
CAULDRON ENERGY LIMITED
ACN 102 912 783
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (AWST)

DATE: Thursday, 28 November 2024

PLACE: Level 3, 435 Roberts Road, Subiaco, Western Australia 6008

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

This Notice 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 4:00pm AWST on Tuesday, 26 November 2024.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

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 as contained in the Company's annual financial report for the financial year ended 30 June 2024."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

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

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – IAN MULHOLLAND

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

"That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Ian Mulholland, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MICHAEL FRY

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

"That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Michael Fry, a Director, retires by rotation, and being eligible, is re-elected as a Director."

5. RESOLUTION 4 – ELECTION OF DIRECTOR – MICHAEL WELLS

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

"That, for the purpose of clause 15.3 of the Constitution, Listing Rule 14.3, and for all other purposes, Michael Wells, having consented to act as a director of the Company, be appointed as a director of the Company."

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A – PRIVATE PLACEMENT

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 45,000,000 Shares to Parle Investments Pty Ltd on the terms and conditions set out in the Explanatory Statement."

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

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A – OCTOBER PLACEMENT

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 111,111,111 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

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

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF OPTIONS UNDER LISTING RULE 7.1 – OCTOBER PLACEMENT

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 27,777,814 Options to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

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

9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO CANACCORD 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 28,114,333 Options to Canaccord Genuity (Australia) Limited (or their nominees) on the terms and conditions set out in the Explanatory Statement."

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

10. RESOLUTION 9 – CONFIRMATION OF APPOINTMENT OF AUDITOR

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

"That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, BDO Audit Pty Ltd having been nominated by a Shareholder and having given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company."

11. RESOLUTION 10 – APPROVAL OF 7.1A MANDATE

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 11 – APPROVAL TO AMEND TERMS OF EXISTING OPTIONS

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

"That, for the purposes of Listing Rule 6.23.4 and for all other purposes, Shareholders approve the proposed amendment to the terms and conditions of the Existing Options to allow the cashless exercise of such Existing Options on the terms and conditions set out in the Explanatory Statement."

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

Voting Prohibition Statements

Resolution 1– Adoption of Remuneration Report	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) 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 the remuneration of a member of the Key Management Personnel.
Resolution 11 - Approval to Amend Terms of Existing Options	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolution 5 – Ratification of Prior Issue of Shares Under Listing Rule 7.1A – Private Placement	Parle Investments Pty Ltd or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 6 – Ratification of Prior Issue of Shares Under Listing Rule 7.1A – October Placement	The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 7 – Ratification of Prior Issue of Options Under Listing Rule 7.1 – October Placement	The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 8 – Ratification of Prior Issue of Options to Canaccord Under Listing Rule 7.1	Canaccord Genuity (Australia) Limited (or their nominees) or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.

Resolution 11 - Approval to Amend Terms of Existing Options

A holder of Existing Options (and/or their nominee(s)) (namely, Ian Mulholland, Jonathan Fisher and Jeffrey Moore) or an associate of that person or those persons.

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 0417 996 454.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://www.cauldronenergy.com.au/>.

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 to 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 Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – IAN MULHOLLAND

3.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Ian Mulholland, who has held office without re-election since 29 November 2022 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Mr Mulholland is set out below.

Qualifications, experience and other material directorships	Mr Mulholland has had a long and distinguished career in the exploration and mining industry holding senior technical and executive roles for over 30 years. Mr Mulholland was Chief Geologist of Summit Resources during which time Summit completed a resource upgrade on the Valhalla uranium deposit and acquired a portfolio of uranium projects in Queensland; ultimately being taken over by ASX-listed Paladin Resources for ~\$44 million. Subsequently, Mr Mulholland was Exploration Manager at Anaconda Nickel during the period that Anaconda grew its lateritic nickel ore resource from 300 million tonnes to over 1.3 billion tonnes; and Technical Director of Conquest Mining during the period in which Conquest acquired the Mt Carlton silver-gold project with Conquest subsequently merging with Evolution Mining for a ~\$320 million valuation. Most recently, Mr Mulholland was founding Managing Director of ASX-listed Rox Resources for 15 years. Since retiring from Rox Resources in April 2019, Mr Mulholland has operated a highly successful personal geological and mining consultancy. Mr Mulholland is the current Chair of the Company. Mr Mulholland holds a Bachelor of Science with Honours from University of Sydney, a Master of Science from James Cook University, and a Diploma of Science Education with Honours from Edith Cowan University.
Term of office	Mr Mulholland has served as a Director since 31 May 2022 and was last re-elected on 29 November 2022.
Independence	If re-elected, the Board considers that Mr Mulholland will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Mulholland that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Mulholland since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Mulholland) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Mulholland will be re-elected to the Board as an independent Director.

If this Resolution is not passed, Mr Mulholland will not continue in his role as an independent] Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MICHAEL FRY

4.1 General

As set out in Section 3.1 above, Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Michael Fry, who has held office without re-election since 29 November 2022 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Mr Fry is set out below.

4.2 Qualifications and other material directorships

Qualifications, experience and other material directorships	Mr Fry is an experienced public company director and senior executive who has been involved in the mineral resources mining and exploration industries for over twenty five years. Mr Fry has a background in accounting and corporate advice having worked with KPMG (Perth) where he qualified as a Chartered Accountant, Deloitte (Melbourne) and boutique corporate advisory practice Troika Securities Ltd (Perth). From 2006 to 2011, Mr Fry was the Chief Financial Officer and Finance Director at Swick Mining Services Limited, a publicly listed drilling services provider contracting to the mining industry in Australia and North America. Mr Fry is the current Chief Financial Officer and Company Secretary of Cauldron. In addition, Mr Fry is a Director, Chief Financial Officer and Company Secretary of VDM Group Limited (ASX: VMG), Company Secretary of Australian Potash Limited (ASX: APC), and company secretary of unlisted public company GLX Digital Limited. Mr Fry holds a Bachelor of Commerce degree from University of Western Australia.
Term of office	Mr Fry has served as a Director since 7 September 2022 and was last re-elected on 29 November 2022.
Independence	If re-elected, the Board does not consider Mr Fry will be an independent Director on the basis that Mr Fry is an executive Director of the Company.

Board recommendation

Having received an acknowledgement from Mr Fry that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Fry since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Fry) recommend that Shareholders vote in favour of this Resolution.

4.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Fry will be re-elected to the Board as an executive Director.

If this Resolution is not passed, Mr Fry will not continue in his role as an executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

5. RESOLUTION 4 – ELECTION OF DIRECTOR – MICHAEL WELLS**5.1 General**

Pursuant to clause 15.3 of the Constitution, the Company may elect a person as a Director at a general meeting on the basis that a nomination has been received in accordance with the Constitution. The Company received Michael Wells' nomination for election and consent to act as a Director within the required time prescribed under the Constitution.

Further information in relation to Mr Wells is set out below.

Qualifications, experience and other material directorships	Mr Wells has worked closely with the Company's largest Shareholder, Parle (defined below) for 20 years until 2021. Mr Wells was involved in the growth of businesses owned by Parle and working on potential capital investment projects.
Independence	If elected, the Board does not consider that Mr Wells will be an independent Director due to Mr Wells being an employee of a business owned by Parle (defined below) in the last three years.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company was not able to undertake these checks prior to issuing this Notice as Mr Wells was nominated a short time prior to the release of this Notice of Meeting. The Company will undertake such checks prior to the Meeting in respect of Mr Wells and will advise shareholders if any material item is uncovered.
Board recommendation	The Board abstains from making a recommendation to Shareholders on how to vote for this Resolution on the basis that none of the directors are familiar with Mr Wells. The Company received Mr Wells' nomination letter on 11 October 2024 and have not yet had sufficient time to

undertake searches and checks on the background and experience of Mr Wells prior to dispatch of this Notice.

5.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Wells will be elected to the Board as a non-independent Director.

If this Resolution is not passed, Mr Wells will not join the Board as a non-independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A – PRIVATE PLACEMENT

6.1 General

As announced by the Company on 8 February 2024, the Company entered into a subscription agreement with its major shareholder Parle Investments Pty Ltd (**Parle**) to raise up to \$2,025,000 (before costs) through the issue of 45,000,000 Shares at an issue price of \$0.045 per Share (**Subscription Agreement**).

On 20 February 2024, the Company issued 45,000,000 Shares to Parle pursuant to the Company's capacity under Listing Rule 7.1A, having received the full subscription amount of \$2,025,000 (**Private Placement**).

This Resolution seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares to Parle under the Private Placement, pursuant to the Subscription Agreement.

6.2 Use of Funds

The funds raised from the Private Placement are proposed to be used to advance the Company's Yanrey Uranium and Melrose Ni-Cu-PGE projects, to evaluate new project opportunities and for working capital.

6.3 Listing Rules 7.1 and 7.1A

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

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 increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 30 November 2023. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 10 being passed at this Meeting.

The issue of the 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 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 Rule 7.1 for the 12 month period following the date of the issue of the Shares.

6.4 Listing Rule 7.4

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

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

6.5 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue 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 the issue of the Shares.

If this Resolution is not passed, the issue will be included in calculating the Company's 10% limit in Listing Rule 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 the issue of the Shares.

6.6 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 this Resolution:

- (a) the Shares were issued to Parle;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that Parle is not a related party of the Company, a member of the Company's Key Management Personnel, a substantial (30%+) holder, a substantial (10%+) holder who has nominated a director to the board of the Company, an adviser of the Company or an associate of any of these parties;
- (c) 45,000,000 Shares were issued to Parle 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 Shares were issued on 20 February 2024;
- (e) the Shares were issued at a price of \$0.045. The Company has not and will not receive any other consideration for the issue of the Shares;
- (f) the purpose of the issue of the Shares was to raise up to \$2,025,000 (before costs) and to satisfy the Company's obligations under the Subscription Agreement;
- (g) the Shares were issued to Parle under the Subscription Agreement. A summary of the material terms of the Subscription Agreement is set out in Section 6.1 above;
- (h) the issue of the Shares did not breach Listing Rule 7.1; and
- (i) a voting exclusion statement is included for this Resolution.

7. RESOLUTIONS 6 AND 7 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A AND PRIOR ISSUE OF OPTIONS UNDER LISTING RULE 7.1 – OCTOBER PLACEMENT

7.1 Background to the October Placement

On 27 September 2024, the Company announced that it had received binding commitments from sophisticated, professional and institutional investors (**Placement Participants**) for a placement of 111,111,111 Shares at an issue price of \$0.018 per Share (**Placement Shares**) to raise approximately \$2,000,000 (before costs) (**October Placement**).

In the same announcement, the Company also advised that Placement Participants would be entitled to apply for one (1) Option for every four (4) Shares subscribed for under the Placement, exercisable at \$0.015 each on or before 30 December 2025 and otherwise on the same terms as the Company's existing quoted class of Options (ASX: CXUO) (**Placement Options**).

Pursuant to the October Placement, the Company has issued:

- (a) 111,111,111 Placement Shares on 4 October 2024 pursuant to its capacity under Listing Rule 7.1A; and
- (b) 27,777,814 Placement Options on 24 October 2024 pursuant to its capacity under Listing Rule 7.1.

Together, the Placement Shares and the Placement Options are referred to hereafter as the **October Placement Securities**.

The issue of the Placement Shares did not breach Listing Rule 7.1A at the time of the issue. The issue of the Placement Options did not breach Listing Rule 7.1 at the time of the issue.

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of the October Placement Securities.

7.2 Joint Lead Managers

The Company engaged Canaccord Genuity (Australia) Limited (ACN 075 071 466) (AFSL 234 666) (**Canaccord**) and Cumulus Wealth Pty Ltd (AFSL 524 450) (**Cumulus Wealth**) as the joint lead managers of the October Placement pursuant to a mandate letter dated 24 September 2024 (**JLM Mandate**).

Pursuant to the JLM Mandate, the Company agreed to pay Canaccord and Cumulus Wealth (in their respective 50% proportions):

- (a) a fee of 6% of the total funds raised under the October Placement and Entitlement Offer (defined below) (comprising a 4% placement fee and a 2% management fee); and
- (b) a corporate advisory fee of \$80,000.

The JLM Mandate is otherwise on terms and conditions considered standard for an agreement of its kind.

7.3 Use of Funds

The funds raised under the October Placement are proposed to be used principally to advance the Company's Yanrey Uranium project where the Company is currently undertaking a substantial drill program. In addition, the funds raised will assist the Company to maintain the Company's Melrose Ni-Cu-PGE and Western Australian sand project tenements in good standing and allow capacity to continue to evaluate new project opportunities whilst meeting working capital requirements.

7.4 Listing Rule 7.1 and 7.1A

A summary of Listing Rules 7.1 and 7.1A is set out in Section 6.3 above.

The Company obtained Shareholder approval to increase the 10% limit in Listing Rule 7.1 by an extra 10% to 25% at its annual general meeting held on 30 November 2023. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 10 being passed at this Meeting.

The issue of the October Placement Securities do not fit within any of the exceptions set out in Listing Rule 7.2 and, as they have not yet been approved by Shareholders, they effectively use 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 Listing Rule 7.1A for the 12 month period following the dates of issue of the October Placement Securities.

7.5 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 6.4 above.

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 October Placement Securities.

7.6 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issues will be excluded in calculating the Company's combined 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 dates of issue of the October Placement Securities.

If these Resolutions are not passed, the issues 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 dates of issue of the October Placement Securities.

7.7 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 these Resolutions:

- (a) the October Placement Securities were issued to the Placement Participants, being professional and sophisticated investors who are clients of Canaccord and Cumulus Wealth. The recipients were identified through a bookbuild process, which involved Canaccord and Cumulus Wealth seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the Placement Participants were related parties of the Company, members of the Company's Key Management Personnel, a substantial (30%+) holder, a substantial (10%+) holder who has nominated a director to the board of the Company, advisers of the Company or an associate of any of these parties;
- (c) 111,111,111 Placement Shares were issued under Listing Rule 7.1A (ratification of which is sought pursuant to Resolution 6) and 27,777,814 Placement Options were issued under Listing Rule 7.1 (ratification of which is sought pursuant to Resolution 7);

- (d) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Placement Options issued were issued on the terms and conditions set out in Schedule 2;
- (f) the Placement Shares were issued on 4 October 2024 and the Placement Options were issued on 24 October 2024;
- (g) the issue price per Placement Share was \$0.018. The Placement Options were issued at a nil issue price as they were issued free attaching to the Placement Shares on a 1:4 basis. The Company has not and will not receive any other consideration for the issue of the October Placement Securities (other than in respect of funds received on exercise of the Placement Options);
- (h) the purpose of the issue of the October Placement Securities was to raise \$2,000,000 (before costs), which will be applied in the manner set out in Section 7.3 above;
- (i) the October Placement Securities were not issued under an agreement;
- (j) the issues did not breach Listing Rule 7.1; and
- (k) voting exclusion statements are included for the Resolutions.

8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO CANACCORD UNDER LISTING RULE 7.1

8.1 Background to Entitlement Offer

As announced on 27 September and in addition to the October Placement, the Company announced a fully underwritten non-renounceable rights issue to raise up to a further \$2,024,332 where eligible Shareholders would have the right to subscribe for one (1) Share for every eleven (11) Shares held at 3 October 2024 at an issue price of \$0.018 per Share (**Entitlement Offer**).

In the same announcement, the Company also advised that participants in the Entitlement Offer would receive one (1) Option for every four (4) Shares subscribed for under the Entitlement Offer, to be issued on the same terms as the Placement Options.

The Company lodged a prospectus with the ASIC on 27 September 2024 for the Entitlement Offer which was released to ASX on the same date (**Prospectus**).

8.2 Underwriting Agreement

The Company entered into an underwriting agreement with Canaccord on 26 September 2024, pursuant to which Canaccord agreed to fully underwrite the Entitlement Offer (**Underwriting Agreement**). Canaccord may appoint sub-underwriters to sub-underwrite the Entitlement Offer at its sole discretion.

In consideration for fully underwriting the Entitlement Offer and pursuant to the Underwriting Agreement, the Company agreed to pay/issue Canaccord:

- (a) their respective portion of the fees set out in Section 6.2 above; and
- (b) 28,114,333 Options on the same terms as the Placement Options (**Underwriter Options**).

A summary of the material terms and conditions of the Underwriting Agreement is set out in Schedule 3. The Underwriting Agreement is otherwise on terms and conditions considered standard for an agreement of its kind.

8.3 General

On 24 October 2024, the Company issued 28,114,333 Underwriter Options to Canaccord pursuant to its capacity under Listing Rule 7.1.

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 28,114,333 Underwriter Options to Canaccord pursuant to the Underwriting Agreement.

8.4 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.3 above.

The issue 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 the issue.

8.5 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 6.4 above.

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.

8.6 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

8.7 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 this Resolution:

- (a) the Underwriter Options were issued to Canaccord;
- (b) 28,114,333 Underwriter Options were issued, on the basis of on the basis of one (1) Option for every four (4) Shares subscribed for by the sub-underwriters of the Entitlement Offer;
- (c) the Underwriter Options were issued on 24 October 2024;
- (d) the Underwriter Options were issued on the terms and conditions set out in Schedule 2;
- (e) the Underwriter Options were issued at a nil issue price, in consideration for Canaccord agreeing to fully underwrite the Entitlement Offer pursuant to the Underwriting Agreement. The Company has not and will not

- receive any other consideration for the issue of the Underwriter Options (other than funds that will be received upon exercise of the Options);
- (f) the purpose of the issue of the Underwriter Options was to satisfy the Company's obligations under the Underwriting Agreement;
 - (g) the Underwriter Options were issued under the Underwriting Agreement. A summary of the material terms of the Underwriting Agreement is set out in Section 7.2 above;
 - (h) the issue of the Underwriter Options did not breach Listing Rule 7.1; and
 - (i) a voting exclusion statement is included for this Resolution.

9. RESOLUTION 9 – CONFIRMATION OF APPOINTMENT OF AUDITOR

9.1 Background

On 27 September 2024, in accordance with section 327C of the Corporations Act, the Company appointed BDO Audit Pty Ltd (**BDO Audit**) as auditor of the Company, following ASIC's consent to the resignation of the previous auditor of the Company, BDO Audit (WA) Pty Ltd on 7 March 2024 in accordance with section 329(5) of the Corporations Act.

The change of auditor arose as a result of BDO Audit (WA) Pty Ltd restructuring its audit practice whereby audits will be conducted by BDO Audit, an authorised audit company, rather than BDO Audit (WA) Pty Ltd.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, BDO Audit holds office as auditor of the Company until the Company's next annual general meeting, being the Meeting the subject of this Notice.

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of BDO Audit as the auditor of the Company and its controlled entities.

If this Resolution is passed, the appointment of BDO Audit as the Company's auditor will take effect at the close of this Meeting.

BDO Audit (WA) Pty Ltd, the Company's previous auditor, gave notice of its intention to resign as auditor of the Company to ASIC in accordance with section 329(5) of the Corporations Act.

9.2 Board recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

10. RESOLUTION 10 – APPROVAL OF 7.1A MANDATE

10.1 General

A summary of Listing Rule 7.1 is set out in Section 6.3 above.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$20,222,126 (based on the number of Shares on issue and the closing price of Shares on the ASX on 23 October 2024).

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

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

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 under 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.

10.2 Technical information required by Listing Rule 7.1A

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

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 10.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for cash consideration. Funds raised by the issue of Equity Securities under Listing Rule 7.1A may be used for the continued development of the Company's projects, the acquisition of new projects or other investments (including expenses associated with such acquisition), and for general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 23 October 2024.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.0075	\$0.0150	\$0.0225
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current	1,348,141,742 Shares	134,814,174 Shares	\$1,011,106	\$2,022,213	\$3,033,319
50% increase	2,022,212,613 Shares	202,221,261 Shares	\$1,516,659	\$30,333,189	\$45,499,784
100% increase	2,696,283,484 Shares	269,628,348 Shares	\$2,022,213	\$4,044,425	\$6,066,638

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

- There are currently 1,348,141,742 Shares on issue, including:
 - 45,000,000 Shares issued to Parle on 20 February 2024 pursuant to the Subscription Agreement (ratification of which is sought pursuant to Resolution 5); and
 - 111,111,111 Placement Shares issued on 4 October 2024 pursuant to the October Placement (ratification of which is sought pursuant to Resolution 5).
- The issue price set out above is the closing market price of the Shares on the ASX on 23 October 2024 (being \$0.015).

3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. Other than as set out in Note 1 above, the Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 30 November 2023 (**Previous Approval**).

During the 12 month period preceding the date of the Meeting, being on and from 28 November 2023, the Company has issued 156,111,111 Shares pursuant to the Previous Approval (**Previous Issue**), which represents approximately 10.81% of the total diluted number of Equity Securities on issue in the Company on 28 November 2023, which was 1,444,515,007.

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

Date of Issue and Appendix 2A	Date of Issue and Appendix 2A: 20 February 2024
Recipients	Parle Investments Pty Ltd as part of a private placement announced on 8 February 2024.
Number and Class of Equity Securities Issued	45,000,000 Shares ²
Issue Price and discount to Market Price¹ (if any)	\$0.045 per Share (at a discount of 2.17% to Market Price).
Total Cash Consideration and Use of Funds	Amount raised: \$2,025,000 Amount spent: \$2,025,000 Use of funds: To advance the Company's Yanrey Uranium project and ongoing working capital. Amount remaining: \$Nil Proposed use of remaining funds³: To advance the Company's Yanrey Uranium project and ongoing working capital.

Date of Issue and Appendix 2A	Date of Issue and Appendix 2A: 4 October 2024
Recipients	Professional and sophisticated investors as part of a placement announced on 27 September 2024. The placement participants were identified through a bookbuild process, which involved Canaccord Genuity (Australia) Limited and Cumulus Wealth Pty Ltd seeking expressions of interest to participate in the placement from non-related parties of the Company.
Number and Class of Equity Securities Issued	111,111,111 Shares ²
Issue Price and discount to Market Price¹ (if any)	\$0.018 per Share (at a 26.5% discount to Market Price).
Total Cash Consideration and Use of Funds	Amount raised: Approximately \$2,000,000 Amount spent: \$500,153 Use of funds: To advance the Company's Yanrey Uranium project where the Company is currently

undertaking a substantial drill program, to maintain the Company's Melrose Ni-Cu-PGE project tenements in good standing, and allow capacity to continue to evaluate new project opportunities whilst meeting working capital requirements.

Amount remaining: \$1,499,847

Proposed use of remaining funds³: To advance the Company's Yanrey Uranium project where the Company is currently undertaking a substantial drill program, to maintain the Company's Melrose Ni-Cu-PGE project tenements in good standing, and allow capacity to continue to evaluate new project opportunities whilst meeting working capital requirements.

Notes:

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: CXU (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

10.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

11. RESOLUTION 11 – APPROVAL TO AMEND TERMS OF EXISTING OPTIONS

11.1 General

The Company currently has following Options on issue which were issued to certain Directors and members of the Company's Key Management Personnel as set out below:

- (a) 45,000,000 Options issued to Mr Jonathan Fisher on 11 May 2023, comprising:
 - (i) 15,000,000 Options exercisable at \$0.015 each on or before 29 November 2024;
 - (ii) 15,000,000 Options exercisable at \$0.02 each on or before 30 November 2025;
 - (iii) 15,000,000 Options exercisable at \$0.025 each on or before 30 November 2026;
 - (b) 15,000,000 Options issued to Mr Jeffrey Moore on 16 May 2024, exercisable at \$0.05 each on or before 15 February 2027; and
 - (c) 5,000,000 Options issued to Mr Ian Mulholland on 29 November 2022, exercisable at \$0.02 each on or before 31 May 2025,
- (together the **Existing Options**).

Mr Ian Mulholland (Non-Executive Chairman), Mr Jonathan Fisher (Chief Executive Officer) and Mr Jeffrey Moore (Technical Lead) will together be referred to as the **Relevant Parties**.

The Existing Options were issued as an incentive to the Relevant Parties for their services and to align the interests of the Relevant Parties with those of Shareholders. The Existing Options issued did not allow for or contemplate cashless exercise.

The terms of the Existing Options contemplate exercise in a traditional manner, being the payment of the exercise price in cash with receipt of one new Share per Existing Option exercised.

The Company is proposing to vary the terms of the Existing Options on issue, which remain unexercised (as of the date of this Notice), to include a cashless exercise mechanism (**Cashless Exercise Facility**) to provide a Relevant Party the option to use the Cashless Exercise Facility.

To amend the terms of these Existing Options to include this Cashless Exercise Facility, the Company is required to seek Shareholder approval under Listing Rule 6.23.4.

The Cashless Exercise Facility will enable the Relevant Parties to set-off the exercise cost of their Existing Options against the number of Shares which they are entitled to receive upon the exercise of their Existing Options. The Existing Options may still be exercised in the traditional manner.

If a Relevant Party elects to use the Cashless Exercise Facility, they will only be entitled to that number of Shares (rounded down to the nearest whole number) as are equal in value to the difference between the exercise price otherwise payable for the Existing Options and the market value of the Shares at the time of exercise. The market value will be based on the 5-day VWAP of the Company's Shares prior to the notice of exercise being given by the Relevant Party, unless otherwise determined by the Board at its sole discretion.

Expressed as formula, the number of Shares that a Director is entitled to when using the Cashless Exercise Facility will be determined in the following manner:

Shares received = (A) x (number of Existing Options exercised)

Where:

$$A = \frac{(B) - (\text{exercise price per Existing Option})}{\text{Market Value}}$$

B = VWAP of Shares on the ASX over the five (5) trading days prior to the notice of exercise, unless otherwise determined by the Board.

11.2 Worked example

The example below has been provided to demonstrate the difference between the traditional exercise of an Existing Option and the exercise under the Cashless Exercise Facility:

- (a) 10,000,000 Existing Options to be exercised;
- (b) Exercise price of \$0.02 per Existing Option; and
- (c) Market value of each Share ("B") = \$0.03.

	TRADITIONAL EXERCISE	CASHLESS EXERCISE FACILITY
Total exercise price	= \$200,000 (i.e. 10,000,000 x \$0.02)	-
"A"	-	$(0.03 - 0.02)/0.03 = 0.33$
Shares received	10,000,000	= 3,333,333 (i.e. 0.33 x 10,000,000)
Value of Shares	= \$300,000 (i.e. 10,000,000 x \$0.03)	= \$100,000 (i.e. 3,333,333 x \$0.03)
Net position	= \$100,000 (i.e. \$300,000 - \$200,000)	\$100,000

11.3 Effect of proposed amendment to Existing Option terms

The proposed Cashless Exercise Facility will only affect the manner in which the Existing Options are exercised. It will not change the entitlements of the Relevant Parties.

In addition, as demonstrated by the worked example above, the net position of an Optionholder is the same irrespective of whether the Existing Options are exercised in a traditional manner or by using the Cashless Exercise Facility.

There are a number of benefits in offering a Cashless Exercise Facility alternative including, for example:

- (a) it limits dilution to existing Shareholders as fewer Shares are issued under the Cashless Exercise Facility;
- (b) it makes exercising the Existing Options a more attractive prospect for the Relevant Party, who may otherwise not have the necessary funds available to fund the exercise in a traditional manner; and
- (c) it makes retention of the Shares issued on exercise more attractive as the Relevant Party would not need to sell all or part of the Shares to recoup the money paid to exercise the Existing Options.

Whilst less cash would be received by the Company where the Cashless Exercise Facility is used, this is not seen as a material consideration as the Existing Options were issued principally to assist in attracting, incentivising and rewarding the Relevant Parties. For completeness, the Company wishes to advise Shareholders that if all the affected Existing Options were exercised in the traditional manner, the Company would raise approximately \$1,750,000.

Whilst there is no certainty that any or all of the Existing Options will be exercised, if Shareholders approve this Resolution and all of the Relevant Parties elect to exercise their Existing Options via the Cashless Exercise Facility, the Company will not be raising any funds up to the maximum potential amount noted above.

11.4 Listing Rule 6.23.4

Shareholder approval is being sought to approve the amendment to the terms and conditions of the Existing Options already on issue as at the date of this Notice in accordance with the requirements of Listing Rule 6.23.4.

Listing Rule 6.23.4 provides that a change to the terms of the Existing Options, which is not prohibited under Listing Rule 6.23.3, can only be made if Shareholders approve the change. The proposed amendments to the terms and conditions of the Existing Options would not have the effect of reducing the exercise price, increasing the period for exercise or increasing the number of securities received on exercise, which are prohibited by Listing Rule 6.23.3.

If this Resolution is passed, the Company will be able to proceed with the amendments to the terms and conditions of the Existing Options.

If this Resolution is not passed, the Company will not be able to proceed with the amendments to the terms and conditions of the Existing Options and the Relevant Parties will be required to make payment of the exercise price to exercise the Existing Options.

11.5 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that 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 proposed amendment to the terms and conditions of the Existing Options will result in the giving of a financial benefit to Mr Ian Mulholland who is a related party of the Company by virtue of being a Director.

The Board considers that approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the proposed amendment to the terms and conditions of the Existing Options, as the amendment falls within the arm's length exception on the basis that the proposed variation to the terms does not offer any more of an economic benefit to a related party than any other Optionholder of the Company, as there is no difference to the net benefit obtained from the exercise of the Existing Options by accepting the offer to use the Cashless Exercise Facility.

For the reasons set out above, the Company will not seek Shareholder approval pursuant to section 208 of the Corporations Act and Shareholders are being asked to consider approving the variation of the terms and conditions of the Existing Options to permit the Cashless Exercise Facility in accordance with Listing Rule 6.23.4.

11.6 Board Recommendation

This Resolution is an ordinary resolution. The Board (other than Mr Ian Mulholland who has a material personal interest in the outcome of this Resolution) recommends Shareholders vote in favour of this Resolution.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 10.1.

ASIC means the Australian Securities & Investments Commission.

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

BDO Audit means BDO Audit Pty Ltd as set out in Section 9.1.

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.

Canaccord means Canaccord Genuity (Australia) Limited (ACN 075 071 466) (AFSL 234 666) as set out in Section 7.2.

Cashless Exercise Facility has the meaning given in Section 11.1.

Chair means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Cauldron Energy Limited (ACN 102 912 783).

Constitution means the Company's constitution.

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

Cumulus Wealth means Cumulus Wealth Pty Ltd (AFSL 524 450) as set out in Section 7.2.

Directors means the current directors of the Company.

Entitlement Offer has the meaning given in Section 8.1.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Existing Options has the meaning given in Section 11.1.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority

and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

LR or Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

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

October Placement has the meaning given in Section 7.1.

October Placement Securities has the meaning given in Section 7.1.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Parle means Parle Investments Pty Ltd as set out in Section 6.1.

Placement Options has the meaning given in Section 7.1.

Placement Participants has the meaning given in Section 7.1.

Placement Shares has the meaning given in Section 7.1.

Previous Approval has the meaning given in Section 10.2(f).

Previous Issue has the meaning given in Section 10.2(f).

Private Placement has the meaning given in Section 6.1.

Prospectus has the meaning given in Section 8.1.

Proxy Form means the proxy form accompanying the Notice.

Relevant Parties means Mr Ian Mulholland, Mr Jonathan Fisher and Mr Jeffrey Moore as set out in Section 11.1.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2023.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Spill Resolution has the meaning given in Section 2.2.

Subscription Agreement has the meaning given in Section 6.1.

Underwriter Options has the meaning given in Section 8.2

Underwriting Agreement has the meaning given in Section 8.2.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

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

SCHEDULE 1 – NOMINATION OF AUDITOR LETTER

21 May 2024

The Directors
Cauldron Energy Limited
Suite A16, Level 1
435 Roberts Road
SUBIACO WA 6008

Dear Directors

AUDITOR NOMINATION

I, Michael Fry, being a member of Cauldron Energy Limited (**Company**), nominate BDO Audit Pty Ltd in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Corporations Act.

Yours faithfully



Michael Fry

SCHEDULE 2 – TERMS AND CONDITIONS OF THE PLACEMENT OPTIONS AND UNDERWRITER OPTIONS

The Options will have the following terms and conditions, which are the same terms as the Company's existing quoted Option class (ASX:CXUO):

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.015 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00pm (WST) on 30 December 2025 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section

708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

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

Your proxy voting instruction must be received by **10.00am (AWST) on Tuesday, 26 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

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GPO Box 5193
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IN PERSON:

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Sydney NSW 2000

BY EMAIL:

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BY FACSIMILE:

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All enquiries to Automic:

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