for expenses incurred the payments for consultancy services were completed on 22 March 2024).
Conditions Precedent	Settlement of the Veridis SSA is subject to the satisfaction (or waiver) of the following conditions precedent: (a) (**Due diligence**): the Company completing financial, legal and technical due diligence on Veridis and the Firawa Project, to the absolute satisfaction of the Company; (b) (**Exploration Licences**): the grant of exploration licences in respect of the exploration licence applications over the Firawa Project; (c) (**Prospectus and Capital Raising**): the Company lodging the Prospectus and undertaking the Capital Raising; (d) (**Shareholder approval**): the Company's Shareholders approving the transactions contemplated by the Veridis SSA in accordance with the Listing Rules and the Corporations Act; (e) (**Independent Expert's Report**): the Company obtaining an independent expert's report, in accordance with the Listing Rules and the Corporations Act, acceptable to the Company which declares the issue of Securities to the Shareholders in connection with the re-compliance to be either 'fair and reasonable' or 'not fair but reasonable' to the non-associated Shareholders; (f) (**Regulatory approvals**): the parties obtaining all necessary regulatory approvals or waivers to allow the parties to lawfully complete Veridis Acquisition; (g) (**Government consents & approvals**): the obtaining of any consent or approval by any governmental authorities, on terms reasonably acceptable to the Company, that is required in connection with the Veridis Acquisition; (h) (**Third party approvals**): the parties obtaining all third party approvals and consents necessary to lawfully complete the Veridis Acquisition; and (i) (**Re-compliance with Chapters 1 and 2**): conditional approval being obtained from the ASX to admit the securities of DMC to trading on ASX (after DMC re-complies with Chapters 1 and 2 of the ASX Listing Rules) and DMC being satisfied, acting reasonably, that it will be able to meet all of the those requirements to permit the Company's Shares to be

	reinstated to trading on ASX soon after completing the Veridis Acquisition. The conditions precedent outlined above must be satisfied (or waived by the Company) on or before 30 September 2024.

The Veridis SSA otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties, indemnities and confidentiality provisions).

SCHEDULE 2 – MATERIAL TERMS OF THE MINING DEVELOPMENT SSA

The Company has entered into the Mining Development SSA with Mining Development Resources SARLU (**Mining Development**) and the Mining Development Vendors, in respect of the Mining Development Acquisition, the material terms and conditions of which are summarised below:

Acquisition	Subject to satisfaction or waiver of the conditions precedent, the Company agrees to acquire, and the Mining Development Vendors agree to sell 100% of the issued capital of Mining Development, for the consideration described below.
Consideration	The Company will issue the Mining Development Vendors 15,000,000 Shares in consideration for the Mining Development Acquisition, which will be apportioned amongst the Mining Development Vendors as outlined in Schedule 3.
Conditions Precedent	Settlement of the Mining Development SSA is subject to the satisfaction (or waiver) of the following conditions precedent: (a) (**Due diligence**): the Company completing financial, legal and technical due diligence on Mining Development and the Labé Project, to the absolute satisfaction of the Company; (b) (**Exploration Licences**): the grant of an exploration licence in respect of the exploration licence application over the Labé Project; (c) (**Prospectus and Capital Raising**): the Company lodging the Prospectus and undertaking the Capital Raising; (d) (**Shareholder approval**): the Company's Shareholders approving the transactions contemplated by the Mining Development SSA in accordance with the Listing Rules and the Corporations Act; (e) (**Regulatory approvals**): the parties obtaining all necessary regulatory approvals or waivers to allow the parties to lawfully complete the Mining Development Acquisition; (f) (**Government consents & approvals**): the obtaining of any consent or approval by any governmental authorities, on terms reasonably acceptable to the Company, that is required in connection with the Mining Development Acquisition; (g) (**Third party approvals**): the parties obtaining all third party approvals and consents necessary to lawfully complete the Mining Development Acquisition; (h) (**Re-compliance with Chapters 1 and 2**): conditional approval being obtained from the ASX to admit the securities of DMC to trading on ASX (after DMC re-complies with Chapters 1 and 2 of the ASX Listing Rules) and DMC being satisfied, acting reasonably, that it will be able to meet all of the those requirements to permit the Company's Shares to be reinstated to trading on ASX soon after completing the Mining Development Acquisition; and (i) (**Veridis Agreement**): all conditions precedent to the Veridis SSA being waived or satisfied. The conditions precedent outlined above must be satisfied (or waived by the Company) on or before 30 September 2024.

The Mining Development SSA otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties, indemnities and confidentiality provisions).

SCHEDULE 3 – ALLOCATION OF CONSIDERATION SECURITIES TO VENDORS

Subject to the passing of Resolutions 3 and 4 and the issue of the Securities as consideration pursuant to the Acquisition Agreements, the Vendors (together with their associates) will hold the following Securities in the Company:

	Vendor	Veridis Consideration Securities				Mining Development Shares
		Shares	Performance Shares			
			Tranche 1	Tranche 2	Tranche 3	
1.	Michael John Minosora	8,750,000	11,250,000	11,250,000	10,000,000	6,000,000
2.	Ranchild Pty Ltd <The Ranchild Trust>	8,750,000	11,250,000	11,250,000	10,000,000	6,000,000
3.	Cityscape Asset Pty Ltd[1] <Cityscape Family A/C>	3,181,818	4,090,909	4,090,909	3,636,364	-
4.	Other vendors	14,318,182	18,409,091	18,409,091	16,363,636	3,000,000
	Total	**35,000,000**	**45,000,000**	**45,000,000**	**40,000,000**	**15,000,000**

Notes:

1. Jason Peterson is the controller of Cityscape Asset Pty Ltd. Further details of the Shares in which Mr Peterson will hold a relevant interest at Completion are set out in Section 1.21.

SCHEDULE 4 – TERMS AND CONDITIONS OF PERFORMANCE SHARES

1. Performance Shares

Each Performance Share is a share in the capital of the Company.

(a) **General Meetings**

Performance Shares shall confer on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to the Company's shareholders. Holders have the right to attend general meetings of the Company's shareholders.

(b) **No Voting Rights**

Performance Shares do not entitle the Holder to vote on any resolutions proposed at a general meeting of the Company's shareholders, subject to any voting rights under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.

(c) **No Dividend Rights**

Performance Shares do not entitle the Holder to any dividends.

(d) **No Return of Capital Rights**

Performance Shares do not entitle the Holder to any right to a return of capital, whether on a winding up, upon a capital reduction or otherwise.

(e) **No Rights on Winding Up**

Upon winding up of the Company, Performance Shares may not participate in the surplus profits or assets of the Company.

(f) **Transfer of Performance Shares**

Performance Shares are not transferable.

(g) **Reorganisation of Capital**

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

(h) **Application to ASX**

Performance Shares will not be quoted on ASX. Upon conversion of Performance Shares into the Shares in accordance with these terms, the Company must within seven days after the conversion, apply for and use its best endeavours to obtain the official quotation on ASX of the Shares arising from the conversion.

(i) **Participation in Entitlements and Bonus Issues**

Subject always to the rights under item (g) (Reorganisation of Capital), Holders of Performance Shares will not be entitled to participate in new issues of capital offered to holders of the Shares such as bonus issues and entitlement issues.

(j) **Amendments required by ASX**

The terms of Performance Shares may be amended as necessary by the board of directors of the Company in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the ASX Listing Rules, following such amendment, the economic and other rights of the Holder are not diminished or terminated and commercial intent remains.

(k) **No Other Rights**

Performance Shares give the Holders no 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.

2. Conversion of Performance Shares

(a) **Issue of Performance Shares**

Performance Shares will be issued at Settlement.

(b) **Milestones**

Performance Shares will convert into the Shares on a one for one basis subject to the Company achieving the milestones set out in the table below (**Milestones**) prior to milestone deadlines set out in the table below (**Milestone Deadlines**):

Tranche	Quantum	Milestone	Milestone Deadline
1	45,000,000	The satisfaction of each of the following: (a) a drill intercept on the Firawa Project which includes an average U_3O_8 grade of 400ppm (or greater) over 10 meters, and (b) on the day of or after satisfaction of the milestone set out in paragraph (a) above, the Shares achieving a volume weighted average price per Share (**VWAP**) of $0.075, calculated over 20 consecutive trading days on which the Shares have actually traded.	4 years after date of issue
2	45,000,000	The satisfaction of each of the following: (a) the Company announcing a JORC inferred resource (or higher) on the Firawa Project of no less than 10 million tonnes at a grade greater than 4,000ppm (0.4%) total rare earth oxides (**TREO**); and	4 years after date of issue

Tranche	Quantum	Milestone	Milestone Deadline
		(b) on the day of or after satisfaction of the milestone set out in paragraph (a) above, the Shares achieving a VWAP of \$0.10, calculated over 20 consecutive trading days on which the Shares have actually traded.	
3	40,000,000	The satisfaction of each of the following: (a) the Company announcing a JORC inferred resource (or higher) on the Firawa Project of either: (i) no less than 20 million tonnes at a grade greater than 4,000ppm (0.4%) TREO; or (ii) no less than 45 million lbs contained U_3O_8, using a 100ppm cutoff; and (b) on the day of or after satisfaction of the milestone set out in paragraph (a) above, the Shares achieving a VWAP of \$0.15, calculated over 20 consecutive trading days on which the Shares have actually traded.	4 years after date of issue

(c) **Conversion of Performance Shares**

Subject to paragraph (f), each the Company Performance Share, that has not lapsed in accordance with paragraph (d), will convert upon the relevant Milestone being achieved and on conversion the Company will make an announcement to ASX.

(d) **Lapse if Milestone not achieved**

If the applicable Milestones are not achieved within the Milestone Deadlines the relevant Performance Shares held by a Holder will automatically lapse.

(e) **Change in Control**

Upon:

(i) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:

(A) having received acceptances for not less than 50.1% of the Company's shares on issue; and

(B) having been declared unconditional by the bidder; or

(ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

then, to the extent Performance Shares have not converted into Shares due to satisfaction of a Milestone, Performance Shares automatically convert into the Shares and on conversion the Company will make an announcement to ASX.

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

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

(i) the Recipient may give written notification to the Company if they consider that the conversion of a Performance Share may result in the contravention of the General Prohibition. The absence of such written notification from the Recipient will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition;

(ii) the Company may (but is not obliged to) by written notice to the Recipient request the Recipient to provide the written notice referred to in paragraph (f)(i) within seven days if the Company considers that the conversion of a Performance Share may result in a contravention of the General Prohibition. The absence of such written notification from the Recipient will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition.

(g) **After Conversion**

The Shares issued on conversion of Performance Shares will, upon and from their issue, rank equally with and confer rights identical with all other the Shares then on issue and application will be made by the Company to ASX for official quotation of the Shares issued upon conversion (subject to complying with any restriction periods required by the ASX).

(h) **Conversion Procedure**

The Company will issue the Holder with a new holding statement for Shares as soon as practicable following the conversion of Performance Shares into Shares.

SCHEDULE 5 – LEAD MANAGER MANDATE SUMMARY

The Company has entered into a lead manager mandate pursuant to which CPS Capital has agreed to act as Lead Manager to the Capital Raising and as corporate advisor to the Proposed Acquisitions. Jason Peterson, a director of CPS Capital, is a substantial shareholder of the Company and a shareholder of Veridis. Details of the relevant interest of Mr Peterson as at the date of this Notice and on completion of the Proposed Acquisitions is set out in Section 1.21.

The material terms and conditions of the Lead Manager Mandate are summarised below:

Term	The Lead Manager Mandate commenced on 26 April 2024 and will continue until terminated in accordance with its terms.
Fees	Subject to successful completion of both the Capital Raising and the Re-Compliance (including the issue of all the Securities contemplated by the Capital Raising and Re-Compliance), the Company has agreed to pay and issue CPS (and/or its nominee/s) the following: (a) a management fee of 3% of funds raised under the Capital Raising for managing the Capital Raising; (b) a placement fee of 3% of funds raised under the Capital Raising; and (c) subject to Shareholder approval, issue CPS Capital (or its nominee) 8,100,000 Facilitation Shares (being the subject of Resolution 10).
Expenses	Expenses (other than travel expenses) will only be reimbursed if prior written approval has been given by the Company. CPS Capital shall be entitled to reimbursement of reasonable expenses in undertaking its role including business class fares for overseas travel and economy class fares for Australian domestic travel, accommodation, meals, telephone and other costs as required to perform this role. Hotel accommodation shall not exceed $500 per day and other per diem expenses shall be limited to $450 per day. Any travel requests and expenses above $1,000 will not be incurred without the prior approval of the Chairman of the Company and/or his nominee.
Termination	CPS Capital may terminate the Lead Manager Mandate: (a) by 14 days' notice in writing (if not rectified by the Company within that time period) to that effect: (i) if the Company commits or allows to be committed a material breach of any of the terms or conditions of the Lead Manager Mandate; or (ii) if any warranty or representation given or made by the Company is not complied with or proves to be untrue in any respect; or (b) immediately by notice in writing to that effect if: (i) if the Company becomes insolvent, has a receiver, administrative receiver or manager or administrator appointed over the whole of or any of their assets, enters into anycomposition with creditors generally or has an order made or resolution passed for it to be wound up; or (ii) if a court makes an administration order with respect to the Company or any composition in satisfaction of its debts of or a scheme of arrangement of the affairs of the Company. The Company may terminate the Lead Manager Mandate in its absolute discretion, by seven days written notice. In this event, any outstanding expenses will be immediately payable.

The Lead Manager Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

SCHEDULE 6 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1. Grant price

Each Performance Right will be granted by the Company for nil cash consideration.

2. Rights

(a) The Performance Rights do not carry any voting rights in the Company.

(b) The Performance Rights do not confer on the holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. Holders of Performance Rights do not have the right to attend general meetings of shareholders.

(c) The Performance Rights do not entitle the holder to any dividends.

(d) The Performance Rights do not confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company.

(e) 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.

(f) In the event the issued capital of the Company is reconstructed, all rights of a holder will be changed to the extent necessary to comply with the ASX Listing Rules and Corporations Act at the time of reorganisation provided that, subject to compliance with the ASX Listing Rules and Corporations Act, following such reorganisation the economic and other rights of the holder are not diminished or terminated.

(g) Subject always to the rights under clause 2(f), a Performance Right does not entitle the holder (in its capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

(h) The Performance Rights give the holder no 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.

3. Conversion

(a) The Performance Rights vest on satisfaction of the relevant vesting condition and become exercisable by the holder into Shares (**Conversion Shares**) on a one for one basis upon and subject to the Company providing written notice (**Vesting Notice**) to the holder that the Company has satisfied the condition applicable to the Performance Rights (**Condition**) by the relevant expiry date (**Expiry Date**), set out below:

Tranche	Quantum	Condition	Expiry Date
1	2,000,000	The satisfaction of each of the following: (a) a drill intercept on the Firawa Project which includes an average U_3O_8 grade of 400ppm (or greater) over 10 meters, and	4 years after date of issue

Tranche	Quantum	Condition	Expiry Date
		(b) on the day of or after satisfaction of the milestone set out in paragraph (a) above, the Shares achieving a volume weighted average price per Share (**VWAP**) of $0.075, calculated over 20 consecutive trading days on which the Shares have actually traded.	
2	2,000,000	The satisfaction of each of the following: (a) the Company announcing a JORC inferred resource (or higher) on the Firawa Project of no less than 10 million tonnes at a grade greater than 4,000ppm (0.4%) total rare earth oxides (**TREO**); and (b) on the day of or after satisfaction of the milestone set out in paragraph (a) above, the Shares achieving a VWAP of $0.10, calculated over 20 consecutive trading days on which the Shares have actually traded.	4 years after date of issue
3	2,000,000	The satisfaction of each of the following: (a) the Company announcing a JORC inferred resource (or higher) on the Firawa Project of either: (i) no less than 20 million tonnes at a grade greater than 4,000ppm (0.4%) TREO; or (ii) no less than 45 million lbs contained U_3O_8, using a 100ppm cutoff; and (b) on the day of or after satisfaction of the milestone set out in paragraph (a) above, the Shares achieving a VWAP of $0.15, calculated over 20 consecutive trading days on which the Shares have actually traded.	4 years after date of issue

4. General

(a) In order to exercise the Performance Rights into Conversion Shares following receipt of a Vesting Notice, the holder must provide written notice (**Exercise Notice**) to the Company of its election to exercise the Class into the Conversion Shares. The Performance Rights may only be exercised into Conversion Shares once.

(b) Despite any other provision, the exercise of any Performance Rights is subject to the Company obtaining any required shareholder or regulatory approval for the purpose of issuing the Conversion Shares. If exercise of all or part of the Performance Rights would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) then the exercise of each Performance Right that would cause the contravention will be deferred until such time or times that the exercise would not at a later date result in a contravention of section 606(1) of the Corporations Act. The holder must give prior written notice to the Company if it considers that the exercise of all or part of its Performance Rights may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Performance Rights under these terms will not result in any person being in contravention of section 606(1) of the Corporations Act.

(c) Each Conversion Share will rank equally with a fully paid ordinary share in the capital of the Company.

(d) The Performance Rights will not be quoted on any securities exchange and the Company will not make an application for quotation in respect of them. However, if the Company is listed on the ASX at the relevant time, the Company must apply for quotation of any Conversion Shares on the ASX in accordance with the Listing Rules, subject always to the requirements of the Listing Rules, including those relating to escrow and the cleansing requirements under the Corporations Act.

5. Expiry

Performance Rights will automatically be deemed to be terminated and cancelled by the Company for nil cash consideration in the event they have not otherwise been validly exercised into Conversion Shares on or before the relevant Expiry Date.

If the employment or engagement of the holder with the Company or its Related Bodies Corporate is terminated or ceases for any reason, all unvested Performance Rights will remain on foot and vest in the ordinary course, subject to the Board’s overriding discretion to determine that any unvested Performance Rights will lapse with effect from the date of termination or cessation of the holder’s employment or engagement.

6. Transferability

(a) The Performance Rights are not transferable except in accordance with clause 5(b).

(b) Performance Rights may be transferred to the attorney or personal representative of the holder or the executor of the estate of the holder, in the event of mental incapacity, permanent disablement or death of the holder.

7. Compliance with the law

(a) Despite anything else contained in these terms, if the Corporations Act, Listing Rules or Constitution prohibits an act being done, that act must not be done.

(b) Nothing contained in these terms prevents an act being done that the Corporations Act, Listing Rules or Constitution require to be done.

(c) If the Corporations Act, Listing Rules or Constitution conflict with these terms, or these terms do not comply with the Corporations Act, Listing Rules or the Constitution, the holder authorises the Company to do anything necessary to rectify such conflict or non-compliance, including but not limited to unilaterally amending these terms.

(d) The terms of the Performance Rights may be amended as necessary by the directors of the Company in order to comply with the Listing Rules, or any directions of ASX regarding the terms in order to comply with the Listing Rules.

(e) Any reference to the Listing Rules in these terms and conditions is to be complied with only where the Company is admitted to the official list of ASX at the relevant time.

8. Control Event

Upon:

(a) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:

  (i) having received acceptances for not less than 50.1% of the Company's shares on issue; and

  (ii) having been declared unconditional by the bidder; or

(b) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

then, all Performance Rights on issue shall automatically vest (without the need for any Vesting Notice) and become exercisable by the holder into Conversion Shares.

SCHEDULE 7 – PRO FORMA STATEMENT OF FINANCIAL POSITION

	Audit Review Company 31 December 2023	Unaudited Acquisition and $5m Capital Raising	Unaudited Other Adjustments Post 31 December 2023	Unaudited Pro-Forma Post Transaction $5m
	A$	A$	A$	A$
ASSETS				
Current Assets				
Cash and cash equivalents	1,091,458	4,201,000	(668,058)	4,624,400
Trade and other receivables	39,008			39,008
Other assets	22,385			22,385
Total Current Assets	**1,152,851**	**4,201,000**	**(668,058)**	**4,685,793**
Non-Current Assets				
Exploration and evaluation expenditure	1,113,130	7,283,371		8,396,501
Total Non-Current Assets	**1,113,130**	**7,283,371**	**0**	**8,396,501**
Total Assets	**2,265,981**	**11,484,371**	**(668,058)**	**13,082,294**
LIABILITIES				
Current Liabilities				
Trade and other payables	131,674		0	131,674
Borrowings			200,000	200,000
Total Current Liabilities	**131,674**	**0**	**200,000**	**331,674**
Total Liabilities	**131,674**	**0**	**200,000**	**331,674**
Net Assets	**2,134,307**	**11,484,371**	**(868,058)**	**12,750,620**
EQUITY				
Contributed equity	4,839,724	7,206,000		12,045,724
Reserves	469,612	4,579,530		5,049,142
Accumulated losses	(3,175,029)	(301,159)	(868,058)	(4,344,246)
Total Equity	**2,134,307**	**11,484,371**	**(868,058)**	**12,750,620**

Description of pro forma adjustments:

The pro-forma historical financial information has been prepared by adjusting the statement of financial position of the Company as at 31 December 2023 to reflect the financial effects of the following pro-forma transactions which are yet to occur, but are proposed to occur on completion of the Transaction:

(a) Cash at bank as at 22 April 2024 is $382,400, Creditors $134,000;

(b) the issue of 100,000,000 Shares at $0.05 per Share to raise a minimum of $5,000,000 before costs, cash payment of $300,000 to CPS Capital Group Pty Ltd (CPS) being the expenses (6%) of the Capital Raising based on the Minimum Subscription being raised;

(c) Company entering into share sale agreements to acquire 100% of the issued capital of Veridis and Mining Development by the Company resulting in the consolidation of the companies;

(d) completion of the acquisition of Veridis, resulting in consideration payable to the shareholders of Veridis being an exclusivity fee of US$90,000 cash (paid on 9 February 2024), and 35,000,000 Shares a deemed issue price of $0.05 per Share and 130,000,000 Performance Shares, and the issue of 8,100,000 Shares at a deemed issue price of $0.05 per Share to CPS Capital Group Pty Ltd (**CPS**) as a facilitation fee;

(e) completion of the acquisition of the Labé Project, resulting in consideration payable to the Vendors of 15,000,000 Shares @ a deemed issue price of $0.05 per Share;

(f) estimated costs of the issue is $499,000 plus CPS Cap Raising fee;

(g) the proposed Managing Director, David Sumich to receive 2,000,000 Shares at a deemed issue price of $0.05 per Share and 6,000,000 Performance Rights as part of his employment agreement;

(h) Veridis is recently incorporated and we understand that it has a statement of financial position with no material balances;

(i) it is assumed if applicable that the release and forgiveness of the loans payable by Veridis to its shareholders and any associated liabilities will be agreed;

(j) Mining Development is recently incorporated and we understand that it has a balance sheet with no material balances;

(k) Aries Finance Pty Ltd (an entity which Jason Peterson is a director and 50% shareholder of) has advanced the Company an unsecured loan of $200,000, which is repayable on 30 September 2024, with a default rate of $10,000 per month and an interest and establishment fee of $25,000.

(l) it is assumed if applicable that the release and forgiveness of the loans payable by Mining Development to its shareholders and any associated liabilities will be agreed; and

(m) Performance Shares and Performance Rights valuation is shown below.

    (i) Value of Performance Shares to the shareholders of Veridis, $4,378,371; and

    (ii) Value of Performance Rights to MD – David Sumich, $201,159.

IDEAS | PEOPLE | TRUST

DMC Mining Limited

Independent Expert's Report

Opinion on Vendor Securities: Fair and reasonable

Opinion on Director Securities: Fair and reasonable

3 July 2024

Financial Services Guide

3 July 2024

BDO Corporate Finance (WA) Pty Ltd ABN 27 124 031 045 (‘**we**’ or ‘**us**’ or ‘**ours**’ as appropriate) has been engaged by DMC Mining Limited (‘**DMC**’ or ‘**the Company**’) to provide an independent expert’s report on the proposal to issue performance shares and performance rights (‘**Performance Securities**’) as set out in the Company’s Notice of Meeting and Prospectus (‘**Transaction Documents**’). You are being provided with a copy of our report because you have been provided with a copy of the Prospectus and this Financial Services Guide (‘**FSG**’) is included in the event you are also classified under the Corporations Act 2001 (‘**the Act**’) as a retail client.

Our report and this FSG accompanies the Transaction Documents provided to you by DMC to assist you in deciding on whether to subscribe for shares in the Prospectus offering or approve the issue of Performance Securities.

Financial Services Guide

This FSG is designed to help retail clients make a decision as to their use of our general financial product advice and to ensure that we comply with our obligations as a financial services licensee.

This FSG includes information about:

- Who we are and how we can be contacted;
- The services we are authorised to provide under our Australian Financial Services Licence No. 316158;
- Remuneration that we and/or our staff and any associates receive in connection with the general financial product advice;
- Any relevant associations or relationships we have; and
- Our internal and external complaints handling procedures and how you may access them.

Information about us

We are a member firm of the BDO network in Australia, a national association of separate entities (each of which has appointed BDO (Australia) Limited ACN 050 110 275 to represent it in BDO International). The financial product advice in our report is provided by BDO Corporate Finance (WA) Pty Ltd and not by BDO or its related entities. BDO and its related entities provide professional services primarily in the areas of audit, tax, consulting, mergers and acquisition, and financial advisory services.

We and BDO (and its related entities) might from time to time provide professional services to financial product issuers in the ordinary course of business and the directors of BDO Corporate Finance (WA) Pty Ltd may receive a share in the profits of related entities that provide these services.

Financial services we are licensed to provide

We hold an Australian Financial Services Licence that authorises us to provide general financial product advice for securities to retail and wholesale clients, and deal in securities for wholesale clients. The authorisation relevant to this report is general financial product advice.

When we provide this financial service we are engaged to provide an expert report in connection with the financial product of another person. Our reports explain who has engaged us and the nature of the report we have been engaged to provide. When we provide the authorised services we are not acting for you.

General Financial Product Advice

We only provide general financial product advice, not personal financial product advice. Our report does not take into account your personal objectives, financial situation or needs. You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. If you have any questions, or don’t fully understand our report you should seek professional financial advice.

Fees, commissions and other benefits that we may receive

We charge fees for providing reports, including this report. These fees are negotiated and agreed with the person who engages us to provide the report. Fees are agreed on an hourly basis or as a fixed amount depending on the terms of the agreement. The fee payable to BDO Corporate Finance (WA) Pty Ltd for this engagement is approximately $25,000.

Except for the fees referred to above, neither BDO, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the report and our directors do not hold any shares in DMC.

Remuneration or other benefits received by our employees

All our employees receive a salary. Our employees are eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of a report. We have received a fee from DMC for our professional services in providing this report. That fee is not linked in any way with our opinion as expressed in this report.

Referrals

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

Complaints resolution

Internal complaints resolution process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. We are also committed to meeting your needs and maintaining a high level of client satisfaction. If you are unsatisfied with a service we have provided you, we have avenues available to you for the investigation and resolution of any complaint you may have.

To make a formal complaint, please use the Complaints Form. For more on this, including the Complaints Form and contact details, see the BDO Complaints Policy available on our website.

When we receive a complaint we will record the complaint, acknowledge receipt of the complaint in writing within 1 business day or, if the timeline cannot be met, then as soon as practicable and investigate the issues raised. As soon as practical, and not more than 30 days after receiving the complaint, we will advise the complainant in writing of our determination.

Compensation arrangements

BDO Corporate Finance and its related entities hold Professional Indemnity insurance for the purpose of compensating retail clients for loss or damage suffered because of breaches of relevant obligations by BDO Corporate Finance or its representatives under Chapter 7 of the Corporations Act 2001. These arrangements and the level of cover held by BDO Corporate Finance satisfy the requirements of section 912B of the Corporations Act 2001.

Referral to External Dispute Resolution Scheme

We are a member of the Australian Financial Complaints Authority ('**AFCA**') which is an External Dispute Resolution Scheme. Our AFCA Membership Number is 12561. Where you are unsatisfied with the resolution reached through our Internal Dispute Resolution process, you may escalate this complaint to AFCA using the below contact details:

Mail:	GPO Box 3, Melbourne, VIC 3001
Free call:	1800 931 678
Website:	www.afca.org.au
Email:	info@afca.org.au
Interpreter Service:	131 450

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Perth, WA 6000
PO Box 700 West Perth WA 6872
Australia

3 July 2024

The Directors
DMC Mining Limited
Level 27
44 St Georges Terrace
Perth WA 6000

Dear Directors

INDEPENDENT EXPERT'S REPORT

1. Introduction

The directors of DMC Mining Limited (**'DMC'** or **'the Company'**) have requested that BDO Corporate Finance (WA) Pty Ltd (**'BDO'**) prepare an independent expert's report (**'our Report'**) to express an opinion on whether the issue of:

- 130 million performance shares in DMC to the vendors of Veridis Energie SARL (**'Veridis'**) (**'Vendor Securities'**); and
- Six million performance rights to Mr. David Sumich (**'Director Securities'**),

is fair and reasonable to non-participating security holders (**'Security Holders'**).

The Vendor Securities and Director Securities are collectively termed as the '**Performance Securities**'.

Our Report has been prepared for inclusion in the Company's Notice of Meeting. The Notice of Meeting includes a resolution seeking the approval of Security Holders for the issue of Performance Securities, in addition to several resolutions for the proposed issue of securities and acquisitions. The Prospectus is issued by the Company for a capital raising and to facilitate the re-compliance listing of the Company's shares on the Australian Securities Exchange ('**ASX**') ('**Re-admission**') as detailed in Section 4.

The Prospectus will offer 100 million shares at a price of $0.05 per share ('**Offer Price**') to raise $5.0 million before associated costs (the '**Capital Raising**') with the provision to accept oversubscriptions of $500,000. In the event whereby oversubscriptions are accepted under the Capital Raising, the total number of shares offered will amount to 110 million which equates to a total raise of $5.5 million before associated costs ('**Oversubscription**').

DMC will issue the following additional shares at Re-admission (which are further detailed in Section 4):

- 35 million ordinary shares to the vendors of Veridis and 15 million ordinary shares to the vendors of Mining Development Resources SARLU ('**Mining Development**');
- 8.1 million ordinary shares to the Company's lead manager of the Capital Raising, CPS Capital Group Pty Ltd ('**CPS**'); and
- Two million ordinary shares to the Company's newly appointed Managing Director upon Re-admission, Mr David Sumich.

As detailed below, our Report provides an opinion on whether the proposed issue of Performance Securities are issued on terms that are fair and reasonable to Security Holders. According to ASX Guidance Note 19 'Performance Securities' (**'ASX GN 19'**), a performance security is a security that converts or may convert, into a given number of ordinary shares with all the usual rights attached if and when a nominated performance milestone is achieved, but otherwise has limited rights until then.

Broadly, the Performance Securities comprise three tranches (which we have termed in our Report as Tranche A, Tranche B and Tranche C), with each tranche having a Volume Weighted Average Price (**'VWAP'**) target and non-market performance milestones attached. Further details on the terms of the Performance Securities are outlined in Section 4 of our Report and Resolutions 3 and 11 of the Notice of Meeting.

All currencies in our Report are quoted in Australian Dollars (**'A$'**) unless otherwise stated.

2. Summary and opinion

2.1 Requirement for the report

The directors of DMC have requested that BDO prepare an independent expert's report to express an opinion as to whether the:

- proposed issue of the Director Securities is fair and reasonable to Security Holders; and
- proposed issue of the Vendor Securities is fair and reasonable to Security Holders.

Our Report is required pursuant to ASX GN 19 because the Company is applying for Re-admission and proposes to have performance securities on issue at the date of Re-admission (**'Re-admission Date'**) which, in aggregate if the performance milestones are achieved, will convert to a number of ordinary shares which is greater than 10% of the number of ordinary shares that the Company proposes to have on issue at the date of Re-admission.

Our Report has set out two separate opinions pertaining to the issue of Vendor Securities and Director Securities.

2.2 Approach

Our Report has been prepared having regard to ASX GN 19 and Australian Securities and Investments Commission (**'ASIC'**) Regulatory Guides 111 '*Content of Expert's Reports*' (**'RG 111'**), 112 '*Independence of Experts*' (**'RG 112'**) and 170 '*Prospective Financial Information*' (**'RG 170'**) and Information Sheet 214: *Mining and Resources: Forward-looking Statements* (**'IS 214'**).

In arriving at our opinion, we have assessed the terms of the Performance Securities as outlined in the body of our Report and have considered:

- How the value of a DMC share as at the Re-admission Date (prior to the vesting of the Performance Securities) compares to the value of a DMC share following the achievement of the vesting conditions attached to each tranche of Performance Securities and the resulting issue of the ordinary shares on conversion of the Performance Securities; and
- Other factors which we consider to be relevant to the Security Holders in their assessment of the issue of the Performance Securities.

2.3 Opinion

We have considered the terms of the Vendor Securities as outlined in the body of our Report and have concluded that:

- the Director Securities are proposed to be issued on terms that are fair and reasonable to Security Holders; and
- the Vendor Securities are proposed to be issued on terms that are fair and reasonable to Security Holders.

2.4 Fairness

In Section 9 of our Report, we determined how the value of a DMC share as at the Re-admission Date, prior to the vesting of each of the Performance Securities, compares to the value of a DMC share assuming that each of the vesting conditions are achieved and each of the Performance Securities convert to ordinary shares.

Our results are summarised in the table below. We note we have performed an individual fairness assessment of the Director Securities and Vendor Securities, in addition to an aggregate assessment of the Performance Securities.

Additional detail in relation to the basis for our opinion can be found in Section 9 of our Report.

Tranche	Summary of basis for opinion	Conclusion		
		Director Securities	Vendor Securities	Performance Securities in aggregate
Tranche A	The 20-day VWAP hurdle of $0.075 represents the market value of the Company's shares at the time of achieving the Tranche A Milestone. Therefore, the value of a DMC share following the achievement of the Tranche A Milestone and the resulting issue of the ordinary shares on conversion of the Tranche A Vendor Securities and Director Securities is greater than the value of a DMC share as at the Re-admission Date of $0.05.	Fair	Fair	Fair
Tranche B	The 20-day VWAP hurdle of $0.10 represents the market value of the Company's shares at the time of achieving the Tranche A and Tranche B Milestones. We have assumed both are met because if the Tranche B Share Price Target is met, the Tranche A Share Price Target must also have been met. Therefore, the value of a DMC share following the achievement of the Tranche A and Tranche B Milestones and the resulting issue of the ordinary shares on conversion of the Tranche A and Tranche B Vendor Securities and Director Securities is	Fair	Fair	Fair

Tranche	Summary of basis for opinion	Conclusion		
		Director Securities	Vendor Securities	Performance Securities in aggregate
	greater than the value of a DMC share as at the Re-admission Date of $0.05.			
Tranche C	The 20-day VWAP hurdle of $0.15 represents the market value of the Company's shares at the time of achieving the Tranche A, Tranche B and Tranche C Milestones. We have assumed that all three are met because if the Tranche C Share Price Target is met, the Tranche A and Tranche B Share Price Targets must also have been met. Therefore, the value of a DMC share following the achievement of the Tranche A, Tranche B and Tranche C Milestones and the resulting issue of the ordinary shares on conversion of the Tranche A, Tranche B and Tranche C Vendor Securities and Director Securities is greater than the value of a DMC share as at the Re-admission Date of $0.05.	Fair	Fair	Fair

2.5 Reasonableness

We have considered the analysis in Section 10 of our Report by considering the advantages and disadvantages of the Performance Securities as well as by presenting alternatives that may have been available to the Company at the time of issue.

Following these considerations, it is our opinion that on balance, the advantages of issuing the Performance Securities and the achievement of meeting the attaching vesting conditions are greater to Security Holders than the disadvantages.

Accordingly, in the absence of any other relevant information, we consider that the issue of the Performance Securities is reasonable for Security Holders.

The respective advantages and disadvantages considered are summarised below:

ADVANTAGES AND DISADVANTAGES			
Section	Advantages	Section	Disadvantages
10.1	The terms of the Tranche A, Tranche B and Tranche C Director Securities and Vendor Securities are fair	10.2	Dilution of Security Holders' interests if a Milestone is met and ordinary shares issued
10.1	The Milestones are structured in such a way to align the interests of Security Holders and the holders of the Performance Securities		

ADVANTAGES AND DISADVANTAGES			
Section	Advantages	Section	Disadvantages
10.1	By issuing the Director Securities, it allows the Company to retain its key management personnel and invest a greater portion of the cash raised from the Capital Raising on its projects		
10.1	The deferred consideration (the Vendor Securities) payable upon meeting the Milestones is structured in such a way as to align the interests of the Vendors and the Security Holders		
10.1	The Vendor Securities are subject to escrow conditions which prevent an immediate trade on the ordinary shares of DMC which may have placed downward pressure on the ASX trading price of DMC shares		

Other key matters we have considered include:

Section	Description
10.3	Consequences of the Performance Securities not being issued
10.4	Consequences of the Milestones being achieved

3. Scope of the Report

3.1 Purpose of the Report

ASX Listing Rule 6.1 requires that the terms that apply to each class of equity securities must, in ASX's opinion, be appropriate and equitable. ASX GN 19 requires an expert to be commissioned to prepare an independent expert's report that complies with RG 111, and to express an opinion on whether the terms of the Performance Securities are fair and reasonable.

Relevantly, under ASX GN 19 the requirement for an independent expert report arises if:

- The entity is applying for quotation on the ASX,
- It has or proposes to have performance securities on issue at the date of its re-admission to quotation, and
- The number of ordinary shares into which those performance securities will convert in aggregate if the applicable milestone is achieved, is greater than 10% of the number of ordinary shares the entity proposes to have on issue at the re-admission date (taking into account any ordinary shares that the entity may be issuing in connection with its listing).

The Directors of DMC have engaged BDO as an independent expert as the Performance Securities the Company proposes to have on issue at the Re-admission Date is in excess of 10% of the issued capital at the Re-admission Date (see Section 4).

3.2 Regulatory guidance

Neither the Listing Rules nor the Corporations Act defines the meaning of 'fair and reasonable'. In determining whether the terms of the Performance Securities are fair and reasonable, we have had regard to the views expressed by ASIC in RG 111. This regulatory guide provides guidance as to what matters an independent expert should consider to assist security holders to make informed decisions about transactions.

One of the matters to be considered under RG 111 is whether a proposed issue constitutes a control transaction. In circumstances where a transaction is considered a control transaction, RG 111 requires the expert to consider the value inclusive of a control premium. RG 111.27 states that there may be circumstances in which an allottee will acquire 20% or more of the voting power of the securities in the company following the allotment or increase an existing holding of 20% or more, but does not obtain a practical measure of control or increase its practical control over that company. We do not consider the issue or vesting of the Performance Securities to be a control transaction.

We are also required to have regard to ASX GN 19 which states:

"in determining their opinion on fairness and reasonableness, ASX would expect the independent expert to assume that the relevant performance milestone(s) have been met, assess the impact that would have on the value of the entity compared to the situation if the relevant performance milestone(s) were not met, and then determine whether the resulting number of ordinary shares to be issued by the entity to the holder of the performance shares is fair and reasonable in the circumstances.

…

ASX would have no objection to an independent expert expressing a broader view on an issue of performance securities, for example, a statement that while the expert is not able to conclude that the issue is fair or reasonable (as applicable), they regard it as being in the interests of the entity and non-participating security holders to proceed with the issue."

3.3 Adopted basis of evaluation

RG 111 states that a transaction is fair if the value of the offer price or consideration is equal to or greater than the value of the securities subject of the offer.

In order to conduct this assessment, we are required to compare the value of a DMC share as at the Re-admission Date prior to the Company achieving the vesting conditions with the value of a DMC share following the achievement of the vesting conditions. This comparison should be made assuming a knowledgeable and willing, but not anxious buyer and a knowledgeable and willing, but not anxious seller acting at arm's length.

In addition, RG 111 states that a transaction is reasonable if it is fair. It might also be reasonable if despite being 'not fair' the expert believes that there are sufficient reasons for security holders to accept the offer in the absence of any alternate options.

Having regard to the above, BDO sought to conduct this comparison in two parts:

- A comparison between the value of a DMC share as at the Re-admission Date and the value of a DMC share following the achievement of each of the vesting conditions and the resulting issue of the ordinary shares on conversion of the Performance Securities (fairness – see Section 9 'Are the terms of the Performance Securities fair?'); and
- An investigation into other significant factors to which Security Holders might give consideration, after reference to the value derived above (reasonableness – see Section 10 'Are the terms of the Performance Securities reasonable?')

This assignment is a Valuation Engagement as defined by Accounting Professional & Ethical Standards Board professional standard APES 225 'Valuation Services' ('**APES 225**').

A Valuation Engagement is defined by APES 225 as follows:

'an Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Valuer is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Valuer at that time.'

This Valuation Engagement has been undertaken in accordance with the requirements set out in APES 225.

4. Outline of the Performance Securities

Upon completion of the Re-admission, the Company intends to issue a total of six million Director Securities to Mr Sumich in his capacity as incoming Managing Director of DMC, as well as 130 million Vendor Securities to the vendors of Veridis.

The Director Securities and Vendor Securities have the same vesting conditions attached and comprise three separate sets of VWAP and non-market performance milestones which we have categorised into Tranches A, B and C.

A breakdown of the Performance Securities, and the vesting conditions for each of the three tranches, proposed to be issued is set out below.

Tranche	Number of Securities		Vesting Condition	Expiry Date
	Director Securities	Vendor Securities		
Tranche A	2,000,000	45,000,000	The satisfaction of each of the following: a) A drill intercept on the Firawa Project which includes an average U_3O_8 grade of 400 parts per million (‘**ppm’**) (or greater) over 10 metres; and b) On the day of after satisfaction of the milestone set out in paragraph (a) above, the shares achieving a VWAP of $0.075, calculated over 20 consecutive trading days on which the shares have actually traded. Collectively known as the ‘**Tranche A Milestone’**	4 years from date of issue
Tranche B	2,000,000	45,000,000	The satisfaction of each of the following: a) the Company announcing a JORC inferred resource (or higher) on the Firawa Project of no less than 10 million tonnes at a grade greater than 4,000ppm (0.4%) total rare earth oxides (‘**TREO**’); and b) On the day of after satisfaction of the milestone set out in paragraph (a) above, the shares achieving a VWAP of $0.10, calculated over 20 consecutive trading days on which the shares have actually traded. Collectively known as the ‘**Tranche B Milestone’**	4 years from date of issue
Tranche C	2,000,000	40,000,000	The satisfaction of each of the following: a) the Company announcing a JORC inferred resource (or higher) on the Firawa Project of either:	4 years from date of issue

Tranche	Number of Securities		Vesting Condition	Expiry Date
	Director Securities	Vendor Securities		
			i) no less than 20 million tonnes at a grade greater than 4,000ppm (0.4%) TREO; or ii) no less than 45 million pounds ('**lbs**') contained U_3O_8 using a 100ppm cutoff; and b) On the day of after satisfaction of the milestone set out in paragraph (a) above, the shares achieving a VWAP of $0.15, calculated over 20 consecutive trading days on which the shares have actually traded. Collectively known as the '**Tranche C Milestone**'	

Source: Notice of Meeting

Together, the Tranche A Milestone, Tranche B Milestone and Tranche C Milestone are termed the '**Milestones**'. We note the first vesting condition of each tranche is based on a satisfaction pertaining to the Company's exploration results or mineral resource targets ('**Resource Targets**'), whilst the second vesting condition of each tranche is based on a satisfaction pertaining to the Company's share price ('**Share Price Targets**'). As to be satisfied in the aforementioned order, the Milestones are structured such that both the Resource Targets and the Share Price Targets must be achieved before the Milestones have been met.

Capital structure

The table below outlines the impact on the interests in DMC held by Security Holders prior to and following vesting of the Director Securities and Vendor Securities. We have illustrated the maximum dilution to Security Holders' interests which will result in Security Holders being diluted to a holding of 36.29% of the issued capital of DMC:

Number of Shares	Security Holders	Mr David Sumich	Vendors	Total
Issued shares as at the date of our Report	39,265,500	3,000,000	4,084,500	46,350,000
Current voting power in DMC (%)	**84.72%**	**6.47%**	**8.81%**	**100.00%**
Shares issued to Vendors	-	-	50,000,000	50,000,000
Shares issued pursuant to Capital Raising	85,000,000	5,000,000	10,000,000	100,000,000
Facilitation shares issued to CPS	-	-	8,100,000	8,100,000
Shares issued to Managing Director	-	2,000,000	-	2,000,000
Total shares following Re-admission	**124,265,500**	**10,000,000**	**72,184,500**	**206,450,000**
Voting power following Re-admission (%)	**60.19%**	**4.84%**	**34.96%**	**100.00%**
Shares issued following vesting of Director Securities	-	6,000,000	-	6,000,000
Total shares following Re-admission and vesting of Director Securities	**124,265,500**	**16,000,000**	**72,184,500**	**212,450,000**
Voting power following vesting of Director Securities (%)	**58.49%**	**7.53%**	**33.98%**	**100.00%**
Shares issued following vesting of Vendor Securities	-	-	130,000,000	130,000,000

Number of Shares	Security Holders	Mr David Sumich	Vendors	Total
Total shares following Re-admission and vesting of Director and Vendor Securities	**124,265,500**	**16,000,000**	**202,184,500**	**342,450,000**
Voting power following vesting of Director and Vendor Securities (%)	**36.29%**	**4.67%**	**59.04%**	**100.00%**

Source: BDO analysis and DMC Notice of Meeting

We have further illustrated the dilution to Security Holders' interests in the event of Oversubscription which will result in Security Holders being diluted to a holding of 38.09% of the issued capital of DMC:

Number of Shares	Security Holders	Mr David Sumich	Vendors	Total
Issued shares as at the date of our Report	39,265,500	3,000,000	4,084,500	46,350,000
Current voting power in DMC (%)	**84.72%**	**6.47%**	**8.81%**	**100.00%**
Shares issued to Vendors	-	-	50,000,000	50,000,000
Shares issued pursuant to Capital Raising (assuming Oversubscription)	95,000,000	5,000,000	10,000,000	110,000,000
Facilitation shares issued to CPS	-	-	8,100,000	8,100,000
Shares issued to Managing Director	-	2,000,000	-	2,000,000
Total shares following Re-admission	**134,265,500**	**10,000,000**	**72,184,500**	**216,450,000**
Voting power following Re-admission (%)	**62.03%**	**4.62%**	**33.35%**	**100.00%**
Shares issued following vesting of Director Securities	-	6,000,000	-	6,000,000
Total shares following Re-admission and vesting of Director Securities	**134,265,500**	**16,000,000**	**72,184,500**	**222,450,000**
Voting power following vesting of Director Securities (%)	**60.36%**	**7.19%**	**32.45%**	**100.00%**
Shares issued following vesting of Vendor Securities	-	-	130,000,000	130,000,000
Total shares following Re-admission and vesting of Director and Vendor Securities	**134,265,500**	**16,000,000**	**202,184,500**	**352,450,000**
Voting power following vesting of Director and Vendor Securities (%)	**38.09%**	**4.54%**	**57.37%**	**100.00%**

Source: BDO analysis and DMC Notice of Meeting

We note that additional shares are proposed to be issued as part of the Re-admission to the ASX. We are required to consider any proposed issue of securities in connection with the Re-admission. Details of the additional shares are outlined in the notes below.

a) Shares issued to Vendors

Subject to shareholder approval and pursuant to agreements between the following vendors and the Company, per the Company's announcement on 24 June 2024, DMC has entered into:

- A share sale agreement to acquire 100% of the issued capital of Veridis, a company incorporated in Guinea which holds two reconnaissance permits and two exploration licence applications in the Kissidougou-Mafran region of Guinea known as the Firawa REE Uranium Project ('**Firawa Project**'); and
- A share sale agreement to acquire 100% of the issued capital of Mining Development which holds one reconnaissance permit application and one exploration licence application located in the Labé district of the Republic of Guinea, West Africa ('**Labé Project**').

These are known as the '**Proposed Acquisitions**'.

Information on the Firawa Project and Labé Project are detailed in the Notice of Meeting.

The consideration payable for the Proposed Acquisitions comprise the following:

- Issue of 35,000,000 ordinary shares and the Vendor Securities to the vendors of Veridis; and
- Issue of the 15,000,000 ordinary shares to the vendors of Mining Development.

The vendors of Veridis and Mining Development are collectively known as the '**Vendors**'.

b) Shares issued pursuant to Capital Raising

Subject to shareholder approval, DMC is proposing to undertake a capital raising to issue 100 million ordinary shares in DMC at an issue price of $0.05 per share to raise $5 million before costs. We note in the event of Oversubscription the total number of shares offered will amount to 110 million which equates to a total raise of $5.5 million before costs. Furthermore, incoming Managing Director, Mr David Sumich, is to participate in the Capital Raising for up to 5,000,000 ordinary shares, including oversubscriptions, pending shareholder approval.

c) Facilitation shares issued to CPS

Subject to shareholder approval, DMC will issue 8,100,000 ordinary shares to its lead manager of the Capital Raising, CPS, for the provision of transaction introduction and facilitation services.

d) Shares issued to Managing Director

Subject to shareholder approval, DMC will issue 2,000,000 ordinary shares to its incoming Managing Director, Mr. David Sumich.

Further details of the shares proposed for issue upon Re-admission to the ASX can be found in the Notice of Meeting.

5. Profile of DMC

5.1 History

DMC is an ASX listed exploration company focused on its critical metals projects based in Western Australia. Primarily prospective for nickel, copper and gold, DMC's flagship projects are the Ravensthorpe Nickel Project and the Fraser Range Project which are both located on the border of the Yilgarn Craton of Western Australia ('**WA**'). In addition, the Company has recently begun nickel and lithium exploration activities at the Talon Ridge Project.

DMC was incorporated in March 2021 and gained admission to the ASX in December 2021. DMC is headquartered in Perth, Australia.

The current board of directors of DMC are:

- Mr David Sumich – Executive Chairman;
- Mr Bruce Franzen – Non-Executive Director; and
- Mr Andrew Dawes – Non-Executive Director.

We note the securities of DMC have been suspended from quotation since 23 January 2024, at the request of the Company and pending the release of an announcement in relation to the proposed re-compliance transaction under Listing Rule 11.1. Listing Rule 11.1 pertains to a significant change in an entity's activities, which is the basis for DMC's Re-admission and makes up Resolution 1 of the Notice of Meeting.

5.2 Projects

We have presented below an overview of DMC's critical metals projects prior to the Re-admission, although we note that DMC intends to relinquish the tenements that make up the Fraser Range Projects which include the Talon Ridge Project as described below. We further note that following the Re-admission, DMC will change the focus of its operations to the exploration and development of the Firawa Project and Labé Project.

Further details of the Firawa and Labé Projects are detailed in the Notice of Meeting.

Ravensthorpe Nickel Project (Ni)

The Ravensthorpe Nickel Project comprises one granted mining exploration licence and one application for a mining exploration licence and is located within the Esperance region of WA. The project has a strike length of approximately 15 kilometres ('**km**') which hosts target rocks prospective for nickel sulphide deposits. Neighbouring infrastructure includes well-serviced roads, power and other necessary mining infrastructure. Historical exploration efforts have since led to the identification of two targets, known as RAV 9 and RAV 11, which are respectively located on freehold farming ground and Crown Land.

Following a submission of a Programme of Works, the Department of Energy, Mines, Industry Regulation and Safety ('**DMIRS**') had requested a flora and fauna assessment over the RAV 11 area which was completed by DMC in the final quarter of 2023. Currently, DMC has an owner/operator access agreement and heritage agreement in place to facilitate completion of the planned drilling at the targets, subject to final approvals.

Fraser Range Projects (Ni-Co-Cu-PGEs)

The Fraser Range Projects comprises ten granted exploration licences and four exploration licence applications which collectively cover an area of approximately 1,200 square kilometres ('**km^2**'). Notably, the Fraser Range Project neighbours the First Quantum Minerals' open-pit nickel mine and the RAV8 sulphide nickel mine.

Talon Ridge Project (Ni-Li)

Within the Fraser Range Projects lies the Talon Ridge Project which comprise of two granted exploration licences and three exploration licence applications. The Talon Ridge Project is prospective for lithium for which DMC has directed exploration efforts, with a particular focus on a 27.5km anomalous lithium zone, since September 2023.

Notably, an expansion of the Talon Ridge Project which focuses on nickel is currently under application and is known as the Talon Ridge Nickel Project. Under exploration licence applications, the Talon Ridge Nickel Project encompasses two nickel sulphide prospects, namely Red Knight and T34, which cover an approximate area of 155km^2. Access to the Talon Ridge Project is via 14km of unsealed tracks off the Trans Access Road.

5.3 Capital structure

The share structure of DMC as at 24 June 2024 is outlined below:

	Number
Total ordinary shares on issue	46,350,000
Top 20 shareholders	26,925,029
Top 20 shareholders - % of shares on issue	58.09%

Source: DMC's share registry data

The range of shares held in DMC as at 24 June 2024 is as follows:

Range of Shares Held	No. of Ordinary Shareholders	No. of Ordinary Shares	Percentage of Issued Shares (%)
1 - 1,000	11	1,057	0.00%
1,001 - 5,000	35	131,913	0.28%
5,001 - 10,000	85	794,800	1.71%
10,001 - 100,000	254	10,888,016	23.49%
100,001 - and over	72	34,534,214	74.51%
TOTAL	**457**	**46,350,000**	**100.00%**

Source: DMC's share registry data

The ordinary shares held by the most significant shareholders as at 24 June 2024 are detailed below:

Name	No. of Ordinary Shares	Percentage of Issued Shares (%)
Cityscape Asset Pty Ltd <Cityscape Family A/C>	3,560,000	7.68%
Colin Kenneth Locke	3,330,000	7.18%
Mr William John Andrew Witham & Ms Katherine Darian Witham Jensen <Acorn Family A/C>	3,100,000	6.69%
Tirol Investments Pty Ltd	2,250,000	4.85%
Subtotal	**12,240,000**	**26.41%**
Others	34,110,000	73.59%
Total ordinary shares on Issue	**46,350,000**	**100.00%**

Source: DMC's share registry data

The options on issue in DMC as at 24 June 2024 are outlined below:

Description	No. of Options	Exercise price ($)	Expiry Date
Listed options	25,575,000	$0.20	30-Apr-26
Unlisted options	1,000,000	$0.30	13-Dec-24
Total number of options	**26,575,000**		
Cash raised if options are exercised	**$5,415,000**		

Source: DMC's share registry data

6. Economic analysis

DMC is exposed to the risks and opportunities of the Australian market through their listings on the ASX and operations within Australia. In addition, as part of the Re-admission, DMC is to acquire the Firawa Project and Labé Project which are both located within Guinea. As such, we have presented an economic analysis of Australia and Guinea.

6.1 Australia

At the June 2024 Monetary Policy Decision meeting, the Reserve Bank of Australia (‘**RBA**’) left the cash rate target unchanged at 4.35%. Prior to the June meeting, the Board of the RBA (‘**the RBA Board**’) has held interest rates steady since a 25-basis point increase made in November 2023. This is aimed at returning inflation to the RBA’s target of 2-3% within a reasonable timeframe and facilitating ongoing moderate growth in employment. Following its peak in December 2022 at 7.8%, inflation has fallen substantially as higher interest rates have helped to bring aggregate demand and supply closer to balance. However, recent data shows a slower pace of decline, with inflation still above the midpoint of the target range. Over the year to April 2024, the monthly consumer price index (‘**CPI**’) indicator rose by 3.6% in headline terms, and by 4.1% excluding volatile items and holiday travel, which was similar to its pace in December 2023.

The central forecast published by the RBA in May 2024 predicted inflation would return to the target range in the second half of 2025, and to the midpoint in 2026. However, since then, there have been indications that economic activity is weakening, including slow Gross Domestic Product (‘**GDP**’) growth, a rise in the unemployment rate, and slower-than-expected wage growth.

Recently, the combination of heightened interest rates and cost-of-living pressures has led to a substantial deceleration in household spending. Additionally, dwelling investments have demonstrated weakness due to continuous increases in housing prices nationwide. However, real disposable incomes have recently stabilised and are expected to grow later in 2024, aided by lower inflation and tax cuts.

Since the beginning of 2024, equity prices in Australia have reached a record high, similarly experienced in the advanced economies of the United States and Japan, due to recent declines in bond yields. The rise in equity prices likely indicates growing market confidence in the potential for inflation to align with central bank targets, with minimal adverse impact on future earnings.

Among other major economies around the world, the rebound from the COVID-19 pandemic waned throughout 2022 which contributed to a significant slowdown in the global economy. In Australia, as in many advanced economies, high inflation and energy prices have weighed on demand. For 2024, it is anticipated that GDP growth in Australia’s key trading partners will remain substantially below historical norms. In China, growth is expected to slow over the next two years as the post-pandemic rebound in services consumption fades and the property sector remains weak.

Labour market conditions are gradually easing, although remain tight. In March 2024, the unemployment rate stood at 3.8%. With economic growth forecast below trend, employment is predicted to expand at a slower pace than the labour force, leading to a gradual rise in the unemployment rate to around 4.40% by June 2025. Additionally, wage growth has also increased over the past year, but has peaked with indications it will moderate over the year ahead.

Outlook

The economic outlook remains uncertain, and according to the RBA Board, recent data indicates that the process of returning inflation to target is unlikely to be smooth. To date, medium-term inflation expectations have been consistent with the inflation target and the RBA Board emphasised the importance of this remaining the case. Inflation is easing but at a slower pace than previously expected and remains high. Returning inflation to target within a reasonable timeframe remains the RBA Board's highest priority, however, they expect it will take some time. Services price inflation remains high, as observed overseas. However, it is expected to gradually decline as domestic inflationary pressures moderate and growth in labour and non-labour costs ease.

Conditions in the labour market are expected to further ease to align broadly with full employment conditions that can be sustained over time without contributing to inflationary pressures in the coming years. Nominal wage growth is expected to remain strong in the near term and then gradually decline in line with labour market easing.

Economic growth in Australia is forecast to remain subdued as earlier interest rate hikes and inflation continue to weigh on consumption. Growth is expected to gradually increase from late 2024 as inflation declines and household income pressure eases. However, the full impact of policy tightening on household consumption is uncertain. The squeeze on household finances could result in prolonged subdued household consumption, which may put more downward pressure on labour demand and wages and see an earlier return to the inflation target than forecast. This could also occur if economic growth among Australia's trading partners is slower than anticipated. However, there remains a high level of uncertainty around the Chinese economic outlook and the implications of the conflicts in Ukraine and the Middle East, which may have implications for supply chains.

Source: www.rba.gov.au Statement by the Reserve Bank Board: Monetary Policy Decision dated 18 June 2024 and prior periods, www.rba.gov.au Statement on Monetary Policy May 2024 and prior periods, and BDO analysis

6.2 Guinea

Overview

Since gaining independence from France in 1958, Guinea's economic development has been hindered by ongoing political instability. On 13 March 2024, a new government was established following the appointment of a third Prime Minister, Bah Oury, since the 2021 Guinean coup d'état. The Guinean coup d'état had involved the President, Alpha Condé, who was captured by the country's armed forces amid gunfire in the capital, Conakry. Subsequently, special forces commander Mamady Doumbouya released a broadcast on state television announcing the dissolution of the constitution and government. Since 1 October 2021, Mamady Doumbouya has served as the interim President of Guinea.

The formation of a new government comes after the Economic Community of West African States' ('**ECOWAS**') decision in February to lift economic sanctions imposed on Guinea and engage in technical and consultative discussions with the transition authorities. Accordingly, the Prime Minister, Bah Oury, has indicated a delay from the transition timetable initially agreed with ECOWAS, forecasting a return to constitutional order by at least 2025 instead of December 2024. As stated by the President, a referendum on the new constitution is to be held in December 2024.

Although considered a poor country with a population of close to 14 million people, Guinea possesses the world's largest reserves of bauxite, the largest untapped high-grade iron ore reserves, as well as gold and diamonds. This has attracted foreign investment into the Guinean economy, which has spurred an increase in economic growth over recent years.

Domestic Growth

Economic growth stood at 4.7% in 2022, before increasing to 7.1% in 2023. Growth was attributed to strong mining sector performance, demonstrating the country's resilience to sociopolitical issues, lingering effects of COVID-19 and Russia-Ukraine conflict. In particular, bauxite production increased by 22% and gold exports increased by 10% over this period. According to The World Bank, the Simandou mining operation, for which first production is anticipated for 2025, is expected to almost triple Guinea's GDP in the medium term.

Following an explosion at Guinea's main fuel depot in the capital, Conakry, which resulted in the death of 24 people and left hundreds injured, growth in the non-mining sectors of the economy was constrained. Specifically, these non-mining sectors comprise services (trade and transport) and agriculture and fishing.

Foreign direct investment into mining, hydropower and agriculture are the key determinants in driving overall economic growth, however, growth was also bolstered by reforms aimed at improving the business climate, access to electricity and investment in the agrifood sector. Exports increased by an estimated 11.3% in 2023 whilst imports increased by 18.2%. Almost all of the Guinean exports are mining products, comprising mainly of bauxite ores which are sent to China for processing.

Inflation and Employment

Inflation peaked at 34.5% in 2006 and spiked again in 2011 at 21.4%. Since 2021, inflation in Guinea has steadily decreased from 12.6% to 9.3% in 2023, supported by stable transport costs and prudent fiscal and monetary policy. Despite this, food price inflation is estimated to have increased from 13.9% in 2022 to 16.2% in 2023. As a consequence, the World Bank's US$2.15 international poverty rate (the international poverty line, currently set at $2.15 per person per day, which is the threshold which determines whether someone is living in poverty) remained at 10.5% in 2023 which was in line with 2022.

According to the World Bank, unemployment in Guinea has decreased to 5.4% in 2023 since its peak of 6.1% in 2020. The agricultural sector continues to be the main source of employment, providing income for majority of rural households and employment for the workforce.

Risks

The main risk that the Guinean economy currently faces is towards political transition uncertainties in anticipation of the 2025 elections, which could slow the momentum of structural reforms and weaken policy discipline, and in turn, undermine medium-term growth. Other factors such as corruption in the government and mining sectors may also continue to impede potential growth.

The risk of debt distress remains moderate although a decrease in public debt was observed from 36.7% of GDP in 2022 to 35.5% of GDP in 2023.

As economic growth becomes more dependent on the mining of bauxite and iron ore, the risks facing the mining sector will have significant impacts on the Guinean economy.

Mining Regulation in Guinea

The Guinean Mining Code of 2011 sets out the regulatory requirements for international miners operating in Guinea. Amendments to the code in 2013 saw mining profit taxes reduced from 35% to 30%, and the tax on bauxite reduced from 0.55% to 0.15% of the international price of aluminium. However, mining companies are now also obligated to pay taxes on extraction and exports, and face fines of up to five times the original amount for any non-compliance with the mining code.

The 2013 amendment also lowered the minimum investment threshold required for licensing as a mining operator from US$1 billion to US$500 million for projects involving precious stones, metallic substances and rare earths. However, bauxite mining has remained an exception, retaining the US$1 billion threshold.

The Mining Code also contains a clause entitling the Guinean Government to a free 15% stake in mining projects, with the option to purchase an additional 20% stake.

Subsequently, in March 2022, the Guinean Government further notified all mining companies of its intent to exercise its right to transport 50% of mining production by maritime transport as granted by the Mining Code. Although this has not yet commenced, the Guinean Government intends in the long term to participate in the maritime transport of minerals to acquire greater control over the value chain of mining exports and generate greater revenue in this sector.

Outlook

Real GDP is projected to slow to around 4.9% in 2024, underpinned by recovery in the non-mining sectors which were impacted by the fuel depot explosion in December 2023. Thereafter, real GDP is anticipated to accelerate to 6.3% on average in 2025 to 2026 (which exclude the Simandou mine exports anticipated by the close of 2026), driven by forecast expansion in mining production and increases in household consumption. With the development of the Simandou mine, Guinea will be able to rely on growing foreign direct investment in infrastructure, which include the construction of a 670km railway and a mineral port. Hydropower is also expected to boost growth, with the development of the Morisanako Hydro Power Plant, a 100 megawatt power plant which is expected to be commission in 2025, which will allow the sharing of renewable energy from Côte d'Ivoire with hydro power from Guinea.

The sustained growth in mining and hydropower in Guinea has raised concerns of the potential negative impact on biodiversity and environment. The Guinean government will be required to ensure that legislation around sustainability and ethics will be able to support the growth in these sectors.

Source: World Bank, The World Factbook, African Development Bank Group, Guinean Country Mining Guide, 2024.

7. Industry analysis

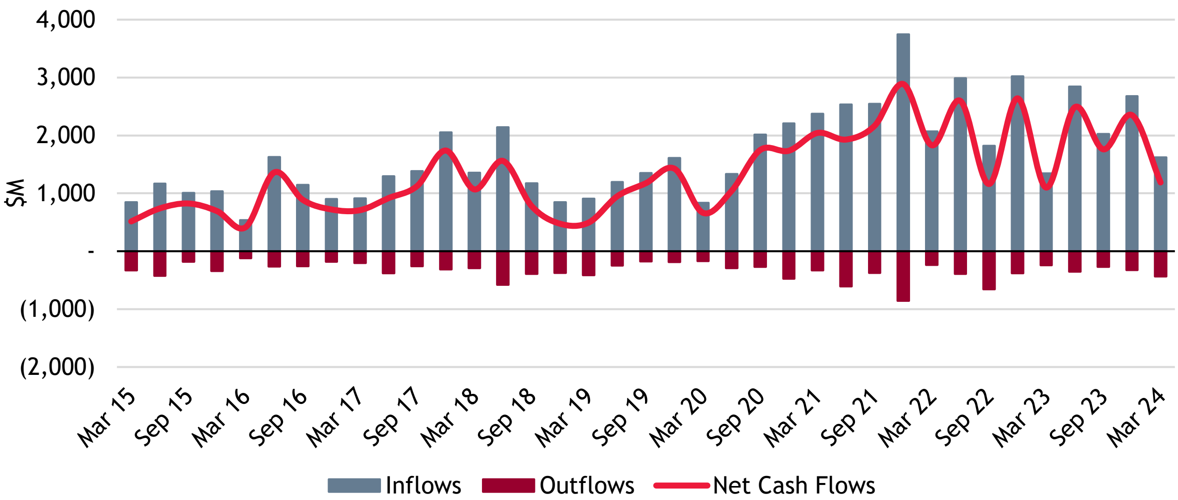
DMC is a critical metals exploration company listed on the ASX. As such, we have presented an overview of the exploration sector on the ASX to the extent that it may relate to our assessment.

7.1 Exploration sector

BDO reports on the financial health and cash positions of ASX-listed exploration companies based on the quarterly Appendix 5B reports lodged with the ASX. ASX-listed mining and oil and gas exploration companies are required to lodge an Appendix 5B report each quarter, outlining the company's cash flows, their financing facilities available and management's expectation of future funding requirements. BDO's report for the March quarter of 2024 suggests a slowdown in activity by explorers during a period of market stabilisation. However, despite lingering economic uncertainties, explorers were supported by strong commodity prices, particularly in the uranium sector, and the continued high demand for minerals essential to the global energy transition.

In the March 2024 quarter, financing cash inflows fell to $1.62 billion, representing a 39% decrease to the $2.68 billion of funds raised in the previous quarter. In addition, financing inflows averaged $2.08 million per company, which is 29% lower than the two-year average of $2.92 million (since March 2022). The decrease in financing inflows, coupled with a 34% increase in financing cash outflows, resulted in a 49% decrease in net financing cash flows from the December 2023 quarter. While we acknowledge the influence of seasonality on this trend, with the March quarter often being a quiet period for capital raises, interest rate increases and elevated inflation has contributed to a softening in capital markets, resulting in reduced funding availability, particularly for smaller explorers.

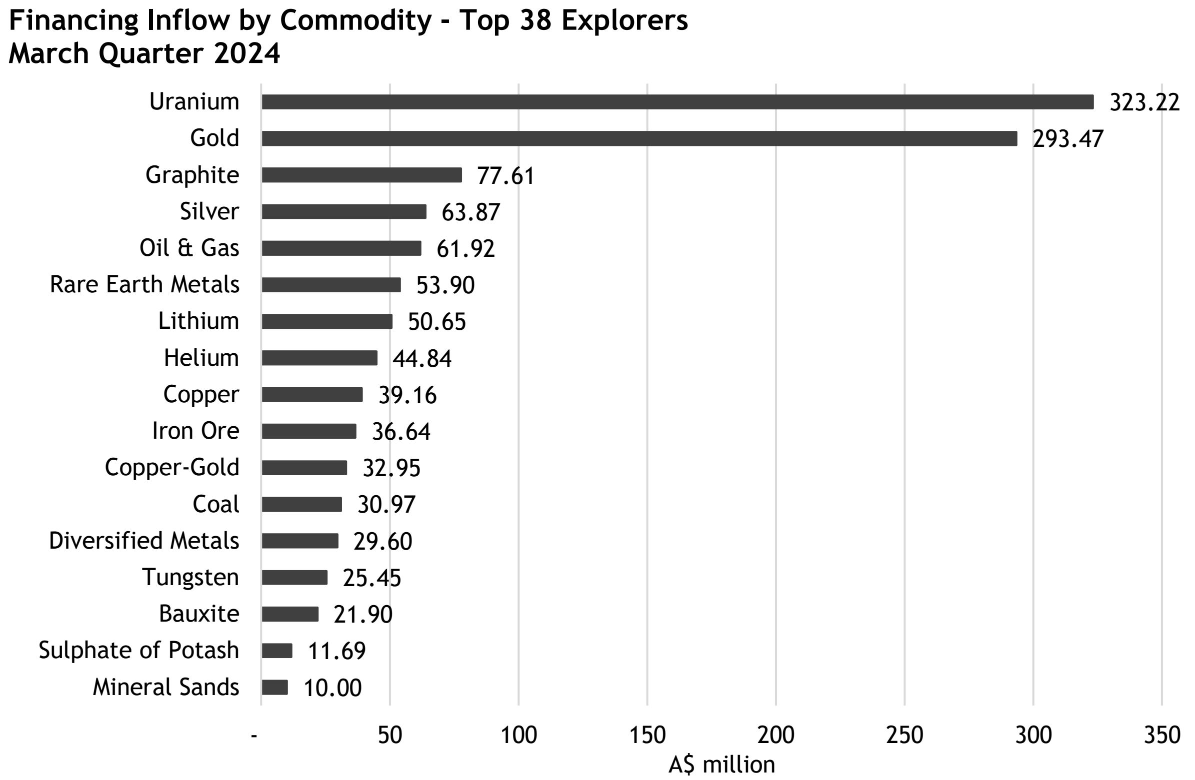
ASX Explorers' Financing Cash Flows ($M)



The number of companies which raised capital exceeding $10 million (which we have termed **'Fund Finders'**) reduced in the March 2024 quarter with 38 companies raising $1.21 billion compared to the 43 companies raising $2.01 billion in the December 2023 quarter. On average, the Fund Finders of the March 2024 quarter raised $31.8 million each and contributed to 74% of the total financing inflows in the March 2024 quarter.

Uranium explorers raised the most funds over the March 2024 quarter, with seven uranium companies accounting for 27% of funds raised during the quarter, raising a total of $323.22 million. This marked a 50% increase from the previous quarter, which featured only two uranium companies. Uranium prices have doubled over the past twelve-month period, hitting a 16-year high of US$106 per pound early in the quarter. The key factors driving this price shift were supply chain disruptions, sparked by geopolitical tensions with Russia, which is projected to hold 42% of the world's enrichment capacity by 2025, coupled with renewed interest, which indicates there are both demand and supply factors driving investment in uranium.

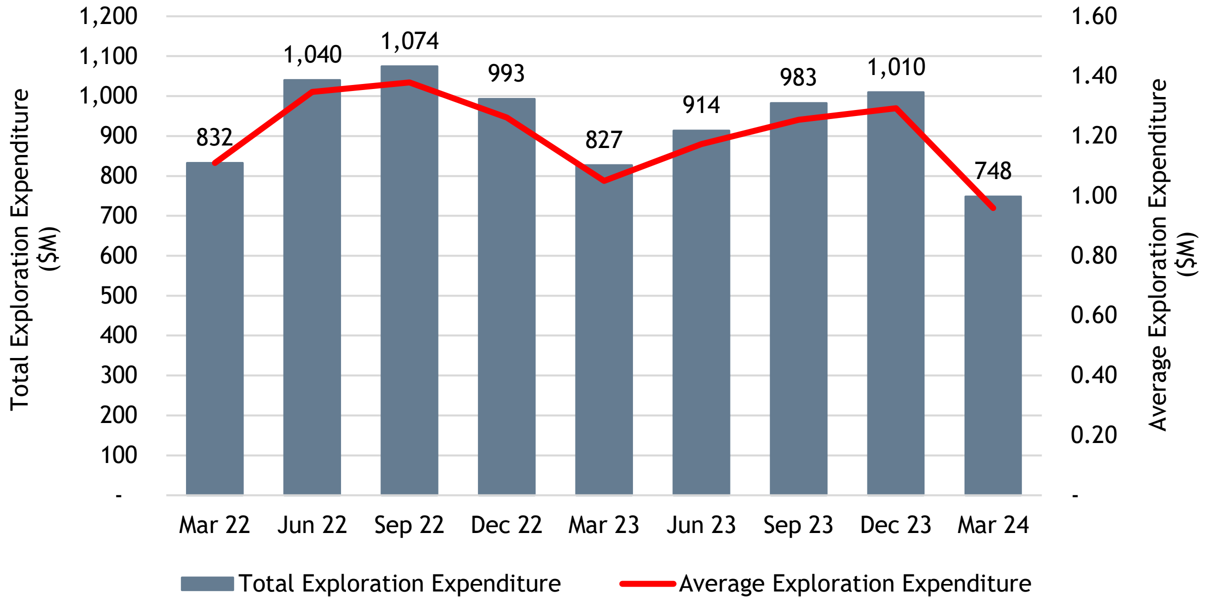
Gold, previously dominant since June 2022, was overtaken by lithium in late 2023. Despite falling behind uranium this quarter, gold remains popular, with the gold price hitting a record high of US$2,230 in March, and accounting for 24% of the $1.21 billion raised by Fund Finders. Graphite explorer Syrah highlighted graphite's importance in the advancement of battery technology during the quarter, securing the commodity a podium finish in the Fund Finder analysis. And interestingly, lithium fundraising dropped to $50.65 million in the March 2024 quarter, reflecting a 93% decrease from the previous quarter's $756.39 million.



Following a large December 2023 quarter in terms of activity, total exploration spending dropped by 26% to $748 million in the March 2024 quarter, hitting a two-year low not seen since March 2022. Additionally, the average exploration spend per company reached a new low of $0.96 million, the lowest since the average in March 2021 of $0.83 million. This decline in exploration activity was primarily driven by explorers adopting a cash preservation strategy in response to the softening capital markets and therefore the uncertainty around when explorers can next achieve a capital raise.

The top 10 exploration spends, totalling $179 million, comprised four lithium companies, three oil and gas companies, two gold companies and one copper-gold company. Typically, gold and oil and gas constitute the largest portion of the top 10 exploration spends. However, similar to the previous quarter, we have observed growth in exploration spending for lithium. Notably, lithium players such as Galan Lithium Limited (who recorded the second largest exploration spend of $25 million), Ioneer Limited, Latin Resources Limited and Delta Lithium Limited have collectively spent $62 million on exploration during the March 2024 quarter.

Total Exploration Expenditure - Last Two Years ($M)



The results from the March 2024 quarter show that despite the noticeable industry wide slowdown due to deteriorating global macroeconomic conditions and softening capital markets, the sector remained resilient, supported by strong commodity prices and sustained demand for minerals critical to the clean energy transition. Uranium has emerged as the top Fund Finder of the quarter for the first time since our analysis began in 2014, with funds raised by uranium explorers increasing by 50% on the December 2023 quarter.

Source: BDO Explorer Quarterly Cash Update: March 2024 and prior releases.

8. Valuation approach adopted

As detailed in Sections 2 and 3 of our Report, in assessing whether the terms of each of the Performance Securities are fair and reasonable to Security Holders, we have assessed the value of a DMC share as at the Re-admission Date (prior to vesting) and compared it to the value of a DMC share following the achievement of the Milestones and the resultant issue of ordinary shares on conversion of the Performance Securities. A summary of common valuation methodologies is outlined in Appendix 2.

We have conducted this assessment individually for each of the Vendor Securities and Director Securities, on the basis that we are issuing two separate opinions. However, we have also presented our analysis on a collective basis as the Vendor Securities and Director Securities are issued on the same Milestones, and therefore, will exhibit the same vesting outcomes, all other things remaining equal.

8.1 Value of a DMC share as at the Re-admission Date

In our assessment of the value of a DMC share at the Re-admission Date, we have chosen to employ a market based assessment as our valuation methodology. The market approach involves determining the value of a DMC share by considering recent or prospective market sales and precedent transactions involving the sale of the Company's shares, commonly in the form of a placement or other capital raising.

A key factor in determining the appropriateness of using this methodology is whether the acquirer of the shares is an unrelated third party and whether the level of interest subscribed for in the company's equity is substantial enough to reflect the underlying value of the company. These factors need to fulfil the definition of an arm's length transaction between a willing buyer and willing seller for the shares in that company.

We consider the market based assessment to be an appropriate valuation methodology, due to the Capital Raising in connection with the Re-admission comprising an issue of between 100 and 110 million shares in the Company at an issue price of $0.05 each to raise up to $5.0 million and $5.5 million (before costs), respectively. Immediately following the completion of the Re-admission, DMC will have between 206,450,000 and 216,450,000 shares on issue.

We consider that the offer of DMC's shares under the Capital Raising will represent an arm's length transaction between a large number of willing buyers and a willing seller, in which the price subscribed for under the offer is a strong indicator of market value. On an undiluted basis, the number of shares subscribed for under the Capital Raising (including the Oversubscription) equates to an interest of up to approximately 237.3% (or 2.37 times greater than the Company's issued capital at the Re-admission date), which we consider to be substantial enough for it to reflect the Company's fair value. Therefore, we have determined that the Offer Price of $0.05 per share is the best indicator of the fair value of a DMC share upon quotation on the ASX.

We note we did not consider the quoted price of DMC shares prior to the Company's suspension on 23 January 2024 as an appropriate indicator of the value of a DMC share as at the Re-admission Date due to the following reasons:

- significant time has lapsed since the suspension of trading in January 2024, reducing the reliability of the quoted price of DMC shares prior to suspension;
- at the time DMC shares were suspended from quotation, the market was uninformed of the Proposed Acquisitions, which we consider may have had a significant impact on the fair value of DMC shares; and

- the Company's shares prior to suspension exhibited a low level of liquidity, on the basis that less than 1% of securities have been traded weekly on average, with 0.02% of DMC's issued capital as at 22 January 2024 being traded over a twelve-month period.

Notwithstanding this, we note the Company's share price on the ASX, prior to entering its trading suspension on 23 January 2024, was $0.058, which is broadly similar to the value of a DMC share as at the Re-admission Date of $0.050, as detailed in Section 9.

8.2 Value of a DMC share following the achievement of the Milestones

As detailed in Section 4, the Performance Securities vest subject to the achievement of pre-determined Milestones.

ASX GN 19 states:

"*in determining their opinion on fairness and reasonableness, ASX would expect the independent expert to assume that the relevant performance milestone(s) have been met, assess the impact that would have on the value of the entity compared to the situation if the relevant performance milestone(s) were not met, and then determine whether the resulting number of ordinary shares to be issued by the entity to the holder of the performance shares is fair and reasonable in the circumstances.*"

Under RG 111.91, an expert's opinion should be based on reasonable grounds, with the grounds being set out in the report. Similarly, RG 111.112 states that an expert should not include forward-looking information unless there are reasonable grounds for the forward-looking information.

We note that RG 170 ordinarily relates to prospective financial information, however RG 111.114 states that RG 170 provides useful guidance for the inclusion of forward-looking information that does not fall within the definition of 'prospective financial information'. RG 170.17 states that the making of a forward-looking statement must have reasonable grounds, or it will be taken to be misleading.

In order to compare the value of DMC prior to and after meeting the Milestones, we must consider whether there are reasonable grounds to make forward-looking assumptions underpinning the future value of the Company. If there are sufficient reasonable grounds to do so, an assessment as to how the change in value of DMC compares to the value of the Company's shares as at the Re-admission Date can be undertaken and hence an assessment of fairness can be derived. However, if there are insufficient reasonable grounds to make forward-looking assumptions on value, we are unable to express an opinion on value and therefore, by default, each of the Performance Securities would be considered to be not fair.

Assessment of the achievement of Milestones

We note each tranche of the Performance Securities have a market based vesting condition, namely the Share Price Targets, and non-market based vesting conditions attached, namely the Resource Targets.

We have first considered our ability to assess the non-market based terms of the Performance Securities and have determined that we have insufficient reasonable grounds, in accordance with RG 170, to quantify any uplift in value to DMC on achievement of such Resource Targets. We note that while the achievement of the Resource Targets would likely result in value accretion, we are unable to quantify the extent of the value uplift, nor the timing of achieving it (should it be achieved).

Given that there are currently insufficient reasonable grounds on which to assess the quantum of the value uplift associated with achieving the Resource targets, we have not performed our assessment of the value of a DMC Share following the achievement of Milestones based on the Resource Targets.

However, we are able to form an assessment of the value of a DMC share based on the Share Price Targets, and due to the Performance Securities vesting based on the achievement of both the Share Price Targets and Resource Targets, we consider this a reasonable approach in making our fairness assessment.

Valuation approach used in assessing the value of a DMC share assuming that the Tranche A, Tranche B and Tranche C Performance Securities vest

The Tranche A, Tranche B and Tranche C Performance Securities vest subject to the achievement of Share Price Targets (20-day VWAP hurdle) specified for each respective tranche. The detailed terms of the Performance Securities can be found in Section 4 of our Report, as well as the Capital Raising.

In assessing the value of a DMC share following the achievement of the aforementioned VWAP hurdles, we assume the following:

- The 20-day VWAP represents the market value of the Company's shares at the time of meeting the Milestone. This market value of the Company's shares is then used to determine the implied market capitalisation at that point in time;
- The number of shares on issue following the achievement of the Milestones is increased to reflect that the Performance Securities are immediately converted to ordinary shares; and
- All other things remain equal.

We note that our approach takes into consideration whether the quantum of the Performance Securities being issued is appropriate, particularly for the issue of Director Securities to Mr David Sumich, which forms a component of his remuneration. This is on the basis that our approach assesses whether the dilutive impact from the issue of shares arising from the vesting of Performance Securities (when the vesting conditions are met), results in the value of a DMC share being lower than its value at the Re-admission Date, and hence whether Security Holders are worse off. In other words, if the Company issues a certain number of Director Securities, which if vested, results in the value of DMC shares being lower than their value at the Re-admission Date, our assessment would deem the quantum of Director Securities issued to be not fair.

We have also considered whether the achievement of the vesting conditions will result in the current DMC options on issue (**'Options'**) being in-the-money and whether a notional exercise of options should be considered.

Based on the terms of the Options in Section 5.3 of our Report, we note the Options will be out-of-the-money should the Share Price Targets be achieved. We note that even if the current options were to be in-the-money, the exercise of the current options would not alter our conclusion. We would not have adjusted for the exercise of these options because our Report is required to assess the terms of the Performance Securities, and we consider our analysis to be more meaningful to Security Holders if the Performance Securities are considered in isolation.

9. Are the terms of the Performance Securities fair?

Having regard to the guidance set out ASX GN 19, RG 111 and RG 170, our opinion in relation to whether the proposed terms of the Performance Securities are fair to Security Holders is set out below.

In arriving at our opinion on whether the proposed terms of each of the Performance Securities are fair, we have assessed the value of a DMC share as at the Re-admission Date and compared it to the value of a DMC share following the achievement of each tranche's respective Share Price Targets. We have performed an individual assessment of the Director Securities and Vendor Securities, in addition to an aggregate assessment of the Performance Securities as a whole.

As detailed in Section 8, we consider the value of a DMC share as at the Re-admission Date to be $0.05, being the Offer Price as part of the Capital Raising.

Performance Securities (Tranche A, Tranche B and Tranche C)

As outlined in Section 8, the vesting of the Performance Securities is dependent on an uplift in the value of the Company, implied by an increase in the 20-day VWAP of the Company's shares. In assessing the value of a DMC share following achievement of the 20-day VWAP hurdle attached to each tranche of the Performance Securities, we have assumed the following:

- The 20-day VWAP represents the market value of the Company's shares at the time of meeting the Milestones. This market value of the Company's shares is then used to determine the implied market capitalisation at that point in time;
- The trading price of DMC share on the ASX will be in the knowledge of the vesting conditions attached to the Performance Securities;
- The number of shares on issue following the achievement of the Milestones is increased to reflect that the Performance Securities are immediately converted to ordinary shares; and
- All other things remain equal.

9.1 Director Securities

We have presented our fairness conclusions for Tranche A, Tranche B and Tranche C of the Director Securities in the table below.

	Note	Tranche A	Tranche B	Tranche C
Value of DMC at Re-admission				
Shares on issue at Re-admission prior to Capital Raising		46,350,000	46,350,000	46,350,000
Shares issued pursuant to Capital Raising		100,000,000	100,000,000	100,000,000
Facilitation shares issued to CPS		8,100,000	8,100,000	8,100,000
Shares issued to Vendors		50,000,000	50,000,000	50,000,000
Shares issued to Managing Director		2,000,000	2,000,000	2,000,000
Shares on issue at Re-admission		**206,450,000**	**206,450,000**	**206,450,000**
Offer Price (a)		$0.050	$0.050	$0.050
Market capitalisation of DMC at Re-admission		**$10,322,500**	**$10,322,500**	**$10,322,500**
Shares on issue at Re-admission		206,450,000	206,450,000	206,450,000
Shares on issue upon conversion of preceding tranche(s)	1	-	2,000,000	4,000,000
20-day VWAP	2	$0.075	$0.100	$0.150
Market capitalisation of DMC on achievement of hurdle (b)		**$15,483,750**	**$20,845,000**	**$31,567,500**
Value of DMC following vesting of the Performance Securities				
Shares to be issued upon conversion of Tranche A		2,000,000	n/a	n/a
Shares to be issued upon conversion of Tranche B		n/a	2,000,000	n/a
Shares to be issued upon conversion of Tranche C		n/a	n/a	2,000,000
Shares on issue following vesting (c)		**208,450,000**	**210,450,000**	**212,450,000**
Value per share following vesting (d) = (b)/(c)		**0.074**	**0.099**	**0.149**
Offer Price (a)		$0.050	$0.050	$0.050
Value accretive? (d) > (a)		Yes	Yes	Yes
Conclusion		Fair	Fair	Fair

Source: BDO analysis

We have further presented our fairness conclusions for Tranche A, Tranche B and Tranche C of the Director Securities in the event the Oversubscription is achieved, in the table below.

	Note	Tranche A	Tranche B	Tranche C
Value of DMC at Re-admission				
Shares on issue at Re-admission prior to Capital Raising		46,350,000	46,350,000	46,350,000
Shares issued pursuant to Capital Raising assuming Oversubscription		110,000,000	110,000,000	110,000,000
Facilitation shares issued to CPS		8,100,000	8,100,000	8,100,000
Shares issued to Vendors		50,000,000	50,000,000	50,000,000
Shares issued to Managing Director		2,000,000	2,000,000	2,000,000
Shares on issue at Re-admission		**216,450,000**	**216,450,000**	**216,450,000**
Offer Price (a)		$0.050	$0.050	$0.050

	Note	Tranche A	Tranche B	Tranche C
Market capitalisation of DMC at Re-admission		**$10,822,500**	**$10,822,500**	**$10,822,500**
Shares on issue at Re-admission		216,450,000	216,450,000	216,450,000
Shares on issue upon conversion of preceding tranche(s)	1	-	2,000,000	4,000,000
20-day VWAP	2	$0.075	$0.100	$0.150
Market capitalisation of DMC on achievement of hurdle (b)		**$16,233,750**	**$21,845,000**	**$33,067,500**
Value of DMC following vesting of the Performance Securities				
Shares to be issued upon conversion of Tranche A		2,000,000	n/a	n/a
Shares to be issued upon conversion of Tranche B		n/a	2,000,000	n/a
Shares to be issued upon conversion of Tranche C		n/a	n/a	2,000,000
Shares on issue following vesting (c)		**218,450,000**	**220,450,000**	**222,450,000**
Value per share following vesting (d) = (b)/(c)		**0.074**	**0.099**	**0.149**
Offer Price (a)		$0.050	$0.050	$0.050
Value accretive? (d) > (a)		Yes	Yes	Yes
Conclusion		Fair	Fair	Fair

Source: BDO analysis

Note 1) Shares on issue upon conversion of preceding tranche(s)

In our assessment of the value of a DMC share assuming that the Tranche B and Tranche C Director Securities vest, we have assumed that the tranche(s) with a lower Share Price Target (20-day VWAP hurdle) have been met. For example, in our assessment of Tranche C, we have assumed the Share Price Targets of Tranche A and Tranche B have already been met and therefore vested. Accordingly, in our calculation of the implied market capitalisation at that point in time, we have reflected the conversion of these tranche(s) into ordinary shares.

Shares on issue upon conversion of preceding tranche(s)	Tranche A	Tranche B	Tranche C
Shares to be issued upon conversion of Tranche A	-	2,000,000	2,000,000
Shares to be issued upon conversion of Tranche B	-	-	2,000,000
Shares to be issued upon conversion of Tranche C	-	-	-
Shares on issue upon conversion of preceding tranche(s)	**-**	**2,000,000**	**4,000,000**

Source: BDO analysis

Note 2) Assessment of the likelihood of the exercise of options

We have considered whether the Share Price Targets will result in the Options being in-the-money and whether a notional exercise of the Options should be considered for Tranche A, Tranche B and Tranche C.

Based on the terms of the Options in Section 5.3 of our Report, we note the Options will be out-of-the-money should the Share Price Targets be achieved. We note that even if the current options were to be in-the-money, the exercise of the current options would not alter our conclusion. We would not have adjusted for the exercise of these options because our Report is required to assess the terms of the Performance Securities, and we consider our analysis to be more meaningful to Security Holders if the Performance Securities are considered in isolation.

Based on the above and applying the fairness test outlined in ASX GN 19, the proposed terms of the Director Securities are fair to Security Holders, as the value of a DMC share following the achievement of the Share Price Targets is greater than the value of a DMC share at the Re-admission Date.

9.2 Vendor Securities

We have presented our fairness conclusions for Tranche A, Tranche B and Tranche C of the Vendor Securities in the table below.

	Note	Tranche A	Tranche B	Tranche C
Value of DMC at Re-admission				
Shares on issue at Re-admission prior to Capital Raising		46,350,000	46,350,000	46,350,000
Shares issued pursuant to Capital Raising		100,000,000	100,000,000	100,000,000
Facilitation shares issued to CPS		8,100,000	8,100,000	8,100,000
Shares issued to Vendors		50,000,000	50,000,000	50,000,000
Shares issued to Managing Director		2,000,000	2,000,000	2,000,000
Shares on issue at Re-admission		**206,450,000**	**206,450,000**	**206,450,000**
Offer Price (a)		$0.050	$0.050	$0.050
Market capitalisation of DMC at Re-admission		**$10,322,500**	**$10,322,500**	**$10,322,500**
Shares on issue at Re-admission		206,450,000	206,450,000	206,450,000
Shares on issue upon conversion of preceding tranche(s)	1	-	45,000,000	90,000,000
20-day VWAP	2	$0.075	$0.100	$0.150
Market capitalisation of DMC on achievement of hurdle (b)		**$15,483,750**	**$25,145,000**	**$44,467,500**
Value of DMC following vesting of the Performance Securities				
Shares to be issued upon conversion of Tranche A		45,000,000	n/a	n/a
Shares to be issued upon conversion of Tranche B		n/a	45,000,000	n/a
Shares to be issued upon conversion of Tranche C		n/a	n/a	40,000,000
Shares on issue following vesting (c)		**251,450,000**	**296,450,000**	**336,450,000**
Value per share following vesting (d) = (b)/(c)		**0.062**	**0.085**	**0.132**
Offer Price (a)		$0.050	$0.050	$0.050
Value accretive? (d) > (a)		Yes	Yes	Yes
Conclusion		Fair	Fair	Fair

Source: BDO analysis

We have further presented our fairness conclusions for Tranche A, Tranche B and Tranche C of the Vendor Securities in the event the Oversubscription is achieved, in the table below .

	Note	Tranche A	Tranche B	Tranche C
Value of DMC at Re-admission				
Shares on issue at Re-admission prior to Capital Raising		46,350,000	46,350,000	46,350,000
Shares issued pursuant to Capital Raising assuming Oversubscription		110,000,000	110,000,000	110,000,000
Facilitation shares issued to CPS		8,100,000	8,100,000	8,100,000

	Note	Tranche A	Tranche B	Tranche C
Shares issued to Vendors		50,000,000	50,000,000	50,000,000
Shares issued to Managing Director		2,000,000	2,000,000	2,000,000
Shares on issue at Re-admission		**216,450,000**	**216,450,000**	**216,450,000**
Offer Price (a)		$0.050	$0.050	$0.050
Market capitalisation of DMC at Re-admission		**$10,822,500**	**$10,822,500**	**$10,822,500**
Shares on issue at Re-admission		216,450,000	216,450,000	216,450,000
Shares on issue upon conversion of preceding tranche(s)	1	-	45,000,000	90,000,000
20-day VWAP	2	$0.075	$0.100	$0.150
Market capitalisation of DMC on achievement of hurdle (b)		**$16,233,750**	**$26,145,000**	**$45,967,500**
Value of DMC following vesting of the Performance Securities				
Shares to be issued upon conversion of Tranche A		45,000,000	n/a	n/a
Shares to be issued upon conversion of Tranche B		n/a	45,000,000	n/a
Shares to be issued upon conversion of Tranche C		n/a	n/a	40,000,000
Shares on issue following vesting (c)		**261,450,000**	**306,450,000**	**346,450,000**
Value per share following vesting (d) = (b)/(c)		**0.062**	**0.085**	**0.133**
Offer Price (a)		$0.050	$0.050	$0.050
Value accretive? (d) > (a)		Yes	Yes	Yes
Conclusion		Fair	Fair	Fair

Source: BDO analysis

Note 1) Shares on issue upon conversion of preceding tranche(s)

In our assessment of the value of a DMC share assuming that the Tranche B and Tranche C Director Securities vest, we have assumed that the tranche(s) with a lower Share Price Target (20-day VWAP hurdle) have been met. For example, in our assessment of Tranche C, we have assumed the Share Price Targets of Tranche A and Tranche B have already been met and therefore vested. Accordingly, in our calculation of the implied market capitalisation at that point in time, we have reflected the conversion of these tranche(s) into ordinary shares.

Shares on issue upon conversion of preceding tranche(s)	Tranche A	Tranche B	Tranche C
Shares to be issued upon conversion of Tranche A	-	45,000,000	45,000,000
Shares to be issued upon conversion of Tranche B	-	-	45,000,000
Shares to be issued upon conversion of Tranche C	-	-	-
Shares on issue upon conversion of preceding tranche(s)	**-**	**45,000,000**	**90,000,000**

Source: BDO analysis

Note 2) Assessment of the likelihood of the exercise of options

As detailed in Section 9.1, we have considered whether the Share Price Targets will result in the Options being in-the-money and whether a notional exercise of the Options should be considered for Tranche A, Tranche B and Tranche C. Based on the terms of the Options in Section 5.3 of our Report, we note the Options will be out-of-the-money should the Share Price Targets be achieved for each of the tranches.

Based on the above and applying the fairness test outlined in ASX GN 19, the proposed terms of the Vendor Securities are fair to Security Holders, as the value of a DMC share following the achievement of the Share Price Targets is greater than the value of a DMC share at the Re-admission Date.

9.3 Combined assessment for the Performance Securities

We have presented our fairness conclusions of Tranche A, Tranche B and Tranche C of the Performance Securities in the table below.

	Note	Tranche A	Tranche B	Tranche C
Value of DMC at Re-admission				
Shares on issue at Re-admission prior to Capital Raising		46,350,000	46,350,000	46,350,000
Shares issued pursuant to Capital Raising		100,000,000	100,000,000	100,000,000
Facilitation shares issued to CPS		8,100,000	8,100,000	8,100,000
Shares issued to Vendors		50,000,000	50,000,000	50,000,000
Shares issued to Managing Director		2,000,000	2,000,000	2,000,000
Shares on issue at Re-admission		**206,450,000**	**206,450,000**	**206,450,000**
Offer Price (a)		$0.050	$0.050	$0.050
Market capitalisation of DMC at Re-admission		**$10,322,500**	**$10,322,500**	**$10,322,500**
Shares on issue at Re-admission		206,450,000	206,450,000	206,450,000
Shares on issue upon conversion of preceding tranche(s)	1	-	47,000,000	94,000,000
20-day VWAP	2	$0.075	$0.100	$0.150
Market capitalisation of DMC on achievement of hurdle (b)		**$15,483,750**	**$25,345,000**	**$45,067,500**
Value of DMC following vesting of the Performance Securities				
Shares to be issued upon conversion of Tranche A		47,000,000	n/a	n/a
Shares to be issued upon conversion of Tranche B		n/a	47,000,000	n/a
Shares to be issued upon conversion of Tranche C		n/a	n/a	42,000,000
Shares on issue following vesting (c)		**253,450,000**	**300,450,000**	**342,450,000**
Value per share following vesting (d) = (b)/(c)		**0.061**	**0.084**	**0.132**
Offer Price (a)		$0.050	$0.050	$0.050
Value accretive? (d) > (a)		Yes	Yes	Yes
Conclusion		Fair	Fair	Fair

Source: BDO analysis

We have further presented our fairness conclusions for Tranche A, Tranche B and Tranche C of the Performance Securities in the event the Oversubscription is achieved, in the table below.

	Note	Tranche A	Tranche B	Tranche C
Value of DMC at Re-admission				
Shares on issue at Re-admission prior to Capital Raising		46,350,000	46,350,000	46,350,000
Shares issued pursuant to Capital Raising		110,000,000	110,000,000	110,000,000
Facilitation shares issued to CPS		8,100,000	8,100,000	8,100,000
Shares issued to Vendors		50,000,000	50,000,000	50,000,000

	Note	Tranche A	Tranche B	Tranche C
Shares issued to Managing Director		2,000,000	2,000,000	2,000,000
Shares on issue at Re-admission		**216,450,000**	**216,450,000**	**216,450,000**
Offer Price (a)		$ $0.050	$0.050	$0.050
Market capitalisation of DMC at Re-admission		**$ 10,822,500**	**$ 10,822,500**	**$ 10,822,500**
Shares on issue at Re-admission		216,450,000	216,450,000	216,450,000
Shares on issue upon conversion of preceding tranche(s)	1	-	47,000,000	94,000,000
20-day VWAP	2	$0.075	$0.100	$0.150
Market capitalisation of DMC on achievement of hurdle (b)		**$16,233,750**	**$26,345,000**	**$46,567,500**
Value of DMC following vesting of the Performance Securities				
Shares to be issued upon conversion of Tranche A		47,000,000	n/a	n/a
Shares to be issued upon conversion of Tranche B		n/a	47,000,000	n/a
Shares to be issued upon conversion of Tranche C		n/a	n/a	42,000,000
Shares on issue following vesting (c)		**263,450,000**	**310,450,000**	**352,450,000**
Value per share following vesting (d) = (b)/(c)		**0.062**	**0.085**	**0.132**
Offer Price (a)		$0.050	$0.050	$0.050
Value accretive? (d) > (a)		Yes	Yes	Yes
Conclusion		Fair	Fair	Fair

Source: BDO analysis

Note 1) Shares on issue upon conversion of preceding tranche(s)

In our assessment of the value of a DMC share assuming that the Tranche B and Tranche C Director Securities vest, we have assumed that the tranche(s) with a lower Share Price Target (20-day VWAP hurdle) have been met. For example, in our assessment of Tranche C, we have assumed the Share Price Targets of Tranche A and Tranche B have already been met and therefore vested. Accordingly, in our calculation of the implied market capitalisation at that point in time, we have reflected the conversion of these tranche(s) into ordinary shares.

Shares on issue upon conversion of preceding tranche(s)	Tranche A	Tranche B	Tranche C
Shares to be issued upon conversion of Tranche A	-	47,000,000	47,000,000
Shares to be issued upon conversion of Tranche B	-	-	47,000,000
Shares to be issued upon conversion of Tranche C	-	-	-
Shares on issue upon conversion of preceding tranche(s)	**-**	**47,000,000**	**94,000,000**

Source: BDO analysis

Note 2) Assessment of the likelihood of the exercise of options

As detailed in Section 9.1, we have considered whether the Share Price Targets will result in the Options being in-the-money and whether a notional exercise of the Options should be considered for Tranche A, Tranche B and Tranche C. Based on the terms of the Options in Section 5.3 of our Report, we note the Options will be out-of-the-money should the Share Price Targets be achieved for each of the tranches.

Based on the above and applying the fairness test outlined in ASX GN 19, the proposed terms of the Performance Securities are fair to Security Holders, as the value of a DMC share following the achievement of the Share Price Targets is greater than the value of a DMC share at the Re-admission Date.

10. Are the terms of the Performance Securities reasonable?

In assessing whether the issue of Performance Securities is reasonable for Security Holders, we have considered the advantages and disadvantages associated with issuing the Performance Securities, the consequences of the Performance Securities not being on issue, the consequences of the Milestones being achieved, and the position of Security Holders should the Milestones not be achieved.

Giving consideration to each of the points set out below, we consider the Performance Securities to be reasonable.

10.1 Advantage of issuing the Performance Securities

We have considered the following advantages when assessing whether the terms of the Performance Securities are reasonable.

Advantage	Description
The terms of the Tranche A, Tranche B and Tranche C Director Securities and Vendor Securities are fair	As set out in Section 9, the terms of the Tranche A, Tranche B and Tranche C Director Securities and Vendor Securities are fair. Therefore, in accordance with the principles of RG 111, if the terms of the Tranche A, Tranche B and Tranche C Director Securities and Vendor Securities are fair, they are reasonable.
The Milestones are structured in such a way to align the interests of Security Holders and the holders of the Performance Securities	Performance securities are widely considered to be a method of remuneration that aligns the interests of management with the shareholders of a company. In particular, the Performance Securities with the Share Price Targets are specifically linked to the 20-day VWAP of the Company's shares, therefore aligning the interests of the incoming Managing Director (as recipient of the Director Securities) and Vendors (as recipient of the Vendor Securities) and Security Holders. Our analysis of the Resource Targets also shows that DMC achieving the specific vesting conditions relating to the Company's exploration results and mineral resource may be value accretive, however it will depend on (a) the funding required (if any) in order to progress the Company's project to a point where it can determine a JORC inferred resource at the particular tonnage and grade specified and (b) the extent of any value uplift. Therefore, we consider the Performance Securities are structured in a way to align the interests of Security Holders and the holders of the Performance Securities.
By issuing the Director Securities, it allows the Company to retain its key management personnel and invest a greater portion of the cash raised from the Capital Raising on its projects	The Director Securities are being issued to Mr Sumich in his capacity as incoming Managing Director, as outlined in Section 4 of our Report. By remunerating the Company's key management personnel via the issue of the Director Securities, it allows the Company to retain its people which may give it a greater chance of delivering value to Security Holders. As detailed in Section 1.16 of the Notice of Meeting, the Company has allocated a total of approximately $2.96 million of the gross funds raised to expenditure on the Firawa and Labé Projects (which represents approximately 53% of the Company's total funds following the Capital Raising). If the Director Securities were not issued, it is

Advantage	Description
	likely that a greater portion of the funds raised under the Re-admission would be spent on corporate costs.
The deferred consideration (the Vendor Securities) payable upon meeting the Milestones is structured in such a way as to align the interests of the Vendors and the Security Holders	The Vendor Securities are deferred consideration in relation to the acquisition of the Firawa Project and are tied to the achievement of value accretive events, known as the Milestones. That is, part of the consideration paid for the Firawa Project is not based on an early assessment of undiscovered value. Rather, consideration will be payable upon achievement of the Milestones, specifically Resource Targets which advances the prospects of the economic viability of the Firawa Project, as well as the achievement of the Company's Share Price Targets. Further, the consideration is structured in a way which may potentially prevent the Company from overpaying for the assets. This structure ensures that the interests of the Vendors and Security Holders are aligned and allows the Company to balance the inherent speculative nature of mining exploration with its fiduciary duty to protect Security Holders against unwarranted economic dilution. Therefore, all else being equal, despite the dilution arising from the issue of the Vendor Securities, Security Holders will participate in the upside of holding shares in DMC.
The Vendor Securities are subject to escrow conditions which prevents an immediate trade on the ordinary shares of DMC which may have placed downward pressure on the value of DMC shares	We note that the Vendor Securities will be subject to escrow arrangements for up to 24 months from the date of official quotation. Therefore, if Vendor Securities were to vest, the ordinary shares cannot be immediately traded or disposed of by the Vendors on the open market, which may place downward pressure on the ASX trading price of a DMC share.

10.2 Disadvantages of issuing the Performance Securities

We have considered the following disadvantages when assessing whether the terms of the Performance Securities are reasonable.

Disadvantage	Description
Dilution of Security Holders' interests if a Milestone is met and ordinary shares issued	The impact of issuing the Performance Securities is that if the Milestones are met, Security Holders' interests in the Company will be diluted. The Security Holders' interests will represent 60.19% of the voting power of the Company's issued capital at Re-admission (excluding the Oversubscription, which represents the maximum dilution). In the event whereby all Performance Securities are converted to shares, existing Security Holders' interests will then be diluted to 36.29% (excluding the Oversubscription). As detailed in Section 9 of our Report, we note that despite the interests of Security Holders decreasing following vesting of the Performance Securities, it is likely that the value of their interest will increase.

Disadvantage	Description
	Further, we note that following the vesting of the Performance Securities, no individual holder of Performance Securities will obtain control, therefore there is no change of control implications associated with the vesting of the Performance Securities.

10.3 Consequences of the Performance Securities not being issued

Director Securities

The Director Securities are being issued to the Company's incoming Managing Director, Mr Sumich. If the Director Securities were not on issue, it is likely that the Company would remunerate Mr Sumich via alternate means. Alternatives available to the Company could be shares, options or cash, which are considered further in the table below.

Form of remuneration	Potential consequences to Security Holders
Shares	Shares would align the interests of Directors and key management personnel with Security Holders, however these would be dilutive to Security Holders' interests. Further, by issuing shares the Company does not ensure that its key people are retained for a minimum term as Directors and key management personnel would not be prohibited from leaving the business and selling their shares.
Options	Options are an effective way of aligning the interests of Directors and key management personnel with Security Holders as options only have value to the holder when at some point over the life of the option, the underlying share value exceeds the exercise price. Therefore, Directors and key management personnel are incentivised to create value for other shareholders. An added benefit of an option is that when exercised, it provides cash for the Company. However, a characteristic of an option is that it has no downside risk. Therefore, in the event that the options are significantly out-of-the-money, there is a possibility that the risk tolerance of the incoming Managing Director may not be consistent with those of Security Holders.
Cash	If additional remuneration was paid to the incoming Managing Director via fees or higher salaries, then the benefit would be that Security Holders would not be diluted. However, a cash payment means that the incoming Managing Director will not have the additional incentive to create value for Security Holders. Further, additional cash remuneration would have meant that less cash could be invested in the Company's projects, which may limit the ability of the Company to generate value for Security Holders. Alternatively, additional funds may need to be raised, which would dilute Security Holders' interests (assuming they do not participate in the additional raising).

Vendor Securities

If the Vendor Securities were not on issue, it is likely that the Company would remunerate the vendors of Veridis via alternate means. Alternatives available to the Company could be shares, options or cash, which are similarly mentioned in the table above for the Director Securities.

The contingent consideration payable to the vendors of Veridis under the Acquisition Agreement is structured in such a way as to protect Security Holders in the event the Share Price Targets or Resource Targets are not met (the Company does not identify the Firawa Project to result in or contain the specified resource tonnage and grade targets in the future), preventing the Company from overpaying for the assets. The additional consideration payable to the vendors of Veridis is contingent in nature and will only become payable in the event that the relevant Milestones are met.

We note that if the Milestones are not achieved, assuming no other share issues, Security Holders collectively will continue to hold the same interest in the Company.

10.4 Consequences of the Milestones being achieved

If the Milestones are achieved, assuming that no additional equity funding is required, then Security Holders collectively will have their interests diluted as outlined previously in Section 10.2 of this Report. However, the achievement of the Milestones are value accretive, therefore the value of Security Holders' interests will increase (all else being equal).

11. Conclusion

We have considered the terms of the Performance Securities as outlined in the body of our Report and have concluded that:

- the Director Securities are proposed to be issued on terms that are fair and reasonable to Security Holders; and
- the Vendor Securities are proposed to be issued on terms that are fair and reasonable to Security Holders.

12. Sources of information

Our report has been prepared based on the following information:

- Draft Notice of Meeting issued by DMC on or about the date of this Report;
- The terms of the Performance Securities;
- Share registry information;
- Information in the public domain; and
- Discussions with Directors and Management of DMC.

13. Independence

BDO Corporate Finance (WA) Pty Ltd is entitled to receive a fee of $25,000 (excluding GST and reimbursement of out of pocket expenses). The fee is not contingent on the conclusion, content or future use of this Report. Except for this fee, BDO Corporate Finance (WA) Pty Ltd has not received and will not receive any pecuniary or other benefit whether direct or indirect in connection with the preparation of this report.

BDO Corporate Finance (WA) Pty Ltd has been indemnified by DMC in respect of any claim arising from BDO Corporate Finance (WA) Pty Ltd's reliance on information provided by the DMC, including the non-provision of material information, in relation to the preparation of this report.

Prior to accepting this engagement BDO Corporate Finance (WA) Pty Ltd has considered its independence with respect to DMC and any of their respective associates with reference to ASIC Regulatory Guide 112 'Independence of Experts'. In BDO Corporate Finance (WA) Pty Ltd's opinion it is independent of DMC and their respective associates.

Neither the two signatories to this report nor BDO Corporate Finance (WA) Pty Ltd, have had within the past two years any professional relationship with DMC, or their associates, other than in connection with the preparation of this report.

A draft of this report was provided to DMC and its advisors for confirmation of the factual accuracy of its contents. No significant changes were made to this report as a result of this review.

BDO is the brand name for the BDO International network and for each of the BDO Member firms.

BDO (Australia) Ltd, an Australian company limited by guarantee, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of Independent Member Firms. BDO in Australia, is a national association of separate entities (each of which has appointed BDO (Australia) Limited ACN 050 110 275 to represent it in BDO International).

14. Qualifications

BDO Corporate Finance (WA) Pty Ltd has extensive experience in the provision of corporate finance advice, particularly in respect of takeovers, mergers and acquisitions.

BDO Corporate Finance (WA) Pty Ltd holds an Australian Financial Services Licence issued by the Australian Securities and Investments Commission for giving expert reports pursuant to the Listing rules of the ASX and the Corporations Act.

The persons specifically involved in preparing and reviewing this report were Sherif Andrawes and Adam Myers of BDO Corporate Finance (WA) Pty Ltd. They have significant experience in the preparation of independent expert reports, valuations and mergers and acquisitions advice across a wide range of industries in Australia and were supported by other BDO staff.

Sherif Andrawes is a Fellow of the Institute of Chartered Accountants in England & Wales and a Fellow of Chartered Accountants Australia & New Zealand. He has over 35 years' experience working in the audit and corporate finance fields with BDO and its predecessor firms in London and Perth. He has been responsible for over 500 public company independent expert's reports under the Corporations Act or ASX Listing Rules and is a CA BV Specialist. These experts' reports cover a wide range of industries in Australia with a focus on companies in the natural resources sector. Sherif Andrawes is the Corporate Finance Practice Group Leader of BDO in Western Australia, the Global Head of Natural Resources for BDO and a former Chairman of BDO in Western Australia.

Adam Myers is a member of Chartered Accountants Australia & New Zealand and the Joint Ore Reserves Committee. Adam's career spans over 25 years in the audit and corporate finance areas. Adam is a CA BV

Specialist and has considerable experience in the preparation of independent expert reports and valuations in general for companies in a wide number of industry sectors.

15. Disclaimers and consents

This report has been prepared at the request of DMC for inclusion in the Notice of Meeting and Prospectus. DMC engaged BDO Corporate Finance (WA) Pty Ltd to prepare an independent expert's report to consider whether the issue of Performance Securities is fair and reasonable to non-participating Security Holders.

BDO Corporate Finance (WA) Pty Ltd hereby consents to this report accompanying the Company's Notice of Meeting and Prospectus. Apart from such use, neither the whole nor any part of this report, nor any reference thereto may be included in or with, or attached to any document, circular resolution, statement or letter without the prior written consent of BDO Corporate Finance (WA) Pty Ltd.

BDO Corporate Finance (WA) Pty Ltd takes no responsibility for the contents of the Notice of Meeting or Prospectus other than this report.

We have no reason to believe that any of the information or explanations supplied to us are false or that material information has been withheld. It is not the role of BDO Corporate Finance (WA) Pty Ltd acting as an independent expert to perform any due diligence procedures on behalf of the Company. BDO Corporate Finance (WA) Pty Ltd provides no warranty as to the adequacy, effectiveness or completeness of the due diligence process.

The opinion of BDO Corporate Finance (WA) Pty Ltd is based on the market, economic and other conditions prevailing at the date of this report. Such conditions can change significantly over short periods of time.

With respect to taxation implications it is recommended that individual Security Holders obtain their own taxation advice, in respect of the proposed issue of the Performance Securities, tailored to their own particular circumstances. Furthermore, the advice provided in this report does not constitute legal or taxation advice to the Security Holders of DMC, or any other party.

The statements and opinions included in this report are given in good faith and in the belief that they are not false, misleading or incomplete.

The terms of this engagement are such that BDO Corporate Finance (WA) Pty Ltd is required to provide a supplementary report if we become aware of a significant change affecting the information in this report arising between the date of this report and prior to the date of the meeting or during the offer period.

Yours faithfully

BDO CORPORATE FINANCE (WA) PTY LTD

Sherif Andrawes	**Adam Myers**
Director	Director

Appendix 1 – Glossary of Terms

Reference	Definition
A$	Australian Dollars
the Act	Corporations Act 2001
AFCA	Australian Financial Complaints Authority
APES 225	Accounting Professional & Ethical Standards Board professional standard APES 225 'Valuation Services'
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
ASX GN 19	ASX Guidance Note 19 *'Performance Securities'*
the Company	DMC Mining Limited
CPI	Consumer price index
CPS	CPS Capital Group Pty Ltd
Director Securities	the six million performance rights to be issued to incoming Managing Director, Mr Sumich
DMC	DMC Mining Limited
DMIRS	Department of Energy, Mines, Industry Regulation and Safety
EBIT	earnings before interest and tax
EBITDA	earnings before interest, tax, depreciation and amortisation
ECOWAS	Economic Community of West African States
Firawa Project	the Company's Firawa REE Uranium Project
FSG	Financial Services Guide
GDP	Gross Domestic Product
IS 214	Information Sheet 214: *Mining and Resources: Forward-looking Statement*

Reference	Definition
km	kilometre
km^2	square kilometres
lbs	Pounds
Mining Development	Mining Development Resources SARLU
Notice of Meeting	the Company’s Notice of Meeting
Offer Price	The price of $0.05 per share as per the terms of the Capital Raising
our Report	This Independent Expert’s Report prepared by BDO
ours	BDO Corporate Finance (WA) Pty Ltd
Options	the current DMC options on issue
Oversubscription	In the event whereby oversubscriptions are accepted under the Capital Raising, the total number of shares offered will amount to 110 million which equates to a total raise of $5.5 million before associated costs
Performance Securities	the Vendor Securities and Performance Rights
ppm	Parts per million
Proposed Acquisitions	Pursuant to the acquisition agreements between the Vendors and the Company, DMC will acquire 100% of the issued capital of Veridis and 100% of the issued capital of Mining Development
RBA	the Reserve Bank of Australia
the RBA Board	the Board of the RBA
Re-admission	The re-compliance listing of the Company’s shares on the ASX
Re-admission Date	The date of Re-admission
Resource Targets	The first vesting condition of each tranche which pertains to the Company's mineral resource
RG 111	Regulatory Guide 111 ‘*Content of Expert’s Reports*’
RG 112	Regulatory Guide 112 ‘*Independence of Experts*’

Reference	Definition
RG 170	Regulatory Guide 170 '*Prospective Financial Information*'
Security Holders	Non-participating security holders
Share Price Targets	The second vesting condition of each tranche which pertains to the Company's share price
Transaction Documents	the Company's Notice of Meeting and Prospectus
TREO	total rare earth oxides
us	BDO Corporate Finance (WA) Pty Ltd
Vendor Securities	the 130 million performance shares to be issued to the vendors of Veridis
Vendors	the vendors of Veridis and the vendors of Mining Development
Veridis	Veridis Energie SARL
VWAP	Volume Weighted Average Price
WA	Western Australia
we	BDO Corporate Finance (WA) Pty Ltd

The Directors

BDO Corporate Finance (WA) Pty Ltd

Level 9, Mia Yellagonga Tower 2

5 Spring Street

Perth, WA 6000

Australia

Appendix 2 – Valuation Methodologies

Methodologies commonly used for valuing assets and businesses are as follows:

1 *Net asset value*

Asset based methods estimate the market value of an entity's securities based on the realisable value of its identifiable net assets. Asset based methods include:

- Orderly realisation of assets method
- Liquidation of assets method
- Net assets on a going concern method

The orderly realisation of assets method estimates fair market value by determining the amount that would be distributed to entity holders, after payment of all liabilities including realisation costs and taxation charges that arise, assuming the entity is wound up in an orderly manner.

The liquidation method is similar to the orderly realisation of assets method except the liquidation method assumes the assets are sold in a shorter time frame. Since wind up or liquidation of the entity may not be contemplated, these methods in their strictest form may not be appropriate. The net assets on a going concern method estimates the market values of the net assets of an entity but does not take into account any realisation costs.

Net assets on a going concern basis are usually appropriate where the majority of assets consist of cash, passive investments or projects with a limited life. All assets and liabilities of the entity are valued at market value under this alternative and this combined market value forms the basis for the entity's valuation.

Often the FME and DCF methodologies are used in valuing assets forming part of the overall Net assets on a going concern basis. This is particularly so for exploration and mining companies where investments are in finite life producing assets or prospective exploration areas.

These asset based methods ignore the possibility that the entity's value could exceed the realisable value of its assets as they do not recognise the value of intangible assets such as management, intellectual property and goodwill. Asset based methods are appropriate when an entity is not making an adequate return on its assets, a significant proportion of the entity's assets are liquid or for asset holding companies.

2 *Quoted market price basis*

A valuation approach that can be used in conjunction with (or as a replacement for) other valuation methods is the quoted market price of listed securities. Where there is a ready market for securities such as the ASX, through which shares are traded, recent prices at which shares are bought and sold can be taken as the market value per share. Such market value includes all factors and influences that impact upon the ASX. The use of ASX pricing is more relevant where a security displays regular high volume trading, creating a liquid and active market in that security.

3 *Capitalisation of future maintainable earnings*

This method places a value on the business by estimating the likely FME, capitalised at an appropriate rate which reflects business outlook, business risk, investor expectations, future growth prospects and other entity specific factors. This approach relies on the availability and analysis of comparable market data.

The FME approach is the most commonly applied valuation technique and is particularly applicable to profitable businesses with relatively steady growth histories and forecasts, regular capital expenditure requirements and non-finite lives.

The FME used in the valuation can be based on net profit after tax or alternatives to this such as earnings before interest and tax (‘**EBIT**’) or earnings before interest, tax, depreciation and amortisation (‘**EBITDA**’). The capitalisation rate or ‘earnings multiple’ is adjusted to reflect which base is being used for FME.

4 *Discounted future cash flows*

The DCF methodology is based on the generally accepted theory that the value of an asset or business depends on its future net cash flows, discounted to their present value at an appropriate discount rate (often called the weighted average cost of capital). This discount rate represents an opportunity cost of capital reflecting the expected rate of return which investors can obtain from investments having equivalent risks.

Considerable judgement is required to estimate the future cash flows which must be able to be reliably estimated for a sufficiently long period to make this valuation methodology appropriate.

A terminal value for the asset or business is calculated at the end of the future cash flow period and this is also discounted to its present value using the appropriate discount rate.

DCF valuations are particularly applicable to businesses with limited lives, experiencing growth, that are in a start-up phase, or experience irregular cash flows.

5 *Market-based assessment*

The market based approach seeks to arrive at a value for a business by reference to comparable transactions involving the sale of similar businesses. This is based on the premise that companies with similar characteristics, such as operating in similar industries, command similar values. In performing this analysis it is important to acknowledge the differences between the comparable companies being analysed and the company that is being valued and then to reflect these differences in the valuation.

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DMC MINING LIMITED

Proxy Voting Form

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

DMC MINING LIMITED | ABN 25 648 372 516

Your proxy voting instruction must be received by **10.00am (AWST) on Wednesday, 21 August 2024**, 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 Key Management Personnel.

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 General Meeting of DMC MINING LIMITED, to be held at **10.00am (AWST) on Friday, 23 August 2024 at Automic Group, 5/191 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 Resolution 11 (except where I/we have indicated a different voting intention below) even though Resolution 11 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	CHANGE TO NATURE AND SCALE OF ACTIVITIES – PROPOSED ACQUISITIONS			
2	CREATION OF NEW CLASS OF SECURITIES – PERFORMANCE SHARES			
3	APPROVAL TO ISSUE SHARES AND PERFORMANCE SHARES TO VERIDIS VENDORS			
4	APPROVAL TO ISSUE SHARES TO MINING DEVELOPMENT VENDORS			
5	APPROVAL TO ISSUE SHARES PURSUANT TO THE CAPITAL RAISING			
6	DIRECTOR PARTICIPATION IN THE CAPITAL RAISING – DAVID SUMICH			

Resolutions		For	Against	Abstain
7	APPOINTMENT OF DIRECTOR – MICHAEL MINOSORA			
8	APPOINTMENT OF DIRECTOR – SAM RANDAZZO			
9	APPOINTMENT OF DIRECTOR – DR ANDREW WILDE			
10	APPROVAL TO ISSUE FACILITATION SHARES TO CPS CAPITAL GROUP PTY LTD			
11	APPROVAL TO ISSUE SECURITIES TO DIRECTOR – DAVID SUMICH			
12	REPLACEMENT OF CONSTITUTION			

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).

AUTOMIC

DMM