



WOOMERA MINING LIMITED

ACN 073 155 781

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting

19 September 2024

Time of Meeting

11:00 am (ACST)

Following the enactment of the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth) which permits companies to hold their Extraordinary General Meetings (**GM**) using one or more technologies, and in the interests of the health and safety of our Shareholders, personnel and other meeting attendees, the Board has decided to hold the GM as a virtual meeting in which Shareholders will be able to participate in the GM online. Accordingly, there will be no physical venue for Shareholders to attend and shareholders are encouraged to vote by directed proxy in lieu of attending the meeting.

Shareholders should contact the Company by email at info@woomex.com.au or by phone at +61 (08) 8311 7055 to obtain more details about how to participate and vote at the Meeting by no later than 5pm (ACST) 17 September 2024. Shareholders can also submit and are encouraged to submit any questions in advance of the Meeting by emailing questions to info@woomex.com.au by no later than 5pm (ACST) on 17 September 2024.

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 advisors prior to voting.

WOOMERA MINING LIMITED

(ACN 073 155 781)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT A GENERAL MEETING OF SHAREHOLDERS OF WOOMERA MINING LIMITED (ACN 073 155 781) ('COMPANY') WILL BE HELD VIRTUALLY ON AN ONLINE PLATFORM COMMENCING ON **19 SEPTEMBER 2024 AT 11:00AM (ACST)** ('MEETING') FOR THE PURPOSES OF TRANSACTING THE FOLLOWING BUSINESS.

Each of the Resolutions proposed to be put to Shareholders at the Meeting are set out in this Notice of General Meeting ('Notice' or 'Notice of Meeting'). The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form accompanying this Notice of Meeting are hereby incorporated in and comprise part of this Notice.

The terms used and defined in the Explanatory Memorandum have the same meaning when used in this Notice.

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in the Glossary, or where they are first used in the Notice or Explanatory Memorandum.

AGENDA

1. Resolution 1: Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 182,720,849 Placement Shares previously issued on 16 August 2024 under ASX Listing Rule 7.1, on the terms and conditions set out in the Explanatory Memorandum."

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

2. Resolution 2: Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1A

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 117,279,151 Placement Shares previously issued on 16 August 2024 under ASX Listing Rule 7.1A, on the terms and conditions set out in the Explanatory Memorandum."

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

3. Resolution 3: Approval of Issue of Placement Securities

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of 380,000,000 Placement Shares and 680,000,000 free attaching Placement Options as subscribed for under the Placement, on the terms and conditions set out in the Explanatory Memorandum."

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

4. Resolution 4: Approval of Issue of SPP Securities

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of up to 120,000,000 SPP Shares and 120,000,000 free attaching SPP Options pursuant to the Company's Share Purchase Plan on the terms and conditions set out in the Explanatory Memorandum."

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

5. Resolution 5: Approval of Issue of Placement Securities to Ian Gordon

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of up to 20,000,000 Placement Shares and 20,000,000 free attaching Placement Options to Mr Ian Gordon (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

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

6. Resolution 6: Approval of Issue of Placement Securities to David Richards

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of up to 20,000,000 Placement Shares and 20,000,000 free attaching Placement Options to Mr David Richards (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

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

7. Resolution 7: Approval of Issue of Placement Securities to David Lindh

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of up to 8,000,000 Placement Shares and 8,000,000 free attaching Placement Options to Mr David Lindh (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

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

8. Resolution 8: Approval of Issue of Placement Securities to Ralf Kriege

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of up to 12,000,000 Placement Shares and 12,000,000 free attaching Placement Options to Mr Ralf Kriege (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

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

9. Resolution 9: Approval of Issue of Securities to Kincora Copper Limited

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of up to 180,000,000 Shares and 180,000,000 free attaching Options to Kincora Copper Limited on the terms and conditions set out in the Explanatory Memorandum.”

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

Voting Exclusion Statements

Resolution 1 - Ratification of prior issue of Placement Shares under Listing Rule 7.1	The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person(s).
Resolution 2 - Ratification of prior issue of Placement Shares under Listing Rule 7.1A	The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person(s).
Resolution 3 - Approval of Issue of Placement Securities	The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person(s).
Resolution 4 - Approval of Issue of SPP Securities	The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person(s).
Resolution 5 - Approval of Issue of Placement Securities to Ian Gordon	The Company will disregard any votes cast in favour of the Resolution by or on behalf of Ian Gordon and any other person 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(s).
Resolution 6 - Approval of Issue of Placement Securities to David Richards	The Company will disregard any votes cast in favour of the Resolution by or on behalf David Richards and any other person 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(s).
Resolution 7 - Approval of Issue of Placement Securities to David Lindh	The Company will disregard any votes cast in favour of the Resolution by or on behalf David Lindh and any other person 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(s).
Resolution 8 - Approval of Issue of Placement Securities to Ralf Kriege	The Company will disregard any votes cast in favour of the Resolution by or on behalf Ralf Kriege and any other person 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(s).
Resolution 9 - Approval of Issue of Securities to Kincora Copper Limited	The Company will disregard any votes cast in favour of the Resolution by or on behalf of a Kincora Copper Limited, or any other person 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(s).

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.

PROXIES

Appointing a proxy

Members are entitled to appoint up to two proxies to act generally at the Meeting on their behalf, and to vote in accordance with their directions on the Proxy Form. A proxy need not be a Member. A personalised Proxy Form is attached to this Notice of Meeting.

Where two proxies are appointed, each proxy can be appointed to represent a specified proportion or number of the votes of the member. If no number or proportion of votes is specified, each proxy may exercise half of the member's votes. If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each resolution by marking the appropriate boxes on the Proxy Form.

Completed Proxy Forms (together with any authority under which the Proxy Form was signed, or a certified copy of the authority) must be returned by 11:00 am (ACST) on 17 September 2024:

- (a) by mail to the Share Registry as follows:

Computershare Investor Services Pty Ltd
GPO Box 242, Melbourne, Victoria 3001; or

- (b) online by visiting www.investorvote.com.au and entering the Control Number and shareholder's SRN/HIN and postcode, which are shown on the first page of the Proxy Form.

For Intermediary Online subscribers only (custodians), cast the shareholder's vote online by visiting www.intermediaryonline.com.

Further instructions are on the reverse of the Proxy Form.

Undirected Proxies and Voting Restrictions

Where permitted, the Chairman of the Meeting will vote undirected proxies in favour of all the resolutions on the basis that the Proxy Form expressly authorises the Chairman to vote undirected proxies.

Corporate representation

A corporation which is a Member, or which has been appointed a proxy, may appoint an individual to act as a representative to vote at the Meeting. The appointment must comply with Section 250D of the *Corporations Act 2001 (Cth)*. The representative should bring to the Meeting evidence of his or her appointment unless it has previously been provided to the Share Registry.

ENTITLEMENT TO ATTEND AND VOTE AT THE MEETING

Important Notice

The Board advises that shareholders will not be permitted to attend the Company's General Meeting (**GM**) in person. The Meeting will be held as a fully virtual meeting via a webcast. Shareholders, proxyholders, corporate representatives and

holders of powers of attorney wishing to attend the Meeting via the webcast must email the Company at info@woomex.com.au by 5pm (ACST) on 17 September 2024 to register, and will then be provided with log in details, including a password for the meeting.

Voting on Resolutions

Shareholders can vote at the GM virtually via the online platform at <https://meetnow.global/MP7PJPF> on your computer, tablet or smartphone.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxy holders will need to contact the call centre before the Meeting to obtain their login details. To vote in the meeting online follow the instructions below.

- (a) Click on 'Join Meeting Now';
- (b) Enter your SRN/HIN. Proxyholders will need to contact the Share Registrar on +61 3 9415 4024 one hour prior to the Meeting to obtain their login details;
- (c) Enter your postcode registered to your holding if you are an Australian Shareholder. If you are an overseas Shareholder select the country of your registered holding from the drop down list; and
- (d) Accept the Terms and Conditions.

You can cast votes at the appropriate times while the meeting is in progress. Further information and support on how to use the platform is available by calling Computershare at +61 3 9415 4024 or refer to the online user guide www.computershare.com.au/onlinevotingguide.

Proxy votes must be received by 11.00 am (ACST) on 17 September 2024. Instructions on how to lodge proxy votes are set out in this Notice of Meeting.

Participation in the meeting

Shareholders are strongly encouraged to submit any questions they may have of the Company in writing to the Company at info@woomex.com.au by 5pm (ACST) on 17 September 2024. Alternatively, you may ask questions during the Meeting or using the Chat function on the webcast dashboard. Questions via the Chat function will be directed to the host for answering.

The Chairman will endeavour to address as many of the frequently raised questions and comments as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions and comments raised.

Technical Difficulties

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his or her discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the Chair considers it appropriate, the chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy by 11.00 am (ACST) on 17 September 2024 even if they plan to attend the Meeting online.

All members may attend the Meeting via webcast. The Directors have determined that for the purposes of voting at the Meeting, Shares will be taken to be held by the persons who are registered as the holders of those Shares as at 6.30 pm (ACST) on 17 September 2024.

By Order of the Board

Jonathan W. Lindh
Company Secretary
Dated: 20 August 2024

The accompanying Explanatory Memorandum and Proxy Form including voting instructions form part of this Notice of Meeting

EXPLANATORY MEMORANDUM TO NOTICE OF GENERAL MEETING

This Explanatory Memorandum accompanies and forms part of the Woomera Mining Limited ('Company') Notice of Meeting for the General Meeting to be held on 19 September 2024 via a webcast at 11:00 am (ACST).

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

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

Resolutions

Resolution 1: Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1

Resolution 2: Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1A

Resolution 3: Approval of Issue of Placement Securities

Resolution 4: Approval of Issue of SPP Securities

Resolution 5: Approval of Issue of Placement Securities to Ian Gordon

Resolution 6: Approval of Issue of Placement Securities to David Richards

Resolution 7: Approval of Issue of Placement Securities to David Lindh

Resolution 8: Approval of Issue of Placement Securities to Ralf Kriege

Resolution 9: Approval of Issue of Securities to Kincora Copper Limited

1. Resolutions 1 and 2 - Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1 and 7.1A

Background

As announced on 12 August 2024, the Company received firm commitments via a two tranche placement to raise \$1.7 million (before costs) (**Placement**) through the issue of approximately 680,000,000 Shares at an issue price of \$0.0025 each (**Placement Shares**), each with one (1) free attaching listed Option for every one (1) Placement Share subscribed for and issued (**Placement Options**) (together, the **Placement Securities**).

Under the first tranche of the Placement, 182,720,849 Placement Shares were issued on 16 August 2024 pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of Resolution 1) with a further 117,279,151 Placement Shares issued pursuant to the Company's 7.1A mandate which was approved by Shareholders at the annual general meeting held on 28 November 2023 (being the subject of Resolution 2).

The issue of the Placement Shares under the first tranche did not breach Listing Rule 7.1 and 7.1A at the time of the issue. Participants in the Placement were new and existing professional and sophisticated investors, as those terms are defined in section 708 of the Corporations Act. Resolutions 1 and 2 seek the approval of Shareholders to ratify the prior issue of the Placement Shares under ASX Listing Rules 7.1 and 7.1A respectively. They are ordinary resolutions, requiring them to be passed by a simple majority of votes cast by the Shareholders entitled to vote on them.

Listing Rules 7.1 and 7.1A

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

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its

annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained approval to increase its limit to 25% at the annual general meeting held on 28 November 2023.

The issue of the first tranche Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 or 7.1A set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it uses up part of the combined 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for a 12 month period for Listing Rule 7.1 or, in the case of Listing Rule 7.1A for the period set out in 7.1A.1, following the date of issue of those Placement Shares.

None of the free attaching Placement Options were issued utilising the placement capacity available to the Company under Listing Rules 7.1 or 7.1A as there was insufficient capacity under Listing Rule 7.1 or 7.1A to do so.

Listing Rule 7.4

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

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

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the first tranche Placement Shares issued under Listing Rule 7.1. Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the first tranche Placement Shares issued under Listing Rule 7.1A.

Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the first tranche Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over a 12 month period for Listing Rule 7.1 or, in the case of Listing Rule 7.1A for the period set out in 7.1A.1, following the date of issue of those Placement Shares.

If Resolutions 1 and 2 are not passed, the first tranche Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over a 12 month period for Listing Rule 7.1 or, in the case of Listing Rule 7.1A for the period set out in 7.1A.1, following the date of issue of those Placement Shares.

Technical 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 Resolutions 1 and 2:

The names of the persons to whom the Company issued the securities:	The first tranche Placement Shares were issued to professional and sophisticated investors who were identified through a bookbuild process which involved the Company's lead brokers (Taylor Collison and Cerberus Advisory) seeking expressions of interest to participate in the capital raising from non-related parties of the Company. None of these investors were a key management personnel (KMP), substantial shareholder, adviser of WML or an associate of any of the aforementioned parties. The securities issued to any investor is not more than 1% of the capital of the Company.
The number of securities issued:	An aggregate of 300,000,000 Placement Shares were issued on the following basis: (a) 182,720,849 Shares were issued under the Company's 15% placement capacity under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and (b) 117,279,151 Shares were issued the Company's 10% placement capacity under Listing Rule 7.1A (ratification of which is sought under Resolution 2).

The date on which the securities were issued:	The Placement Shares were issued on 16 August 2024.
The issue price:	The issue price of the Placement Shares was \$0.0025 per Share. The Company has not and will not receive any other consideration for the issue of the Placement Shares.
The terms of the securities:	All of the Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
The intended use of the funds raised:	The purpose of the issue of the Placement Shares was to raise \$750,000 (before costs) which will be applied towards drilling at the Bronze Fox Project, operation/tenements costs at Bronze Fox, costs of the offer and to working capital.
If the securities are being issued under an agreement, a summary of the material terms of the agreement	The Placement Shares were issued under a term sheet that detailed: (a) the price of each Placement Share; (b) the proposed issue date of each Placement Share and (a) the following other material terms: • \$1.7m placement together with a \$0.3m SPP, offer price A\$0.0025 per share and 1 for 1 options; • funds raised applied towards drilling at Bronze Fox, operating/tenement costs for Bronze Fox, cost of the offer and working capital; • Taylor Collison Limited and Cerberus Advisory to be appointed as Joint Lead Managers to the Placement; (b) option details of 1 option for every 1 share subscribed with an exercise price of \$0.005 and expiry date 31 July 2026.
Voting exclusion statement	A voting exclusion statement is contained in Resolutions 1 and 2.

Recommendation and voting requirements

The Directors recommend that shareholders vote in favour Resolutions 1 and 2. Where appointed as an undirected proxy, the Chair will cast available proxy votes in favour of Resolutions 1 and 2. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolutions 1 and 2 or to abstain from voting.

2. Resolution 3 – Approval of Issue of Placement Securities

Background

Pursuant to the Placement, and subject to and conditional upon the receipt of Shareholder approval, the Company intends to issue 380,000,000 Placement Shares under the second tranche of the Placement. The Company also intends to issue 680,000,000 Placement Options which are free attaching to the Placement Shares under the first and second tranche of the Placement on the basis of one (1) free Placement Option for every one (1) Placement Share subscribed for. No funds will be raised from the issue of the Placement Options as they are free attaching Options. The Company will apply for the Placement Options to be listed on the ASX subject to meeting ASX spread requirements.

Accordingly, Resolution 3 is seeking shareholder approval pursuant to Listing Rule 7.1 to issue the following:

- 300,000,000 free attaching Placement Options attached to the first tranche of the Placement; and
- 380,000,000 Placement Shares and 380,000,000 free attaching Placement Options under the second tranche of the Placement.

Resolution 3 is an ordinary resolution.

ASX 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 approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Company has used its placement capacity to place the first tranche Placement Shares under Listing Rules 7.1 and 7.1A as explained above in relation to Resolutions 1 and 2. The proposed issue of the Placement Securities the subject of this Resolution does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the combined 25% limit available to the Company under ASX Listing Rules 7.1 and 7.1A. It therefore requires the approval of the Company's Shareholders under ASX Listing Rule 7.1.

Resolution 3 seeks the required Shareholder approval to the issue of the Placement Securities the subject of this Resolution under and for the purposes of ASX Listing Rule 7.1.

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 Placement Securities. In addition, the issue of the Placement Securities will be excluded from the calculation of the number of equity securities that the Company can in future issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Placement Securities. Given these Placement Securities will have to be issued however, the Company will issue them at a later date when it has sufficient placement capacity to issue the Placement Securities.

Technical information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, information regarding the issue of the Placement Securities is provided as follows:

The names of the persons to whom the Company will issue the securities	The Placement Securities will be issued to sophisticated and professional investors who were identified through a bookbuild process which involved the Company's lead brokers (Taylor Collison and Cerberus Advisory) seeking expressions of interest to participate in the capital raising from non-related parties of the Company. Those Placement Securities proposed to be issued to a related party or associate of the related party of the Company, are the subject to approval under ASX Listing Rule 10.11 under Resolutions 5-8. None of these investors will be a substantial shareholder, adviser of WML or an associate of any of the aforementioned parties. The securities issued to any investor will not be more than 1% of the capital of the Company.
Maximum number of securities	The maximum number of Placement Securities that the Company may issue under this Resolution is: (a) 380,000,000 Placement Shares; and (b) 680,000,000 Placement Options.
The date on which the securities are proposed to be issued	The Placement Securities will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules). Subject to the receipt of shareholder approval, it is expected that the Placement Securities will be issued no later than 26 September 2024 as detailed in the Company's timetable (subject to any extensions).
The issue price	The Placement Shares will be issued at an issue price of \$0.0025 each and the Placement Options at \$nil per Placement Option as these are free attaching on the basis of one (1) free Placement Option for every one (1) Placement Share subscribed for, rounded up.
The terms of the securities	All of the Placement Shares 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.

	Each Placement Option is exercisable at \$0.005 each on and from the date of issue and expires on 31 July 2026. Refer to Schedule 1 for a summary of the terms of issue of the Placement Options.
The intended use of the funds raised	The purpose of the issue of the Placement Shares is to raise \$950,000 (before costs) which will be applied towards drilling at the Bronze Fox Project, operation/tenements costs at Bronze Fox, costs of the offer and to working capital. The Placement Options are being issued as a mechanism to raise additional funds following their exercise. In the event the Placement Options are exercised, it is anticipated that the funds will be applied towards working capital and general purposes.
If the securities are being issued under an agreement, a summary of the material terms of the agreement	The Placement Securities are being issued under a term sheet that detailed: (a) the issue price of each Placement Shares; and (b) the proposed issue date of each Placement Share. (c) the following other material terms: • \$1.7m placement together with a \$0.3 SPP, offer price A\$0.0025 per share and 1 for 1 options; • funds raised will be applied towards drilling at Bronze Fox, operating/tenement costs at Bronze Fox, costs of the offer and working capital; • Taylor Collison Limited and Cerberus Advisory to be appointed as Joint Lead Managers to the Placement; (d) option details of 1 option for every 1 share subscribed with an exercise price of \$0.005 each and expiry date of 31 July 2026. The Placement Securities proposed to be issued to a related party or their associates is subject to shareholder approval at the General Meeting under Resolutions 5 – 8.
Voting exclusion statement	A voting exclusion statement is contained in Resolution 3.

Recommendation and voting requirements

The Directors recommend that Shareholders vote in favour of Resolution 3.

Resolution 3 of the General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolution and votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolution 3.

3. Resolution 4 – Approval to Issue SPP Securities

Background

In conjunction with the Placement, the Company also announced that it will offer a non-underwritten share purchase plan (**SPP**) to existing Eligible Shareholders at a price of \$0.0025 per Share to raise up to a further \$300,000 (before costs) through the issue of up to 120,000,000 Shares (**SPP Shares**) on the same terms as the Placement. Under the SPP, the Company will also offer one (1) free attaching Option for every one (1) SPP Share subscribed for (**SPP Options**).

The proposed issue of SPP Shares and SPP Options (**SPP Securities**) pursuant to the SPP does not fall within an exception to Listing Rule 7.1 and would be required to be undertaken under the Company's 15% placement capacity pursuant to Listing Rule 7.1.

Accordingly, pursuant to the SPP and subject to Shareholder approval, the Company intends to issue up to 120,000,000 SPP Shares and up to 120,000,000 SPP Options.

The funds raised from the SPP will be used for the purposes set out below.

Resolution 4 is an ordinary resolution.

ASX 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 approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The proposed issue of the SPP Securities does not fall within one of these exceptions, and it exceeds the Company's capacity to issue securities within the 15% limit in ASX Listing Rule 7.1. As the issue of the SPP Securities requires the approval of the Company's Shareholders under ASX Listing Rule 7.1, the Company is seeking approval from Shareholders for the issue of the SPP Securities under ASX Listing Rule 7.1.

Resolution 4 seeks the required Shareholder approval to the issue of the SPP Securities under and for the purposes of ASX Listing Rule 7.1.

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

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the SPP Securities. There will therefore be no SPP Shares and no free attaching SPP Options to the SPP Shares and the Company may need to propose an SPP at a future time when it has sufficient placement capacity to issue the SPP Securities.

Technical information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, information regarding the issue of the SPP Securities is provided as follows:

The names of the persons to whom the Company will issue the securities	The SPP Securities will be issued to Eligible Shareholders of the Company.
Maximum number of securities	The maximum number of SPP Securities that the Company may issue is 120,000,000 Shares and 120,000,000 attaching Options.
The date on which the securities are proposed to be issued	The SPP Securities will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules). Subject to the receipt of shareholder approval, it is expected that the SPP Securities will be issued on 26 September 2024 as detailed in the timetable for the SPP (subject to any extensions).
The issue price	The SPP Shares will be issued at an issue price of \$0.0025 each and the SPP Options will be issued at \$NIL per SPP Option as these are free attaching on the basis of one (1) free SPP Option for every one (1) SPP Share subscribed for.
The terms of the securities	All of the SPP Shares 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. Each SPP Option is exercisable at \$0.005 each on and from the date of issue and expires on 31 July 2026. Refer to Schedule 1 for a summary of the terms of issue of the SPP Options.
The intended use of the funds raised	The purpose of the issue of the SPP Shares is to raise \$300,000 (before costs) which will be applied towards drilling at the Bronze Fox Project, operation/tenements costs at Bronze Fox, costs of the offer and to working capital. The SPP Options are being issued as a mechanism to raise additional funds following their exercise. In the event the SPP

	Options are exercised, it is anticipated that the funds will be applied towards working capital and general purposes.
If the securities are being issued under an agreement, a summary of the material terms of the agreement	The SPP Securities are to be issued under a prospectus issued under section 713 of the Corporations Act to be lodged on or about 20 August 2024 that will detail: (a) The price of each SPP Share; (b) The proposed issue date of each SPP Shares and SPP Options; and (c) That for every SPP Share issued, one (1) free attaching SPP Option would be issued exercisable at \$0.005 each on and from the date of issue until 31 July 2024.
Voting exclusion statement	A voting exclusion statement is contained in Resolution 4. Note: The Company has sought a waiver from ASX Listing Rule 7.3.9 to the extent necessary to permit this Resolution not to include a voting exclusion statement that excludes the votes of persons who may participate in the SPP or any associate of such person, on the condition that the Company excludes any votes cast in favour of that resolution by any proposed underwriter or sub-underwriter of the SPP. ASX will assess the suitability of the waiver application and, provided the ASX is satisfied with the circumstance of the request, it may grant the waiver. The receipt of the waiver is not certain and once the decision on the waiver is received, the Company will release it on the ASX market announcement platform.

Recommendation and voting requirements

The Directors recommend that Shareholders vote in favour of Resolution 4.

Resolution 4 of the General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolution and votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolution 4.

4. Resolutions 5, 6, 7 and 8 – Approval of Issue of Placement Securities to Ian Gordon, David Richards, David Lindh and Ralf Kriege

Background

On 12 August 2024, the Company announced a Placement to raise approximately \$1.7 million as detailed in Resolutions 1 and 2. Included in this amount was a commitment by Directors Ian Gordon, David Richards, David Lindh and Ralf Kriege to participate in the capital raise on the same terms as all the other investors, subject to the Company obtaining Shareholder approval to the issue (**Director Securities**).

Accordingly, Shareholder approval is being sought for the issue of a total of 60,000,000 Placement Shares and 60,000,000 free attaching Placement Options to Mr Gordon, Mr Richards, Mr Lindh and Mr Kriege (or their nominees) on the terms set out below and as detailed in the table below.

Director	Placement Shares	Placement Options
Ian Gordon	20,000,000	20,000,000
David Richards	20,000,000	20,000,000
David Lindh	8,000,000	8,000,000
Ralf Kriege	12,000,000	12,000,000
Total	60,000,000	60,000,000

Corporations Act

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

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Director Securities constitutes giving a financial benefit and Mr Gordon, Mr Richards, Mr Lindh and Mr Kriege are related parties of the Company by virtue of being Directors.

The Board has formed the view that Shareholder approval under Chapter 2E of the Corporations Act is not required for the purposes of the issue of the Director Securities, pursuant to Resolutions 5,6, 7 and 8, on the basis that the exception in section 210 of the Corporations Act applies as Mr Gordon, Mr Richards, Mr Lindh and Mr Kriege are proposing to participate in the Placement on the same terms as the other applicants.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

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

Technical information required by Listing Rule 14.1A

If Resolutions 5-8 are passed, the Company will be able to proceed with the issue of the Director Securities to Mr Gordon, Mr Richards, Mr Lindh and Mr Kriege. In addition, the issue of those Director Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1. If Resolutions 5-8 are not passed, the Company will not be able to proceed with the issue of those Director Securities to Mr Gordon, Mr Richards, Mr Lindh and Mr Kriege.

Technical information required by ASX Listing Rule 10.13

The following information is provided to satisfy the requirements of ASX Listing Rule 10.13 (being the information required to be disclosed for the purposes of ASX Listing Rule 10.11):

The name of the person to whom the Company will issue the securities	The Director Securities are proposed to be issued to Mr Ian Gordon, Mr David Richards, Mr David Lindh and Mr Ralf Kriege (or their nominees).
Category of Person under Listing Rule 10.11	Mr Gordon, Mr Richards, Mr Lindh and Mr Kriege are directors of the Company and consequently are related parties.
Number of securities to be issued	The maximum number of Director Securities to be issued is: (a) 20,000,000 Placement Shares and 20,000,000 Placement Options to Mr Ian Gordon (or nominee); (b) 20,000,000 Placement Shares and 20,000,000 Placement Options to Mr David Richards (or nominee); (c) 8,000,000 Placement Shares and 8,000,000 Placement Options to Mr David Lindh (or nominee) and (d) 12,000,000 Placement Shares and 12,000,000 Placement Options to Mr Ralf Kriege (or nominee).

The terms and price of the securities	The Shares 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. The Options are to be issued on the basis of one (1) Placement Option for every one (1) Placement Share issued. Refer to Schedule 1 for a summary of the terms of issue of the Options.
The date by which the securities will be issued	The Director Securities will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
The intended use of funds raised	The purpose of the issue of the Director Securities is to raise \$150,000 (before costs) which will be applied towards working capital and general purposes. The Placement Options are being issued as a mechanism to raise additional funds following their exercise. In the event the Placement Options are exercised, it is anticipated that the funds will be applied towards working capital and general purposes.
If the securities are being issued under an agreement, a summary of the material terms of the agreement	The Director Securities are being issued under a term sheet that detailed: (a) the issue price of each Placement Shares; and (b) the proposed issue date of each Placement Share. (c) the following other material terms: • \$1.7m placement together with a \$0.3 SPP, offer price A\$0.0025 per share and 1 for 1 options; • funds raised will be applied towards drilling at Bronze Fox, operating/tenement costs at Bronze Fox, costs of the offer and working capital; • Taylor Collison Limited and Cerberus Advisory to be appointed as Joint Lead Managers to the Placement; (d) option details of 1 option for every 1 share subscribed with an exercise price of \$0.005 each and expiry date of 31 July 2026.
Voting exclusion statement	A voting exclusion statement is contained in Resolutions 5, 6, 7 and 8.

Recommendation and voting requirements

Mr Gordon, Mr Richards, Mr Lindh and Mr Kriege decline to make a recommendation to Shareholders in relation to Resolutions 5, 6, 7 and 8 respectively due to their material personal interest in the outcome of these Resolutions on the basis that they are to be issued the Director Securities should Resolutions 5, 6, 7 and 8 be passed.

The Directors (other than the Resolution that relates to their own interest) recommend that Shareholders vote in favour of Resolutions 5, 6, 7 and 8.

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolutions 5, 6, 7 and 8.

5. Resolution 9 - Approval of Issue of Securities to Kincora Copper Limited

Background

On 12 August 2024, Woomera announced that it had entered into a legally binding earn-in term sheet with Kincora Copper Limited (**Kincora**) under which it was granted the right to earn up to an 80% interest in the Bronze Fox Project in Mongolia by spending US\$4 million over 5 years (with the ability to purchase the remaining 20% interest at WML's election).

As part of the terms of the acquisition and to secure the project, Woomera agreed to issue \$450,000 worth of Shares to Kincora (calculated on the same terms as the Placement) (**Kincora Securities**) together with payment of \$100k in cash.

Please refer to the Company's ASX Announcement dated 12 August 2024 for further details of the Kincora transaction.

Resolution 9 is seeking Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Kincora Securities to Kincora. By approving this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

ASX 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 approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The proposed issue of the Kincora Securities the subject of this Resolution does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the combined 25% limit available to the Company under ASX Listing Rules 7.1 and 7.1A. It therefore requires the approval of the Company's Shareholders under ASX Listing Rule 7.1.

Resolution 9 seeks the required Shareholder approval to the issue of the Kincora Securities under and for the purposes of ASX Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Kincora Securities. In addition, the issue of the Kincora Securities will be excluded from the calculation of the number of equity securities that the Company can in future issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Kincora Securities. Given these Kincora Securities will have to be issued however, the Company will issue them at a later date when it has sufficient placement capacity to issue the Kincora Securities.

Technical information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, information regarding the issue of the Kincora Securities is provided as follows:

The names of the persons to whom the Company will issue the securities	The Kincora Securities will be issued to Kincora Copper Limited.
Maximum number of securities	The maximum number of Securities that the Company may issue under this Resolution is: (a) 180,000,000 Shares; and (b) 180,000,000 free attaching Options.
The date on which the securities are proposed to be issued	The Kincora Securities will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
The issue price	The Shares will be issued at an issue price of \$0.0025 each and the Options at \$nil per Placement Option as these are free attaching on the basis of one (1) free Option for every one (1) Share subscribed for, rounded up.
The terms of the securities	All of the Shares 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. Each Option is exercisable at \$0.005 each on and from the date of issue and expires on 31 July 2026. Refer to Schedule 1 for a summary of the terms of issue of the Options.

The intended use of the funds raised	No funds will be raised from the issue of the Kincora Securities as they will be issued as part consideration under the earn-in term sheet with Kincora.
If the securities are being issued under an agreement, a summary of the material terms of the agreement	Please refer to the Company's ASX announcement dated 12 August 2024 for full details of the material terms of the agreement.
Voting exclusion statement	A voting exclusion statement is contained in Resolution 9.

Recommendation and voting requirements

The Directors recommend that Shareholders vote in favour of Resolution 9.

Resolution 9 of the General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolution and votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolution 9.

.

GLOSSARY

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

ACST means Australian Central Standard Time, being the time in Adelaide, South Australia, Australia.

ASIC means Australian Securities and Investments Commission.

Associate has the same meaning as in the Corporation Act.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

Board means the Directors of the Company as at the date of this Notice of Meeting.

Chair and **Chairman** means the person appointed to chair the Meeting.

Company means Woomera Mining Limited (ACN 073 155 781).

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

Director means a director of the Company.

Eligible Shareholder means a registered holder of Shares with a registered address in Australia or New Zealand at the Record Date under the SPP, but which excludes a person falling within Listing Rule 10.11.1 or an associate of such person .

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum to the Notice of Meeting.

Listing Rules means the listing rules of the ASX.

Meeting means the extraordinary general meeting proposed in this Notice of Meeting.

Notice or **Notice of Meeting** means this Notice of General Meeting.

Placement means the share placement announced by the Company on 12 August 2024.

Placement Option means an option to acquire a Share granted upon the issue of Placement Shares.

Placement Share means a fully paid ordinary share in the capital of the Company issued pursuant to the Placement.

Proxy Form means the proxy form attached to the Notice of Meeting.

Resolution means a resolution contained in this Notice of Meeting.

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

Shareholder or **Member** means a holder of a Share.

SPP means the share purchase plan as announced by the Company on 12 August 2024.

SPP Option means an option to acquire a Share granted pursuant to the issue of SPP Shares.

SPP Share means a fully paid ordinary share in the capital of the Company granted pursuant to the SPP.

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

SCHEDULE 1 – SUMMARY OF TERMS & CONDITIONS OF OPTIONS

Entitlement

Each New Option gives the Optionholder the right to subscribe for one Share. To obtain the right afforded by each Option, the Optionholder must exercise the relevant Options in accordance with the terms and conditions attaching to the Options. Subject to variation in the share capital of the Company, the amount payable by the Optionholder on the exercise of each New Option shall be \$0.005 (**Exercise Price**).

Issue Price

The Options shall be issued for no cash consideration.

Exercise

- (a) The Options will expire on 31 July 2026 (**Option Expiry Date**), unless exercised earlier pursuant to the terms and conditions of the Options. Any Option not exercised before the Option Expiry Date will automatically lapse on the Option Expiry Date.
- (b) The Options may be exercised at any time wholly or in part by delivering a duly completed notice of exercise together with payment for the Exercise Price per Option to the Company at any time on or after the date of issue of the Options and on or before the Option Expiry Date. Payment may be made as directed by the Company from time to time, which may include by cheque, electronic funds transfer or other methods.
- (c) The number of Options that may be exercised at one time must be not less than 10,000, unless the Option holder holds less than 10,000 options in which case all options must be exercised at one time.

Rank equally

Upon the valid exercise of the Options and payment of the Exercise Price, the Company will issue fully paid ordinary shares ranking pari passu with the then issued ordinary shares within 10 business days of the end of the month following valid exercise and payment.

Rights attaching to Options

- (a) In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
 - (i) the number of Options, the Exercise Price of the Options, or both will be reorganised (as appropriate) in a manner consistent with the Listing Rules as applicable at the time of reorganisation, but with the intention that such reorganisation will not result in any detriment or benefits being conferred on the holders of the Options which are not conferred on Shareholders; and
 - (ii) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of Shareholders approving a reorganisation of capital, in all other respects the terms for the exercise of the Options will remain unchanged.
- (b) Optionholders do not have any right to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where required pursuant to the Listing Rules, provide Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to Shareholders generally) to exercise the Options, in accordance with the requirements of the Listing Rules.
- (c) Subject to the Corporations Act, the Options are transferrable. Option holders do not participate in any dividends unless the Options are exercised and the resultant shares of the Company are issued prior to the record date to determine entitlements to the dividend.

Quotation of Options

The Company will apply to ASX for Quotation of the Options. Subject to the Quotation requirements being met, the Options will be quoted.

Need assistance?**Phone:**1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)**Online:**www.investorcentre.com/contact

WML

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

Woomera Mining Limited General Meeting

The Woomera Mining Limited General Meeting will be held on Thursday, 19 September 2024 at 11:00am (ACST). 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 11:00am (ACST) Tuesday, 17 September 2024.



ATTENDING THE MEETING VIRTUALLY

Shareholders, proxyholders, corporate representatives and holders of powers of attorney wishing to attend the Meeting via the webcast must email the Company at info@woomex.com.au by 5:00pm (ACST) on 17 September 2024 to register, and will then be provided with log in details, including a password for the meeting.

To vote online during the meeting you will need to visit <https://meetnow.global/MP7PJPF>

For instructions refer to the online user guide www.computershare.com.au/onlinevotingguide.

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.

WML

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030**Need assistance?****Phone:**1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)**Online:**www.investorcentre.com/contact**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **11:00am (ACST) on Tuesday, 17 September 2024.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING**Corporate Representative**

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

Lodge your Proxy Form:**XX****Online:**

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

Your secure access information is

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

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

By Mail:

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

By Fax:

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



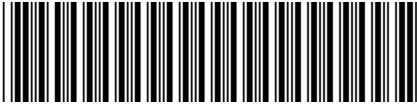
PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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

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

☐

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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Woomera Mining Ltd 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 Woomera Mining Limited to be held virtually on Thursday, 19 September 2024 at 11:00am (ACST) 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 Prior Issue of Placement Shares Issued under Listing Rule 7.1	☐	☐	☐
Resolution 2	Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1A	☐	☐	☐
Resolution 3	Approval of Issue of Placement Securities	☐	☐	☐
Resolution 4	Approval of Issue of SPP Securities	☐	☐	☐
Resolution 5	Approval of Issue of Placement Securities to Ian Gordon	☐	☐	☐
Resolution 6	Approval of Issue of Placement Securities to David Richards	☐	☐	☐
Resolution 7	Approval of Issue of Placement Securities to David Lindh	☐	☐	☐
Resolution 8	Approval of Issue of Placement Securities to Ralf Kriege	☐	☐	☐
Resolution 9	Approval of Issue of Securities to Kincora Copper Limited	☐	☐	☐

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