

25 September 2024

Dear Shareholder

GENERAL MEETING – NOTICE AND PROXY FORM

You are invited to attend the General Meeting (**AGM**) of Shareholders of Critical Resources Limited (ACN 145 184 667) (**Company**) to be held in person at:

Time and date: 10.30 am (AWST) on Friday, 25 October 2024

Location: The Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth WA 6000

As permitted by the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of Meeting to shareholders unless a shareholder has requested to receive a hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded at the following link: www.criticalresources.com.au or from the ASX Company Announcements Platform at asx.com.au (ASX: CRR).

A copy of your personalised Proxy Form is enclosed for your reference. All resolutions in the Notice of Meeting will be voted upon by poll. Shareholders are strongly encouraged to submit their Proxy Form to the Company's share registry, Computershare, using any of the following methods:

Online	At www.investorvote.com.au
By mail	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
By mobile	Scan the QR code on your proxy form and follow the prompts
Custodian Voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Your proxy voting instruction must be received by 10:30 am (AWST) on Wednesday, 23 October 2024 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

In order to receive electronic communications from the Company in the future, please update your Shareholder details with Computershare Investor Services Pty Limited by:

1. Go online to www.investorcentre.com
2. Select 'Login' for existing users (New users select 'Create Login' and follow the prompts)
3. Enter your 'User ID'
4. Enter your 'Password'
5. Click on 'My Profile' and select 'Communications Preferences' to enter your email address and update your securityholder communication methods.

The Meeting Materials are important and 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. If you have any difficulties obtaining a copy of the Meeting Materials please contact the Company's share registry, Computershare Investor Services Pty Limited on, 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

Yours sincerely

Harry Spindler

Company Secretary



Critical Resources Limited
ACN 145 184 667

Notice of General Meeting

The General Meeting of the Company will be held as follows:

Time and date: 10.30 am (AWST) on Friday, 25 October 2024

Location: The Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth WA 6000

The Notice of General Meeting should be read in its entirety.

If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company on +61 (8) 9465 1024.

Shareholders are urged to vote by lodging the Proxy Form

Critical Resources Limited
ACN 145 184 667
(Company)

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of Critical Resources Limited (**Company**) will be held at the Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth WA 6000, on Friday, 25 October 2024 at 10.30 am (AWST) (**Meeting**).

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (AWST) on Wednesday, 23 October 2024.

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

Terms and abbreviations used in the Notice are defined in the Schedule.

Agenda

Resolution 1 – Ratification of the agreement to issue Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of or agreement to issue up to 183,333,333 Placement Shares under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.'

Resolution 2– Ratification of the agreement to issue Tranche 1 Placement Options

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of or agreement to issue up to 83,666,666 Tranche 1 Placement Options under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval to issue Tranche 2 Placement Options

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 8,000,000 Tranche 2 Placement Options on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval to issue Director Placement Securities

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

'That, pursuant to and in accordance with Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 25,000,001 Director Placement Securities to the Directors (or their respective nominee/s) as follows:

- (a) *up to 6,666,667 Director Placement Shares and 3,333,334 Director Placement Options to Robert Martin;*

- (b) *up to 8,333,333 Director Placement Shares and 4,166,666 Director Placement Options to John Markovic; and*
- (c) *up to 1,666,667 Director Placement Shares and 833,334 Director Placement Options to Nigel Broomham,*

on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval to issue Lead Manager Options

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

'That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 12,000,000 Lead Manager Options to the Lead Manager (or its nominee/s), on the terms and conditions set out in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 1:** by or on behalf of a person who participated in the issue of the Placement Shares or is a counterparty to the agreement being approved, or any of their respective associates, or their nominees.
- (b) **Resolution 2:** by or on behalf of a person who participated in the issue of the Tranche 1 Placement Options or is a counterparty to the agreement being approved, or any of their respective associates, or their nominees.
- (c) **Resolution 3:** by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Tranche 2 Placement Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates, or their nominees.
- (d) **Resolution 4(a):** by or on behalf of Robert Martin (or his nominee/s), and any other person who will obtain a material benefit as a result of, the proposed issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (e) **Resolution 4(b):** by or on behalf of John Markovic (or his nominee/s), and any other person who will obtain a material benefit as a result of, the proposed issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (f) **Resolution 4(c):** by or on behalf of Nigel Broomham (or his nominee/s), and any other person who will obtain a material benefit as a result of, the proposed issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (g) **Resolution 5:** by or on behalf of the Lead Manager (or its nominee/s), and any other person who will obtain a material benefit as a result of, the proposed issue of the Lead Manager Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

- (b) the Chair as proxy or attorney for a person who is entitled to vote, 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.

BY ORDER OF THE BOARD

Harry Spindler

Company Secretary

Critical Resources Limited

Dated: 25 September 2024

Critical Resources Limited
ACN 145 184 667
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth WA 6000, on Friday, 25 October 2024 at 10.30 am (AWST) (**Meeting**).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted. The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attendance information
Section 3	Background to the Resolutions
Section 4	Resolution 1 – Ratification of the agreement to issue Placement Shares
Section 5	Resolution 2 – Ratification of the agreement to issue Tranche 1 Placement Options
Section 6	Resolution 3 – Approval to issue Tranche 2 Placement Options
Section 7	Resolution 4 – Approval to issue Director Placement
Section 8	Resolution 5 – Approval to issue Lead Manager Options
Schedule 1	Definitions
Schedule 2	Terms and conditions of Placement Options and Lead Manager Options

A Proxy Form is made available with the Explanatory Memorandum.

2. Voting and attendance information

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

Voting on all proposed Resolutions at the Meeting will be conducted by poll. On a poll, each Shareholder has one vote for every fully paid ordinary Share held in the Company.

2.1 Voting in person

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

2.2 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

2.3 Voting by proxy

A Proxy Form has been made available with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are encouraged to vote by completing and submitting the Proxy Form to the Company in accordance with the instructions thereon. Submission of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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

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

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

Section 250BC of the Corporations Act provides that, if:

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

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

Your proxy voting instruction must be received by 10.30 am (AWST) on Wednesday, 23 October 2024, being not later than 48 hours before the commencement of the Meeting.

2.4 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at cosec@criticalresources.com.au by no later than 5 business days before the Meeting.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Background to the Resolutions

On 14 August 2024, the Company announced that it had received firm commitments for a placement to raise up to approximately \$1,200,000 (before costs) through the issue of 200,000,000 Shares (**Placement Shares**) at an issue price of \$0.006 per Placement Share (**Issue Price**), together with a 1-for-2 free attaching unquoted Option exercisable at \$0.015 each on or before the date that is 3 years from the date of issue (**Placement Options**) (**Placement**).

In accordance with the updated Appendix 3B dated 25 September 2024, the Placement is being undertaken as follows:

- (a) the issue of up to 183,333,333 Placement Shares to unrelated parties of the Company utilising the Company's available Listing Rule 7.1 placement capacity to raise approximately \$1.1 million (before costs);
- (b) the issue of up to 91,666,666 Placement Options to unrelated parties of the Company, comprising:
 - (i) 83,666,666 Placement Options to be issued utilising the Company's available Listing Rule 7.1 placement capacity (**Tranche 1 Placement Options**); and
 - (ii) 8,000,000 Placement Options to be issued subject to Shareholder approval under Listing Rule 7.1 (the subject of Resolution 3) (**Tranche 2 Placement Options**); and
- (c) subject to Shareholder approval under Listing Rule 10.11 (the subject of Resolution 4(a) to (c) (inclusive)), the issue of up to 16,666,667 Placement Shares (**Director Placement Shares**) and 8,333,334 Placement Options (**Director Placement Options**) to the Directors (or their respective nominee/s), in the proportions set out in Section 7.1 (**Director Placement Securities**) to raise approximately \$100,000 (before costs).

Before the date of the Meeting, the Company is expected to have issued the Placement Shares and Tranche 1 Placement Options set out in Sections 3(a) and 3(b)(i) above.

The Company engaged Sixty Two Capital as sole lead manager to the Placement. As partial consideration for the provision of lead managerial and bookrunner services in connection with the Placement, Sixty Two Capital will be issued 12,000,000 unquoted Options exercisable at \$0.015 each on or before the date that is 3 years from the date of issue of the Tranche 1 Placement Options the subject of Resolution 2 (**Lead Manager Options**), subject to Shareholder approval under Listing Rule 7.1 (the subject of Resolution 5).

4. Resolution 1 – Ratification of the agreement to issue Placement Shares

4.1 General

The background to the Placement and proposed issue of the Placement Shares is set out in Section 3 above.

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of or the agreement to issue the Placement Shares (which, for the avoidance of doubt, does not include the Director Placement Shares the subject of Resolution 4(a) to (c) (inclusive)).

4.2 Listing Rules 7.1 and 7.4

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

The issue of or agreement to issue the Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date the Company agreed to issue the Placement Shares pursuant to the Placement.

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

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed and the Company issues up to 183,333,333 Placement Shares under Listing Rule 7.1 no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules), the agreement to issue (and the issue itself) will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the agreement to issue those Placement Shares.

If Resolution 1 is not passed or up to 183,333,333 Placement Shares are issued under Listing Rule 7.1 later than 3 months after the date of the Meeting (save for a later date permitted by ASX), the Company's ongoing capacity to issue or agree to issue Equity Securities under Listing Rule 7.1 without obtaining prior Shareholder approval will continue to be reduced to the extent of up to 183,333,333 Equity Securities for the 12 month period following the agreement to issue those Placement Shares.

4.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of or agreement to issue the Placement Shares (which, for the avoidance of doubt, does not include the Director Placement Shares the subject of Resolution 4(a) to (c) (inclusive)):

- (a) The Company has agreed to issue the Placement Shares to a range of sophisticated and professional investors (**Placement Participants**), none of whom are a related

party or Material Investor of the Company, except as disclosed below. The Placement Participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Lead Manager.

Sufian Ahmad is a Material Investor, being a substantial holder of Shares who will be issued more than 1% of the Company's current issued capital under the Placement (being 50,000,000 Placement Shares, 17,000,000 Tranche 1 Placement Options and 8,000,000 Tranche 2 Placement Options).

David Pevcic is a Material Investor, being a substantial holder of Shares who will be issued more than 1% of the Company's current issued capital under the Placement (being 50,000,000 Placement Shares and 25,000,000 Tranche 1 Placement Options).

- (b) A maximum of 183,333,333 Placement Shares were agreed to be issued within the Company's 15% placement capacity permitted under Listing Rule 7.1.
- (c) The Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) As at the date of this Notice, the Company has not issued the Placement Shares. However, the Placement Shares are intended to be issued prior to the date of the Meeting and, in any event, will be issued no later than three months after the date of the Meeting.
- (e) The Placement Shares will be issued at an issue price of \$0.006 each.
- (f) The proceeds of the Placement are intended to be used towards advancing the Company's Mavis Lake exploration programs, including supporting a maiden drilling program at the Company's Northern Prospects, and general working capital.
- (g) There are no other material terms to the agreement for the subscription of the Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

4.4 Additional information

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

5. Resolution 2 – Ratification of the agreement to issue Tranche 1 Placement Options

5.1 General

The background to the Placement and proposed issue of the Tranche 1 Placement Options is set out in Section 3 above.

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of or the agreement to issue the Tranche 1 Placement Options.

5.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is in Section 4.2 above.

The issue of or agreement to issue the Tranche 1 Placement Option does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders,

effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date the Company agreed to issue the Tranche 1 Placement Options pursuant to the Placement.

The effect of Shareholders passing Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 2 is passed and the Company issues up to 83,666,666 Tranche 1 Placement Options under Listing Rule 7.1 no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules), the agreement to issue (and the issue itself) will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the agreement to issue those Tranche 1 Placement Options.

If Resolution 2 is not passed or up to 83,666,666 Placement Options are issued under Listing Rule 7.1 later than 3 months after the date of the Meeting (save for a later date permitted by ASX), the Company's ongoing capacity to issue or agree to issue Equity Securities under Listing Rule 7.1 without obtaining prior Shareholder approval will continue to be reduced to the extent of up to 83,666,666 Equity Securities for the 12 month period following the agreement to issue those Tranche 1 Placement Options.

5.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of or agreement to issue the Tranche 1 Placement Options:

- (a) The Company has agreed to issue the Tranche 1 Placement Options to the Placement Participants. Summaries of the Placement Participants and basis upon which the Placement Participants were identified is set out in Section 4.3(a).
- (b) A maximum of 83,666,666 Tranche 1 Placement Options were agreed to be issued within the Company's 15% placement capacity permitted under Listing Rule 7.1.
- (c) The Tranche 1 Placement Options will be exercisable at \$0.015 each and expire 3 years from the date of issue and will otherwise be subject to the terms and conditions in Schedule 2. Shares issued upon exercise of Tranche 1 Placement Options will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's then existing Shares on issue.
- (d) As at the date of this Notice, the Company has not issued the Tranche 1 Placement Options. However, the Tranche 1 Placement Options are intended to be issued prior to the date of the Meeting and, in any event, will be issued no later than three months after the date of the Meeting.
- (e) The Tranche 1 Placement Options are being issued as free attaching Options to the Placement Shares. Accordingly, nil additional cash consideration will be payable by the Placement Participants.
- (f) A summary of the intended use of funds raised from the Placement is in Section 4.3(f). No additional funds will be raised by the issue of the Tranche 1 Placement Options.
- (g) The purpose of the issue of the Tranche 1 Placement Options is to incentivise participation in the Placement.

- (h) There are no other material terms to the agreement for the subscription of the Tranche 1 Placement Options.
- (i) A voting exclusion statement is included in the Notice.

5.4 Additional information

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

6. Resolution 3 – Approval to issue Tranche 2 Placement Options

6.1 General

The background to the Placement and proposed issue of the Tranche 2 Placement Options is set out in Section 3 above.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Tranche 2 Placement Options.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 4.2 above.

The issue of the Tranche 2 Placement Options does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Options.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Options.

6.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Tranche 2 Placement Options:

- (a) The Tranche 2 Placement Options will be issued to Sufian Ahmad (or his nominee/s) pursuant to his participation in the Placement. Mr Ahmad is a Material Investor, being a substantial holder of Shares who will be issued more than 1% of the Company's current issued capital under the Placement (being 50,000,000 Placement Shares, 17,000,000 Tranche 1 Placement Options and 8,000,000 Tranche 2 Placement Options).
- (b) A maximum of 8,000,000 Tranche 2 Placement Options will be issued.
- (c) The Tranche 2 Placement Options will be exercisable at \$0.015 each and expire 3 years from the date of issue of the Tranche 1 Placement Options the subject of Resolution 2 and will otherwise be subject to the terms and conditions in Schedule 2. Shares issued upon exercise of Tranche 2 Placement Options will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's then existing Shares on issue.
- (d) The Tranche 2 Placement Options will be issued no later than 3 months after the date of the Meeting.

- (e) The Tranche 2 Placement Options are being issued as free attaching Options to the Placement Shares. Accordingly, nil additional cash consideration will be payable by Mr Ahmad (or his nominee/s).
- (f) A summary of the intended use of funds raised from the Placement is in Section 4.3(f). No additional funds will be raised by the issue of the Tranche 2 Placement Options.
- (g) The purpose of the issue of the Tranche 2 Placement Options is to incentivise participation in the Placement.
- (h) There are no other material terms to the agreement for the subscription of Tranche 2 Placement Options.
- (i) A voting exclusion statement is included in the Notice.

6.4 Additional information

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

7. Resolution 4 – Approval to issue Director Placement

7.1 General

The background to the proposed issue of the Director Placement Securities is set out in Section 3. The Directors have agreed to subscribe for up to an aggregate of 16,666,667 Director Placement Shares and 8,333,334 Director Placement Options under the Placement to raise gross proceeds of approximately \$100,000 (before costs) in the following proportions:

Director	Amount committed to the Placement	Director Placement Shares	Director Placement Options
Robert Martin	\$40,000	6,666,667	3,333,334
John Markovic	\$50,000	8,333,333	4,166,666
Nigel Broomham	\$10,000	1,666,667	833,334
Total	\$100,000	16,666,667	8,333,334

Resolution 4(a) to (c) (inclusive) seek the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of the Director Placement Securities to the Directors (or their respective nominee/s).

7.2 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 any of the following persons without the approval of its Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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 (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule

10.11.4); or

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

Robert Martin, John Markovic and Nigel Broomham are all related parties of the Company by virtue of being Directors and therefore fall into the category stipulated by Listing Rule 10.11.1.

Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of these Director Placement Securities will not be included in the Company's 15% placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 4(a) to (c) (inclusive) will be to allow the Company to issue the Director Placement Securities, raising up to \$100,000 (before costs).

If Resolution 4(a) to (c) (inclusive) are not passed, the Company will not be able to proceed with the issue of the Director Placement Securities. Consequently, the Company may need to seek an alternative means of raising the additional capital.

Resolution 4(a) to (c) (inclusive) are not conditional on each other, and Shareholders may approve one or all of those Resolutions (in which case, the Director Placement Securities the subject of the relevant Resolution(s) will be issued), even though Shareholders have not approved all of these Resolutions.

7.3 Specific information required by Listing Rule 10.13

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

- (a) The Director Placement Securities will be issued to the Directors (or their respective nominee/s), in the proportions set out in Section 7.1.
- (b) Each of the Directors fall into the category stipulated by Listing Rule 10.11.1 by virtue of being a Director of the Company. In the event the Director Placement Shares are issued to a nominee of a Director, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (c) A maximum of 16,666,667 Director Placement Shares and 8,333,334 Director Placement Options will be issued.
- (d) The Director Placement Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Director Placement Options will be exercisable at \$0.015 each and expire 3 years from the date of issue of the Tranche 1 Placement Options the subject of Resolution 2 and will otherwise be subject to the terms and conditions in Schedule 2. Shares issued upon exercise of Director Placement Options will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's then existing Shares on issue.
- (f) The Director Placement Securities will be issued no later than one month after the date of the Meeting.

- (g) The Director Placement Shares will be issued at \$0.006 each, being the same issue price as other Placement Shares.
- (h) The Director Placement Options are proposed to be issued for nil cash consideration as they are free-attaching to the Director Placement Shares. Accordingly, no funds will be raised from the issue of the Director Placement Options.
- (i) A summary of the intended use of funds raised from the Placement is in Section 4.3(f).
- (j) The proposed issue of the Director Placement Securities is not intended to remunerate or incentivise the Directors.
- (k) There are no other material terms to the proposed issue of the Director Placement Securities.
- (l) A voting exclusion statement is included in the Notice.

7.4 Section 195 of the Corporations Act

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Directors have a personal interest in the outcome of each of their respective Resolutions under Resolution 4(a) to (c) (inclusive) and have exercised their right under section 195(4) of the Corporations Act to put the issue of the Director Placement Securities to the Directors to Shareholders to resolve.

7.5 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 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 proposed issue of the Director Placement Securities constitutes giving a financial benefit to related parties of the Company. However, the Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Securities because the Director Placement Securities will be issued on the same terms as those Securities issued to non-related participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

7.6 Additional information

Resolution 4(a) to (c) (inclusive) are separate ordinary resolutions.

The Board declines to make a recommendation in respect of Resolution 4(a) to (c) (inclusive) as each of the Directors has a personal interest in the Resolutions.

8. Resolution 5 – Approval to issue Lead Manager Options

8.1 Background

The background to the proposed issued of the Lead Manager Options is set out in Section 3.

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue the Lead Manager Options to the Lead Manager (or its nominee/s).

8.2 Summary of Lead Manager mandate

The Company entered into a mandate with the Lead Manager for the provision of lead managerial and bookrunner services in connection with the Placement (**Lead Manager Mandate**).

Under the Lead Manager Mandate, the Company has agreed to pay the following fees to the Lead Manager:

- (a) a capital raising fee of 6% of the gross amount raised under the Placement; and
- (b) the Lead Manager Options.

The Lead Manager Mandate contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

8.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 4.2 above.

The issue of the Lead Manager Options does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Lead Manager Options.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of Lead Manager Options and will have to consider alternative commercial means to pay the Lead Managers for their services.

8.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Lead Manager Options:

- (a) The Lead Manager Options will be issued to the Lead Manager (or its nominee/s), who is not a related party. Sufian Ahmad is a director of the Lead Manager and, as noted above, is a substantial holder of Shares who will be issued more than 1% of the Company's current issued capital under the Placement.
- (b) A maximum of 12,000,000 Lead Manager Options will be issued.
- (c) The Lead Manager Options are exercisable at \$0.015 each, expiring 3 years from the date of issue of the Tranche 1 Placement Options the subject of Resolution 2 and are otherwise subject to the terms and conditions in Schedule 2. Shares issued upon exercise of the Lead Manager Options will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's then existing Shares on issue.

- (d) The Lead Manager Options will be issued no later than 3 months after the date of the Meeting.
- (e) The Lead Manager Options will be issued for nil cash consideration, as partial consideration for the Lead Manager providing lead managerial and bookrunner services in connection with the Placement. Accordingly, no funds will be raised from the issue of the Lead Manager Options.
- (f) A summary of the material terms of the Lead Manager Mandate is in Section 8.2 above.
- (g) A voting exclusion statement is included in the Notice.

8.5 Additional information

Resolution 5 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian dollars.
ASX	means the ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AWST	means Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Critical Resources Limited (ACN 145 184 667).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Director Placement Options	has the meaning given in Section 3.
Director Placement Securities	has the meaning given in Section 3.
Director Placement Shares	has the meaning given in Section 3.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Issue Price	has the meaning given in Section 3.
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.
Lead Manager or Sixty Two Capital	means Sixty Two Capital Pty. Ltd (ACN 611 480 169).
Lead Manager Mandate	has the meaning given in Section 8.2.

Lead Manager Options	has the meaning given in Section 3.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of general meeting.
Option	means an option to acquire a Share.
Placement	has the meaning given in Section 3.
Placement Options	has the meaning given in Section 3.
Placement Participants	has the meaning given in Section 4.3(a).
Placement Shares	has the meaning given in Section 3.
Proxy Form	means the proxy form made available with the Notice.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, options and/or performance rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Trading Day	has the meaning given to that term in the Listing Rules.
Tranche 1 Placement Options	has the meaning given in Section 3.
Tranche 2 Placement Options	has the meaning given in Section 3.

Schedule 2 Terms and conditions of Placement Options and Lead Manager Options

The terms and conditions of the Placement Options (which, for the avoidance of doubt, includes the Tranche 1 Placement Options, Tranche 2 Placement Options and Director Placement Options) and Lead Manager Options (in this Schedule, referred to as **Options**) are as follows:

1. **(Entitlement)**: Each Option gives the holder the right to subscribe for one Share.
2. **(Expiry Date)**: The Options will expire at 5:00pm (AWST) on the date that is 3 years from the date of issue of the Tranche 1 Placement Options the subject of Resolution 2 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
3. **(Exercise Price)**: The amount payable upon exercise of each Option is \$0.015 per Option (**Exercise Price**).
4. **(Exercise)**: A holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (a) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (b) an electronic funds transfer for the Exercise Price for the number of Options being exercised.
5. **(Exercise Notice)**: An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 50,000 must be exercised on each occasion.
6. **(Timing of issue of Shares on exercise)**: As soon as practicable after the valid exercise of an Option, the Company will:
 - (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (b) issue a substitute certificate for any remaining unexercised Options held by the holder;
 - (c) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules.

If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Options may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
7. **(Transferability)**: The Options are not transferable.

(Ranking of Shares): All Shares issued upon the exercise of the Options will upon issue rank equally in all respects with the then issued Shares.
8. **(Quotation)**: The Company will not apply for quotation of the Options on ASX.

9. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the holders of Options will be varied in accordance with the Listing Rules.
10. **(Dividend rights):** An Option does not entitle the holder to any dividends.
11. **(Voting rights):** An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.
12. **(Entitlements and bonus issues):** Holders of Options will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
13. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder of Options would have received if the holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.
14. **(Return of capital rights):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
15. **(Rights on winding up):** The Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
16. **(Takeovers prohibition):**
 - (a) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
17. **(No other rights):** An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
18. **(Amendments required by ASX):** The terms of the Options may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
19. **(Constitution):** Upon the issue of the Shares on exercise of the Options, the holder will be bound by the Company's Constitution.



**Critical
Resources
Limited**

CRITICAL RESOURCES LIMITED
ABN 12 145 184 667

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

CRR

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

Critical Resources Limited General Meeting

The Critical Resources Limited General Meeting will be held on Friday, 25 October 2024 at 10:30am (AWST). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 10:30am (AWST) on Wednesday, 23 October 2024.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
The Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth WA 6000

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



**Critical
Resources
Limited**

CRITICAL RESOURCES LIMITED
ABN 12 145 184 667

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (AWST) on Wednesday, 23 October 2024.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

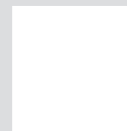
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

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

Your secure access information is



Control Number: 184108

SRN/HIN:

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

By Mail:

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

By Fax:

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



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

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

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Critical Resources Limited hereby appoint

☐ the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Critical Resources Limited to be held at The Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth WA 6000 on Friday, 25 October 2024 at 10:30am (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Ratification of the agreement to issue Placement Shares	☐	☐	☐
Resolution 2	Ratification of the agreement to issue Tranche 1 Placement Options	☐	☐	☐
Resolution 3	Approval to issue Tranche 2 Placement Options	☐	☐	☐
Resolution 4a	Approval to issue Director Placement Securities - Robert Martin	☐	☐	☐
Resolution 4b	Approval to issue Director Placement Securities - John Markovic	☐	☐	☐
Resolution 4c	Approval to issue Director Placement Securities - Nigel Broomham	☐	☐	☐
Resolution 5	Approval to issue Lead Manager Options	☐	☐	☐

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

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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