
BURLEY MINERALS LTD
ABN: 44 645 324 992
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting will be held at:

TIME: 11.00am (AWST)
DATE: Wednesday 29 November 2023
PLACE: Level 3 30 Richardson Street
WEST PERTH WA 6005

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (AWST) on 27 November 2023.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9322 6283.

CONTENTS PAGE

Notice of Annual General Meeting (setting out the proposed resolutions)	3
Explanatory memorandum (explaining the proposed resolutions)	7
Glossary	27
Proxy Form	28

VENUE AND VOTING INFORMATION

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at Level 3, 30 Richardson Street, West Perth, WA at 11.00am (AWST) on Wednesday 29 November 2023.

Shareholders will be able to attend and participate in the Meeting.

Shareholders will be able to vote and ask questions at the Meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to Lisa Wynne, Company Secretary at lisa@burleyminerals.com.au at least 5 Business Days before the Meeting.

Important Information for Shareholders

In accordance with section 110D of the Corporations Act 2001 (Cth), the Company will not dispatch physical copies of the Notice of Annual General Meeting. Instead, a copy of the Notice is available to be viewed and/or downloaded on the ASX market announcements platform at:

<https://www2.asx.com.au/markets/trade-our-cash-market/announcements> - and enter **BUR** at the prompt or on the Company's website at <https://burleyminerals.com.au/investors/asx-announcements>.

Your vote is important

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

Voting at the Meeting and Voting Eligibility

For the purposes of regulation 7.11.37 of the *Corporations Regulations 2001* (cth) the Directors have determined that the Shares quoted on the ASX at 5.00pm (WST) on 27 November 2023 will be taken, for the purposes of this Annual General Meeting, to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Meeting.

A shareholder entitled to attend and vote at the Meeting may vote by:

- (a) attending the Meeting; or
- (b) appointing a proxy, attorney or in the case of a corporate shareholder, a corporate representative, to vote at this Meeting on their behalf.

Attending the Meeting enables Shareholders to ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://www.advancedshare.com.au/Investor-Login and follow the prompts. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and the control number as shown on the front of the Proxy Form.
By mobile	Scan the QR Code on your Proxy Form and follow the prompts.
By facsimile	+61 8 6370 4203
By post	Advanced Share Registry Services, PO Box 1156, Nedlands WA 6909

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Undirected and Directed Proxies

The Company encourages all Shareholders who submit proxies to direct their proxy how to vote on each Resolution.

The Company will not disregard any votes cast on a Resolution by a person if the person is the Chair voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy.

If you intend to appoint the Chair as your proxy, you can direct him how to vote by marking the boxes for each resolution (for example, if you wish to vote "For", "Against" or "Abstain"), or you may not mark any of the boxes and instead give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of all Resolutions).

If you intend to appoint a Director (other than the Chair) or another member of the Key Management Personnel, or their Closely Related Parties as your proxy, **you must specify how they should vote on Resolution 1 by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.** If the Chair is your proxy (or if they are appointed by default) but you do not direct them how to vote on a resolution (that is, you do not mark any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may then vote as they see fit on that resolution.

If you mark more than one box on an item your vote will be invalid on that item.

In accordance with the Corporations Act, any directed proxies that are not voted on a poll at the meeting will automatically default to the Chair, who is required to vote proxies as directed.

It is the Chair's intention to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Asking Questions

We encourage you to submit questions in advance of the Meeting on any matter that may be relevant to the Meeting. You can do this sending your question to the Company Secretary by email to lisa@burleyminerals.com.au.

To allow time to collate questions and prepare answers, you must submit any questions at least 5 days before the Meeting.

Questions will be collated and, during the Meeting, the Chair of the Meeting will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Shareholders and proxy holders will also have the ability to listen to the discussion at the Meeting and ask questions during the Meeting.

Shareholders can submit any questions in advance of the Meeting by emailing them to lisa@burleyminerals.com.au.

The Meeting will consider only the business detailed in the Agenda below, followed by a Company update presentation made to Shareholders.

BUSINESS OF THE MEETING

AGENDA

1. ORDINARY BUSINESS

Financial statements and reports

"To receive and to consider the Full Year Statutory Accounts of the Company and its Consolidated Entities for the financial year ended 30 June 2023 together with the Declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report thereon."

Note: This item of ordinary business is for discussion only and is not a resolution.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report."

Note: Under section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Board or the Company.

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

Voting Prohibition Statement

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 1 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
 - (ii) a closely related party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF JEFF BRILL AS DIRECTOR

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

"That Mr Jeff Brill, a Non-Executive Director who retires by rotation in accordance with Clause 14.2 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election as a Director of the Company, be re-elected as a Director of the Company effective immediately."

4. RESOLUTION 3 – RE-ELECTION OF DAVID CROOK AS DIRECTOR

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

"That Mr David Crook, a Non-Executive Director appointed under the casual vacancy provisions of the constitution and who retires in accordance with Clause 14.4 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election as a Director of the Company, be re-elected as a Director of the Company effective immediately."

5. RESOLUTION 4 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR STEWART MCCALLION, MANAGING DIRECTOR AND CEO

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

"That, under and for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue to Mr Stewart McCallion (who is the Managing Director and CEO of the Company) and/or his nominee(s) of up to 500,000 Tranche #1 Performance Rights, 1,000,000 Tranche #2 Performance Rights and 1,000,000 Tranche #3 Performance Rights and the subsequent issue of fully paid ordinary shares in the Company on the vesting and exercise of those Performance Rights, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of: (i) Mr Stewart McCallion (and his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities; or (ii) an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - ii. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel, or
 - (ii) a closely related party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution. The above prohibition does not apply if:
 - (i) the proxy is the Chair; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUES OF 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 13,205,450 Shares on the terms and conditions set out in the Explanatory Statement."

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

Voting Exclusion Statement

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of the following parties:

- i. A person who participated in the issue; or
- ii. An Associate of that person or those persons.

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

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

7. RESOLUTION 6 – ASX LISTING RULE 7.1A (ADDITIONAL 10% CAPACITY) APPROVAL OF FUTURE ISSUE OF SECURITIES

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

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

BY ORDER OF THE BOARD

Lisa Wynne
Company Secretary
30 October 2023

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11.00am (AWST) on Wednesday, 29 November 2023.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

AGENDA

1. ORDINARY BUSINESS

Full Year Statutory Accounts and Reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Full Year Statutory Accounts of the Company and its Controlled Entities for the financial year ended 30 June 2023 together with the Declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report thereon.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Financial Report unless specifically requested to do so, Shareholders may view the Company's Financial Report on its website at <https://burleyminerals.com.au/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five Business Days before the Meeting, which is by 11:00am on 27 November 2023.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

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

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

2.2 Voting consequences

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

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

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

2.3 Previous voting results

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

3. RESOLUTION 2 - RE-ELECTION OF JEFF BRILL AS DIRECTOR

3.1 General

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

ASX Listing Rule 14.4 also provides that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

3.2 Jeff Brill – Non-Executive Director

Jeff Brill was appointed as a Director upon incorporation on 29 October 2020.

Under this Resolution, Mr Brill has elected to retire by rotation in accordance with clause 14.2 of the Company's Constitution, and being eligible, seeks re-election as a Director at this Annual General Meeting.

Mr Brill is a project manager well experienced in the mining and oil & gas sectors having executed projects in remote locations and operated in a variety of roles including Project Manager, Project Engineer, General Manager and Managing Director. Mr Brill has built project teams from the ground up to successfully execute a variety of projects and is an owner of engineering consultancy Avora.

Mr Brill was previously Managing Director of Engenium, where he delivered numerous studies, project management, detailed design engineering and full EPCM services to the mining industry. Engenium's client list included Atlas Iron and BC Iron as they fast-tracked themselves into production, as well as blue chip miners including BHP, Rio Tinto and FMG.

3.3 Directors' recommendation

The Directors (excluding Mr Brill) recommend that Shareholders vote for this Resolution.

4. RESOLUTION 3 - RE-ELECTION OF DAVID CROOK AS DIRECTOR

4.1 General

Clause 14.4 of the Company's Constitution requires that any Director appointed either to fill a casual vacancy or in addition to the existing Directors holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

4.2 David Crook – Non-Executive Director

David Crook was appointed as an additional Director under Clause 14.4 of the Company's constitution on 17 April 2023.

Under this Resolution, Mr Crook has elected to retire by rotation in accordance with clause 14.4 of the Company's Constitution, and being eligible, seeks re-election as a Director at this Annual General Meeting.

Mr Crook is an experienced Director with a strong technical and commercial background. Mr Crook has 40 years' experience as a geologist with a demonstrated discovery and production record including in nickel, gold, caesium and lithium, which included 16 years as Managing Director of ASX-listed Pioneer Resources Limited. Mr Crook was part of the geological teams that made discoveries at Mt Jewell (gold), Sinclair (caesium), Dome North (lithium), Kalpini and Goongarrie (nickel laterite), Radio Hill (nickel sulphide) and Gidgee Gold Mine (gold).

4.3 Directors' recommendation

The Directors (excluding Mr Crook) recommend that Shareholders vote for this Resolution.

5. RESOLUTION 4 - APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR STEWART MCCALLION, MANAGING DIRECTOR AND CEO

5.1 Background

Pursuant to Resolution 4, the Company is proposing to issue 2,500,000 Performance Rights in aggregate to Mr Stewart McCallion (Managing Director and CEO) and/or his nominee (together, the **Performance Rights**).

A summary of the Performance Rights to be issued to Mr McCallion is outlined below:

Director	Performance Rights			Total
	Tranche #1	Tranche #2	Tranche #3	
Stewart McCallion	500,000	1,000,000	1,000,000	2,500,000

The Performance Rights are to be issued on the terms and conditions set out below and in Annexure 1.

Subject to the terms in Annexure 1, the Performance Rights will vest as follows:

- (a) Tranche #1: upon the Company achieving a \$0.40 volume weighted average price for Shares over 20 consecutive trading days on which the Shares have been traded on ASX prior to 15 June 2026;
- (b) Tranche #2: upon the Company announcing an inferred iron ore resource of at least 25Mt @ +54% Fe on any project in which the Company has an interest prior to 15 June 2028; and
- (c) Tranche #3: upon the Company announcing an inferred lithium resource of at least 15Mt @ +1.0% Li₂O any project in which the Company has an interest prior to 15 June 2028.

Resolutions 4 is an ordinary resolution.

5.2 Listing Rule 10.11

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

- (a) a related party of the entity (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 (30%+) holder 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 (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (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 Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The proposed issues of Performance Rights the subject of Resolution 4 to Mr McCallion falls within Listing Rule 10.11.1 as he is a related party of the Company in his capacity as Director. As the proposed issue does not fall within any of the exceptions in Listing Rule 10.12 it therefore requires the approval of Shareholders under Listing Rule 10.11.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Performance Rights to Mr McCallion (and/or their respective nominee(s)) and the Director will be remunerated accordingly.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Performance Rights to Mr McCallion (and/or his respective nominee(s)) and the Company may need to consider other forms of remuneration, including by the payment of cash.

5.3 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 Performance Rights:

- (a) the Performance Rights will be issued to Mr McCallion (and/or his nominee(s)), who is the Managing Director and CEO, if Resolution 4 is approved by Shareholders;
- (b) Mr McCallion falls into the category stipulated by Listing Rule 10.11.1, being a related party of the Company by virtue of being a Director. In the event that the Performance Rights are issued to a nominee or nominees of the Director, those persons will fall into the category stipulated by Listing Rule 10.11.4;
- (c) the maximum number of Performance Rights to be issued to the Related Party (or his respective nominee(s)) is 2,500,000, in the proportions set out in section 5.1 above. The actual number of Performance Rights that vest is dependent on the achievement of the vesting conditions;
- (d) the Performance Rights are subject to the expiry dates and the other material terms in Annexure 1;
- (e) the Performance Rights will be issued no later than one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (f) the Performance Rights will have an issue price of nil as they will be issued as part of Mr McCallion's remuneration package and no amount is payable on vesting of the Performance Rights. As such no funds will be raised through the grant of the Performance Rights or on the exercise and conversion of the Performance Rights into Shares;
- (g) the purpose of the issue of the Performance Rights is to reward and incentivise Mr McCallion by linking his remuneration to the achievements of the strategic goals and long-term performance of the Company. The Company is cognisant of the requirement to preserve cash, while providing the principal drivers of Shareholder value with appropriate incentives. The Board considers that the delineation of JORC compliant resources and reserves as well as the achievement of a sustained and substantial target increase in the share price at 122% are milestones that, if reached, will deliver significant benefits to Shareholders and align executive rewards with Shareholder interests;
- (h) The current remuneration package of Mr McCallion is as per below:

Position	Annual remuneration excluding superannuation and non cash benefits	Estimated value of Performance Rights (Annexure 2)*	Total (annual remuneration + estimated value of Performance Rights)
Managing Director	\$240,000*	\$417,000	\$657,000

*Note: \$20,000 (plus GST) per month paid under a consultancy agreement with Alta Villa Project Services Pty Ltd (AVPS) (a company controlled by Mr Stewart McCallion) under which Mr McCallion is made available to carry out AVPS obligations under the consultancy agreement including to be appointed Managing Director and Chief Executive Officer of the Company.

It is noted that, the 20-day VWAP price milestone target ascribed to the Tranche #1 Performance Rights Performance Milestones is based on the closing price of the Company's shares of \$0.18 as at a valuation date of 18 October 2023.

Performance Rights	Closing Price at value date	% Value Increase	Target Share Value	Performance Period
Tranche #1	\$0.18	122%	\$0.40	2.66 years

Australian Accounting Standard 2 Share-based Payment ('AASB 2') states in paragraph 19 that vesting conditions, other than market conditions, shall not be taken into account when estimating the fair value of the shares or share options at the measurement date. Instead, vesting conditions shall be taken into account by adjusting the number of equity instruments included in the measurement of the transaction amount so that, ultimately, the amount recognised for goods or services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest. On the other hand, paragraph 21 states that market conditions, such as a target share price upon which vesting (or exercisability) is conditioned, shall be taken into account when estimating the fair value of the equity instruments granted.

Therefore, the assessment of the Performance Milestone for Tranche #1 Performance Rights are that they are market vesting conditions and in accordance with AASB 2, have been independently valued using a Monte Carlo simulation option pricing model based on the closing price of the Company's shares as at the valuation date of 18 October 2023 (as disclosed above). The Company confirms it has received an independent valuation of the value of the Tranche #2 or Tranche #3 Performance Rights from Pendragon Capital Ltd as detailed in Annexure 2.

- (i) the Performance Rights are being issued under the consultancy agreement between the Company and Alta Villa Project Services Pty Ltd (**AVPS**) (a company controlled by Mr Stewart McCallion) dated 16 June 2023 under which Mr McCallion is made available to carry out AVPS obligations under the consultancy agreement including to be appointed Managing Director and Chief Executive Officer of the Company. The key terms of the consultancy agreement include that the Company will be pay AVPS a consultancy fee of \$20,000 plus GST per month based on a minimum 16 days per month and that Mr McCallion is expected to work whatever hours are necessary in the performance of his role. Under the consultancy agreement AVPS or nominee will be entitled to the Performance Rights. The consultancy agreement can be terminated by either party on 3 month's notice. Otherwise, the consultancy agreement contains provisions that the Board considers standard for agreements of this nature.; and
- (j) a voting exclusion statement is included in the Notice.

5.4 Chapter 2E of the Corporations Act

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

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

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

The grant of the Performance Rights constitutes giving a financial benefit and Mr McCallion is a related party of the Company by virtue of being a Director of the Company.

Section 211 of the Corporations Act provides an exception to the provisions of Chapter 2E where the financial benefit is remuneration that would be reasonable given the circumstances of the Company and the related party's circumstances (including the responsibilities involved in the office or employment).

The Board believes, after a review of the publicly available information relating to the remuneration packages of industry executives and non-executives in similar roles, that the proposed grant of the Performance Rights to Mr McCallion is within the exemption contained in section 211 of the Corporations Act as reasonable remuneration.

In addition to the grant of the Performance Rights, Alta Villa Project Services Pty Ltd (a company controlled by Mr Stewart McCallion) is also (as per above) to be paid an annual consultancy fee of \$240,000 (plus GST) (**Base Fee**). The Board believes after a review of the publicly available information relating to the remuneration packages of industry executives and non-executives in similar roles, that the proposed grant of the Base Fee to Mr McCallion is within the exemption contained in section 211 of the Corporations Act as reasonable remuneration. Shareholder approval is therefore not being sought for either the payment of the Base Fee or the issue of the Performance Rights to Mr McCallion.

5.5 Other information regarding proposed issue of the Performance Rights

- (a) The Board recognises that the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations states that non-executive directors should not receive performance rights as part of their remuneration. In this respect, the Board notes Mr McCallion is an executive director (Managing Director and CEO) and, in any event, considers the issue of Performance Rights to Mr McCallion is appropriate in the circumstances for the reasons set out below.
- (b) The Board has concluded that the totality of Mr McCallion's remuneration package, including the equity component of such number of Performance Rights proposed to be issued to Mr McCallion is fair and reasonable in the circumstances of the Company given its size and stage of development, market practice of other companies in the mineral exploration industry and given the necessity to attract and retain the highest calibre of skilled professionals to the Company whilst maintaining the Company's cash reserves, and in light of the Directors' management experience and knowledge of the mineral exploration industry.
- (c) The Board does not consider that there are any material taxation consequences or benefits foregone by the Company as a result of issuing the Performance Rights on the terms proposed.
- (d) Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision as to whether it is in the best interests of the Company to pass Resolution 4 other than as follows:
 - (i) if all the Performance Rights the subject of Resolution 4 are granted and exercised, then the Company's fully paid share capital (based on the existing number of Shares as at the date of this Notice and assuming no other Company securities are exercised or converted) will be diluted by 2.40%;
 - (ii) the Directors consider that the incentive represented by the grant of Performance Rights is a cost effective and efficient incentive when compared to other forms of incentive such as cash, bonuses or increased remuneration;

- (iii) the primary purpose of the grant of Performance Rights is to provide an incentive to Mr McCallion as the Managing Director and CEO of the Company. Given this purpose, the Directors do not consider that there is any opportunity cost or benefit foregone to the Company in granting the Performance Rights that are the subject of Resolution 4 (other than as set out below); and
 - (iv) the Board has examined the individual remuneration packages of Directors to determine the fairness and reasonableness of the remuneration package of Mr McCallion. As part of the examination, the Board has reviewed the publicly available remuneration packages of industry executives and non-executives in similar roles. The Board considers the grants to Mr McCallion are appropriate in the circumstances for the reasons set out below.
- (e) Based on its examination, the Board has concluded that the totality of Mr McCallion's remuneration package, including the equity component of up to 2,500,000 Performance Rights, now to be considered for approval by Shareholders, is fair and reasonable in the circumstances of the Company given its size and stage of development, market practice of other companies in the mineral exploration industry and given the necessity to attract and retain the highest calibre of skilled professionals to the Company whilst maintaining the Company's cash reserves, and in light of Mr McCallion's significant management experience and knowledge of the metals and mineral exploration industry.
- (f) Accounting standards require that granted Performance Rights be valued and expensed. The Directors do not consider that there are any other opportunity costs to the Company or benefits foregone by the Company in respect of the proposed issue of Performance Rights pursuant to Resolution 4.
- (g) The last available price of Shares quoted on ASX prior to the date of this Notice of Meeting on 18 October 2023 was \$0.19. The highest price for Shares trading on ASX over the period since official quotation on the ASX (5 July 2021) was \$0.41 on 5 July 2021 and the lowest price in that period was \$0.075 on 27 June 2022.

5.6 Listing Rule 7.1

Broadly speaking, and subject to a number of exemptions, ASX 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 Performance Rights to Mr McCallion with Shareholder approval pursuant to ASX Listing Rule 10.11 falls within Exception 14 to ASX Listing Rule 7.1 and therefore Shareholder approval is not required under ASX Listing Rule 7.1 to issue the Performance Rights to Mr McCallion and/or his nominee(s) as approval is being obtained under ASX Listing Rule 10.11.

Shareholders should note that the issue of securities to Mr McCallion and/or his nominee(s) will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

5.7 Directors' recommendations

Messrs Bryan Dixon (Non-Executive Chairman), Jeff Brill (Non-Executive Director) and David Crook (Non-Executive Director) each recommend that Shareholders vote in favour of Resolution 4 for the reasons set out in 5.3(g) and 5.5(e) and for the following reasons:

- (a) consideration has been given to the amount of directors' fees that are currently paid and the Company's medium and long term objectives. Following such consideration, the Directors consider a portion of Mr McCallion's total remuneration should be in the form of Performance Rights;

- (b) the grant of Performance Rights supplements the cash component of Mr McCallion's remuneration and enables the Company to retain high quality and well-credentialed directors essential to the ongoing and longer-term strategic development of the Company;
- (c) the grant of Performance Rights to Mr McCallion will further align the medium to long-term interests of Mr McCallion with those of Shareholders;
- (d) the grant of the Performance Rights to Mr McCallion is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr McCallion; and
- (e) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Performance Rights to Mr McCallion upon the terms proposed.

Messrs Dixon, Brill and Crook each have no personal interest in the outcome of Resolution 4.

Mr Stewart McCallion declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution.

6. RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

6.1 Placement

As announced on 17 May 2023, the Company entered into a subscription agreement pursuant to which PearTree Securities Inc. (**PearTree**), as agent for certain investors (**Flow-Through Investors**), agreed to subscribe for an aggregate of 7,651,110 Shares at an issue price of C\$0.392 (A\$0.436) per Share to raise approximately C\$3,000,000 (A\$3,335,884) (before costs) (**Subscription Agreement**). The Subscription was completed and the Shares issued on 24 May 2023.

On 17 May 2023, the Company announced that it had received firm commitments for a placement of fully paid ordinary Shares to raise approximately \$1,166,411 (before costs) by the issue of 5,554,340 Shares at \$0.21 per Share (**Placement**). The Placement was completed and the Placement Shares issued to a range of sophisticated and professional investors on 26 May 2023.

The Placement was undertaken as follows:

- (a) 7,651,110 Shares were issued on 24 May 2023 under the Company's placement capacity under Listing Rule 7.1. The Company is seeking Shareholder approval to ratify the prior issue of the 7,651,110 Shares.
- (b) 5,554,340 Shares were issued on 26 May 2023 under the Company's placement capacity under Listing Rule 7.1. The Company is seeking Shareholder approval to ratify the prior issue of the 5,554,340 Shares.

6.2 Use of funds

Funds raised from the Placements will be used for drilling at the Company's Chubb Lithium Project in Quebec, Canada and the Gascoyne, Hammersley and Yerecoin Projects in Western Australia as detailed in the Company's prospectus dated 23 May 2023.

6.3 General

Shareholder ratification for the prior issue of the 13,205,540 Shares issued on 24 May and 26 May 2023.

The issue of the 13,205,540 Shares did not breach Listing Rule 7.1 at the time of the issue.

Refer to Section 6.5 for further information with respect to the 13,205,540 Shares.

As summarised in Section 6.1 above, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

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's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of Equity Securities following this Meeting remains conditional on Resolution 6 being passed at this Meeting.

The issue of the 13,205,540 Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the 13,205,540 Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 13,205,540 Shares.

6.4 Technical information required by Listing Rule 14.1A

If passed, the 13,205,540 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 the 12 month period following the date of issue of the 13,205,540 Shares.

If not passed, the 13,205,540 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 the 12 month period following the date of issue of the 13,205,540 Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of Equity Securities following this Meeting remains conditional on Resolution 6 being passed at this Meeting.

6.5 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:

- (a) the 13,205,540 Shares were issued by way of two placements as follows:
- I. 7,651,110 Shares were issued pursuant to the Subscription Agreement to PearTree Securities Inc. (**PearTree**), as agent for certain investors (**Flow-Through Investors**);
 - II. 5,554,340 Shares were issued to professional and sophisticated investors who were identified by the Directors and the Lead Manager, Canaccord Genuity (Australia) Ltd;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that:
- I. PearTree was issued more than 1% of the issued capital of the Company;
 - II. none of the recipients were related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
- (c) 13,205,540 Shares were issued and the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the 13,205,540 Shares were issued as follows:
- I. 7,651,110 Shares were issued on 24 May 2023; and
 - II. 5,554,340 Shares were issued on 26 May 2023;
- (e) the issue price was as follows:
- I. 7,651,110 Shares were issued to PearTree at an issue price of C\$0.392 (A\$0.436) on 24 May 2023; and
 - II. 5,554,340 Shares were issued at an issue price of A\$0.21;
- (f) the 13,205,540 Shares were issued as part of the Subscription Agreement and the Placement the purpose of which was to raise capital which the Company intends to use in the manner set out in Section 6.2;
- (g) the 13,205,540 Shares were issued as follows:
- 7,651,110 Shares were issued pursuant to the Subscription Agreement; and
- 5,554,340 Shares were issued pursuant to customary placement offer letters between the Company and the professional and sophisticated investors on the terms set out in this Section 6.

7. RESOLUTION 6 – ASX LISTING RULE 7.1A (ADDITIONAL 10% CAPACITY) APPROVAL OF FUTURE ISSUE OF SECURITIES

7.1 General

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of 18 October 2023, based on a closing Share price of \$0.18, the Company has a market capitalisation of approximately \$18.2 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

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

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

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

7.2 Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the Equity Securities may be issued under Listing Rule 7.1A

Any Equity Securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's Equity Securities and issued for cash consideration.

The issue price per Equity Security must not be less than 75% of the volume weighted average market price of the Equity Securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; and
- (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a), the date on which the Equity Securities are issued.

Purposes for which the funds raised by an issue of Equity Securities under Listing Rule 7.1A may be used

As noted above, any Equity Securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of Equity Securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any Equity Securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of Equity Securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) to further develop the Company's business;
- (b) for general corporate purposes, including working capital requirements.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues Equity Securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's Equity Securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the Equity Securities may be issued at a price that is at a discount (as described above) to the market price for the Company's Equity Securities on the issue date;

which may have an effect on the amount of funds raised by the issue of Equity Securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in Listing Rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.09 50% decrease in issue price	\$0.18 issue prices ^(b)	\$0.36 100% increase in issue price
"A" is the number of shares on issue being: 101,296,756	10% voting dilution ^(c)	10,129,676	10,129,676	10,129,676
	Funds raised ^(a)	\$911,671	\$1,823,342	\$3,646,683
"A" is a 50% increase in shares on issue, being: 151,945,134	10% voting dilution ^(c)	15,194,513	15,194,513	15,194,513
	Funds raised	\$1,367,506	\$2,735,012	\$5,470,025
"A" is a 100% increase in shares on issue, being: 202,593,512	10% voting dilution ^(c)	20,259,351	20,259,351	20,259,351
	Funds raised	\$1,823,342	\$3,646,683	\$7,293,366

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 18 October 2023.
- (b) Based on the closing price of the Company's Shares on ASX as at 18 October 2023.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of Equity Securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of Equity Securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of Equity Securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of Equity Securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue Equity Securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of Equity Securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of Equity Securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of Equity Securities.

Issue or agreement to issue Equity Securities under Listing Rule 7.1A in the 12 months prior to AGM

In the 12 months preceding the date of the Meeting (the period commencing 30 November 2022), the Company has not issued Shares using the 10% placement capacity available under ASX Listing Rule 7.1A.

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not invited any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

7.3 Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

8.1 Scope of disclosure

The law requires that this Explanatory Statement sets out all other information that is reasonably required by Shareholders in order to decide whether or not it is in the Company's interests to pass the Resolutions and which is known to the Company.

The Company is not aware of any relevant information that is material to the decision on how to vote on the Resolutions other than as is disclosed in this Explanatory Statement or previously disclosed to Shareholders by the Company by notification to the ASX.

8.2 Directors' recommendations

The Directors unanimously recommend that Shareholders vote in favour of the Resolutions, other than to the extent that a Director abstains from expressing an opinion or making a recommendation due to having a material personal interest in the Resolutions, as disclosed in this Notice.

8.3 Voting intentions of the Chair

The Chair intends to vote all available proxies in favour of the Resolutions.

8.4 Taxation

The passing of the Resolutions may give rise to income tax implications for the Company and Shareholders. Shareholders are advised to seek their own taxation advice on the effect of the Resolutions on their personal position. Neither the Company, nor any Director or adviser to the Company accepts any responsibility for any individual Shareholder's taxation consequences on any aspect of the Resolutions.

8.5 ASIC and ASX disclaimer

The fact that the Notice, Explanatory Statement and any other relevant documentation has been received by ASX and ASIC is not to be taken as an indication of the merits of the Resolutions or the Company. ASIC, ASX and their respective personnel take no responsibility for the contents of such documentation or any decision a Shareholder may make in reliance on that documentation.

ANNEXURE 1 - TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

The terms and conditions of the Performance Rights are set out below.

- 1 **(Entitlement):** Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder, on exercise, to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
- 2 **(Conditions):** The Performance Rights have the vesting conditions and expiry dates set out below.
 - (a) **Tranche #1:** the Company achieving a \$0.40 volume weighted average price for Shares over 20 consecutive trading days on which the Shares have been trading prior to expiring on 15 June 2026;
 - (b) **Tranche #2:** the Company announcing an inferred iron ore resource of at least 25Mt @ +54% Fe on any project in which the Company has an interest prior to expiring on 15 June 2028; and
 - (c) **Tranche #3:** the Company announcing an inferred lithium resource of at least 15Mt @ +1.0% Li₂O on any project in which the Company has an interest prior to expiring on 15 June 2028.
- 3 **(Forfeiture)** In the event that the holder retires or is otherwise removed as a Director of the Company, all the unvested Performance Rights at the time will be forfeited.
- 4 **(Exercise of Performance Rights):** Upon vesting, the Performance Rights will convert into Shares in accordance with these terms and conditions upon exercise of the vested Performance Rights at the discretion of the holder (by the holder giving written notice of exercise to the Company) on or before the relevant Expiry Date.
- 5 **(Expiry Date and Lapse):** Each Performance Right will lapse upon the earlier to occur of:
 - (a) the Vesting Condition not being satisfied on or before the relevant Expiry Date; or
 - (b) the Performance Rights lapsing and being forfeited under these terms and conditions,and, for the avoidance of doubt, any vested but unexercised Performance Rights will automatically lapse on that date except as set out in paragraph 20.
- 6 **(Conversion):** Upon achievement of the relevant Vesting Condition, each Performance Right will convert into one Share in accordance with these terms and conditions upon exercise of the vested Performance Right at the discretion of the holder (by the holder giving written notice of exercise to the Company) on or before the relevant Expiry Date.
- 7 **(Shares issued on conversion):** Shares issued on conversion of the Performance Rights rank equally with the then Shares of the Company.
- 8 **(No cash consideration):** The Performance Rights will be issued for nil consideration and no consideration will be payable upon the issue of Shares after conversion.
- 9 **(Quotation):** The Performance Rights will be unquoted.
- 10 **(Transferability):** The Performance Rights are not transferable.

- 11 **(Timing of issue of Shares):** Within 10 business days after the later of the following:
- (a) the holder exercising the Performance Right in accordance with these terms and conditions after the applicable Vesting date; and
 - (b) if a Cleansing Notice is required, when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,
- the Company will:
- (c) issue the Shares pursuant to the conversion of the Performance Rights at the discretion of the holder;
 - (d) if required and subject to paragraph 12, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (Cleansing Notice); and
 - (e) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the Listing Rules.
- 12 **(Transfer restrictions):** If the Company is unable to deliver a Cleansing Notice (to the extent required) 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 conversion of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue with ASIC a "cleansing prospectus" prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. Where this clause applies, any Shares issued on conversion of Performance Rights will be subject to a holding lock until the earlier of such time as a prospectus is issued by the Company or 12 months from the date of issue of the Shares.
- 13 **(Quotation of Shares on conversion):** Application will be made by the Company to ASX, on the business day the Shares are issued, for quotation of the Shares issued upon the conversion of the Performance Rights.
- 14 **(Dividend and voting rights):** The Performance Rights do not confer on the holder an entitlement to vote at general meetings of the Company or to receive dividends.
- 15 **(Participation in entitlements and bonus issues):** Subject always to the rights under paragraphs 16 and 18, holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- 16 **(Adjustment for bonus issue):** If securities are issued pro-rata to shareholders generally by way of bonus issue (other than an issue in lieu of dividends by way of dividend reinvestment), the number of Performance Rights to which the holder is entitled will be increased by that number of securities which the holder would have been entitled if the Performance Rights held by the holder had converted to Shares immediately prior to the record date of the bonus issue, and in any event in a manner consistent with the Listing Rules at the time of the bonus issue.
- 17 **(No rights to return of capital):** The Performance Rights do not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

- 18 **(Rights on winding up):** The Performance Rights do not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
- 19 **(Adjustments for reorganisation):** In the event that the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all the holder's rights as a holder of Performance Rights will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation provided that, subject to compliance with the Listing Rules, following such reorganisation the holder's economic and other rights are not diminished or terminated.
- 20 **(Leaver):** Where the holder of the Performance Rights (or the person entitled to the Performance Rights that nominated the nominee holding the Performance Rights) is no longer employed, or their office or engagement is discontinued with, the Company any unvested Performance Rights will automatically lapse and be forfeited by the holder unless the Board otherwise determines in its discretion.
- 21 **(Change of Control):** If prior to the earlier of the conversion of Performance Rights or the relevant Expiry Date a Change in Control Event occurs then each Performance Right will automatically vest, regardless of whether the Vesting Conditions have been satisfied. For the purposes of these terms, a Change of Control Event occurs if:
- (a) the Company announces that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, or any reconstruction, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement;
 - (b) a Takeover Bid (as defined in the Corporations Act):
 - (i) has become unconditional; and
 - (ii) the person making the Takeover Bid has a Relevant Interest (as defined in the Corporations Act) in fifty percent (50%) or more of the issued Shares; or
 - (c) any person acquires a Relevant Interest in fifty and one-tenths percent (50.1%) or more of the issued Shares by any other means.

ANNEXURE 2 – VALUATION OF PERFORMANCE RIGHTS

(A) Valuation

Performance Rights Class A and D

The Tranche #2 and Tranche #3 Performance Rights proposed to be issued to Mr McCallion pursuant to Resolution 4 have been valued based on the number of Performance Rights granted multiplied by the prevailing Share price at the valuation date of 18 October 2023 multiplied by a Probability Factor that the Performance Milestones are achieved.

The number of Performance Rights granted and the Share price are known variables, however the probabilities assigned to the achievement of the Performance Milestones for the Tranche #2 and Tranche #3 Performance Rights are highly subjective and ultimately affected by a broad range of factors. Rather than make an assessment of this probability factor, a probability factor of 100% has been used to disclose the maximum value of the Performance Rights should all the Performance Milestones for the Tranche #2 and Tranche #3 Performance Rights be met.

A breakdown of the maximum number and value of the Shares and Performance Rights based on the valuation date of 18 October 2023 is summarised below:

Maximum number of Performance Rights	Maximum number of Performance Rights	Prevailing Share Price (\$)	Probability Factor	Total Value of Shares (\$)
Tranche #2	1,000,000	0.18	100%	180,000
Tranche #3	1,000,000	0.18	100%	180,000
Total Value (\$) Tranche #2 and Tranche #3 Performance Rights				360,000

(B) Tranche #1 Performance Rights

The Tranche #1 Performance Rights proposed to be issued to Mr McCallion pursuant to Resolution 4 have been valued independently by Pendragon Capital Ltd (**Pendragon Capital**). Pendragon Capital have consented to the inclusion of the statements attributed to them in this Notice (including this Annexure 2) in the form and context in which they appear.

Australian Accounting Standard 2 Share-based Payment ('AASB 2') states in paragraph 19 that vesting conditions, other than market conditions, shall not be taken into account when estimating the fair value of the shares or share options at the measurement date. Instead, vesting conditions shall be taken into account by adjusting the number of equity instruments included in the measurement of the transaction amount so that, ultimately, the amount recognised for goods or services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest. On the other hand, paragraph 21 states that market conditions, such as a target share price upon which vesting (or exercisability) is conditioned, shall be taken into account when estimating the fair value of the equity instruments granted.

Pendragon Capital concluded that the vesting conditions attached to the Performance Rights meet the definition of a market condition, as the vesting of the Performance Rights is dependent on the future market price of the Company's ordinary shares. Therefore, in determining the value of the Performance Rights, Pendragon Capital used the Hoadley Trading & Investment Tools ("Hoadley") *Barrier 1* valuation model, as per below. The valuation

model adopted is a binomial barrier model – as the Performance Rights have an “up-and-in” barrier price attached, it is necessary to assess the likelihood of the share price reaching that barrier at any point during the vesting period and factor into the valuation. A standard Black-Scholes valuation model does not include this ability so would not be appropriate in these specific circumstances.

Further information on Hoadley's employee option valuation models can be found at www.hoadley.net

Valuation of Performance Rights Based on Hoadley Valuation Model

Valuation at 18 October 2023 (Prevailing Share Price \$0.18)

Maximum number of Performance Rights	Maximum number of Performance Rights	Value per Right (\$)	Total Value of Shares (\$)
Tranche #1	500,000	0.1140	57,000
Total Value (\$) Tranche #1 Performance Rights			57,000

Assumptions	Tranche #1 Performance Rights
Valuation Date	18 October 2023
Share Price ¹	\$0.18
Share Price Target	\$0.40
Vesting Date	15 June 2026
Expiry Date	15 June 2026
Expected Future Volatility	100.98%
Risk Free Rate	4.17%

Total valuation of all Performance Rights to be approved pursuant to Resolution 4 is therefore \$417,000.

GLOSSARY

Annual General Meeting or **Meeting** means the Annual General Meeting of the Company convened by this Notice of Meeting.

AWST means Australian Western Standard Time, as observed in Perth, Australia.

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

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

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

Chair means the chair of the Meeting.

Company means Burley Minerals Ltd (ABN: 44 645 324 992).

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

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

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 a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Meeting** means this Notice of the Annual General Meeting including the Explanatory Statement and Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

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

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

Shareholder means a registered holder of a Share.


ONLINE PROXY APPOINTMENT
www.advancedshare.com.au/investor-login

MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Burley Minerals Ltd and entitled to attend and vote hereby:

APPOINT A PROXY

☐ The Chair of the Meeting **OR** ☐

 **PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including 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 the Company to be held **at Level 3, 30 Richardson Street, West Perth, WA 6005 on 29 November 2023 at 11.00am (AWST)** and at any adjournment or postponement of that Meeting.

Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

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

VOTING DIRECTIONS

Resolutions	For	Against	Abstain*
1 Approval of the Remuneration Report	☐	☐	☐
2 Re-election of Jeff Brill as Director	☐	☐	☐
3 Re-election of David Crook as Director	☐	☐	☐
4 Approval of issue of Performance Rights to Managing Director and CEO Mr Stewart McCallion	☐	☐	☐
5 Ratification of Issues of Securities	☐	☐	☐
6 ASX Listing Rule 7.1A (additional 10% capacity) Approval of Future Issue of Securities	☐	☐	☐



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3
(Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

☐ Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

STEP 1

STEP 2

STEP 3

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

(a) CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

(b) APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

(c) DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

(d) VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

(e) PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 2, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 2.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

(f) APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

(g) COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

(h) CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

(i) SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11.00am (AWST) on 27 November 2023, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033