



NOTICE OF ANNUAL GENERAL MEETING

ASX RELEASE

16 October 2024

DIRECTORS / MANAGEMENT

Russell Davis
Chairman

Daniel Thomas
Managing Director

David Church
Non-Executive Director

James Croser
Non-Executive Director

Mark Pitts
Company Secretary

Mark Whittle
Chief Operating Officer

CAPITAL STRUCTURE

ASX Code: HMX

Share Price (15/10/2024)	\$0.041
Shares on Issue	886m
Market Cap	\$36.3m
Options Unlisted	20.5m
Performance Rights	12m
Cash (30/06/2024)	\$5.2m

Hammer Metals Ltd (ASX:HMX) (“**Hammer**” or the “**Company**”) is pleased to advise that its Annual General Meeting will be held at 11.00am (WST) on Friday, 15 November 2024 at the offices of the Company (Unit 1, 28-30 Mayfair Street, West Perth WA)

A Notice of Annual General Meeting and Proxy Form, along with a Letter advising further details in respect of the meeting and access to meeting documents, has been sent to shareholders and is attached for immediate release.

This announcement has been authorised for issue by Mr Mark Pitts, Company Secretary, Hammer Metals Limited in accordance with ASX Listing Rule 15.5.

For further information please contact:

Daniel Thomas
Managing Director

T +61 8 6369 1195

E info@hammermetals.com.au

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About Hammer Metals

Hammer Metals Limited (ASX: HMX) holds a strategic tenement position covering approximately 2,800km² within the Mount Isa mining district, with 100% interests in the Kalman (Cu-Au-Mo-Re) deposit, the Overlander North and Overlander South (Cu-Co) deposits, the Lakeview (Cu-Au) deposit and the Elaine (Cu-Au) deposit. Hammer also has a 51% interest in the Jubilee (Cu-Au) deposit. Hammer is an active mineral explorer, focused on discovering large copper-gold deposits of Ernest Henry style and has a range of prospective targets at various stages of testing. Hammer also holds a 100% interest in the Bronzewing South Gold Project located adjacent to the 2.3 million-ounce Bronzewing gold deposit in the highly endowed Yandal Belt of Western Australia.

16 October 2024

Dear Shareholder,

Hammer Metals Limited (Hammer or the Company) is convening its Annual General Meeting (Meeting) to be held at the Company's office, Unit 1, 28-30 Mayfair Street, West Perth Western Australia on Friday, 15 November 2024 at 11.00am (AWST).

In accordance with section 110D(1) of the Corporations Act 2001 (Cth), the Company will not be sending physical copies of the Notice of Meeting, and accompanying Explanatory Memorandum (Meeting Materials), to shareholders unless they have made a valid election to receive documents in physical form.

A copy of the Meeting Materials will be available electronically under the "ASX announcements" section of Hammer's website at <https://www.hammermetals.com.au/investors/asx-announcements/> or at ASX at <https://www2.asx.com.au>.

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. **Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.**

Your proxy voting instruction must be received by 11.00 am (AWST) on Wednesday, 13 November 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Company intends to hold a physical meeting. The Company will notify you of any changes to this by way of an announcement on ASX and will also make details available on our website.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Automic Group Pty Ltd, on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholders who wish to update their details to be able to receive communications and notices electronically can do so by visiting the Company's share registry website at <https://investor.automic.com.au/>.

Sincerely,

Mark Pitts
Company Secretary
Hammer Metals Limited

HAMMER METALS LIMITED
ACN 095 092 158
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00 am (WST)
DATE: 15 November 2024
PLACE: Unit 1, 28-30 Mayfair Street,
West Perth Western Australia

The business of the Meeting affects your shareholding and your vote is important. This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00 pm (WST) on 13 November 2024.

BUSINESS OF THE MEETING

AGENDA

Notice is hereby given that the annual general meeting of Shareholders of Hammer Metals Limited (**Company**) will be held at the Company's offices, Unit 1, 28-30 Mayfair Street, West Perth Western Australia on Friday, 15 November 2024 at 11:00am (WST) (**Meeting**).

The Explanatory Statement provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form, form part of the Notice. Terms and abbreviations used in the Notice are defined in the Glossary.

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 Directors' Report, the Remuneration Report and the Auditor's Report.

1. 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, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Statement."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Voting Prohibition Statement:

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.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – RUSSELL DAVIS

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

"That, pursuant to and in accordance with ASX Listing Rule 14.5, article 7.3 of the Constitution and for all other purposes, Mr Davis retires and, being eligible, is re-elected as a Director with immediate effect on the terms and conditions in the Explanatory Statement."

3. **RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY**

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

"That, pursuant to and in accordance with ASX 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 ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person (and/or their nominee(s)) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

Note: As at the date of this Notice, it is not known who may participate in any Equity Securities issued under Resolution 3 and the Company has not approached any Shareholder or identified a class of existing Shareholders to participate in any issue of Equity Securities under the 10% Placement Facility. Accordingly, no Shareholders are excluded from voting on Resolution 3.

4. **RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR DANIEL THOMAS**

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 Performance Rights to Mr Daniel Thomas (and/or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr Daniel Thomas (and/or his nominee);
- (b) any person who will obtain a material benefit as a result of the issue of the securities, except a benefit solely by reason of being a holder of ordinary securities in the Company; and
- (c) an associate of that person or those persons.

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

- (a) the person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote 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 providing 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 the 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 the 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 the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

5. RESOLUTION 5 – ISSUE OF OPTIONS TO RELATED PARTY – MR RUSSELL DAVIS

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

"That, pursuant to and in accordance with ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,500,000 Options to Mr Russell Davis (and/or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr Russell Davis (and/or his nominee);
- (b) any person who will obtain a material benefit as a result of the issue of the securities, except a benefit solely by reason of being a holder of ordinary securities in the Company; and

- (c) an associate of that person or those persons.

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

- (a) the person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote 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 providing 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 the 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 the 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 the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. RESOLUTION 6 – ISSUE OF OPTIONS TO RELATED PARTY – MR DAVID CHURCH

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

"That, pursuant to and in accordance with ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Options to Mr David Church (and/or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr David Church (and/or his nominee);
- (b) any person who will obtain a material benefit as a result of the issue of the securities, except a benefit solely by reason of being a holder of ordinary securities in the Company; and
- (c) an associate of that person or those persons.

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

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

- (b) the Chair as proxy or attorney for a person who is entitled to vote 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 providing 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 the 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 the 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 the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Dated: 14 October 2024

By order of the Board

Mark Pitts
Company Secretary

Voting by proxy

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 (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) 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;
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed; and
- a Proxy Form (and any power of attorney or other authority, if any, under which it is signed) **must be received in accordance with the instruction on the Proxy Form by 11:00 am (WST) on Wednesday, 13 November 2024.** A Proxy Form received after that time will not be valid.

Voting in person

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

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Advance Share Registry Ltd will need to verify your identity. You can register on the day of the Meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 419700493.

Important information about the holding of the Annual General Meeting to address

The Board has elected to hold a physical meeting.

Please note the following:

- **Shareholders are encouraged to vote by proxy.**
- Voting on all Resolutions will be conducted by poll and not by show of hands.
- Questions for the Board can be emailed to mark.pitts@atomicgroup.com.au and must be received no later than 5pm (WST) on Friday, 8 November 2024.

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 Constitution and 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.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the annual financial report which is available online at <https://hammermetals.com.au/>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies of the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at mark.pitts@automicgroup.com.au or at the Company's registered office.

2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

2.1 General

In accordance with section 250R of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. However, such a resolution is advisory only and does not bind the Company or the Directors.

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 the financial year ended 30 June 2024.

The Chair must allow a reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors of the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Resolution 1 is a non-binding ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 1.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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 2023 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 DIRECTOR – MR RUSSELL DAVIS

3.1 General

In accordance with ASX Listing Rule 14.5, an entity which as directors must hold an election of directors at each annual general meeting.

Article 7.3(c) of the Constitution requires that one-third of the Directors must retire at each annual general meeting (rounded down to the nearest whole number). The Directors to retire at any annual general meeting must be those who have served the longest in office since their last election or appointment to that office, but as between persons who became Directors on the same day, those to retire must be determined by lot (unless otherwise agreed between those Directors). A Director who retires in accordance with article 7.3(c) of the Constitution is eligible for re-election.

Resolution 2 provides that Mr Russell Davis retires by rotation and seeks re-election as a Director under article 7.3 of the Constitution.

If Resolution 2 is passed, Mr Davis will be re-elected as Non-Executive Director of the Company.

If Resolution 2 is not passed, Mr Davis will retire as a Director. The Board may consider an appointment to fill a casual vacancy pursuant to the Constitution, with ratification at the Company's next annual general meeting.

Resolution 2 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 2.

3.2 Qualifications and other material directorships

Mr Davis is a Geologist with over 30 years' experience in the mineral resources business.

He has worked on the exploration and development of a range of commodities for a number of international and Australian companies, holding senior technical and corporate positions including Chief Mine Geologist, Exploration Manager and Managing Director. Mr Davis was a founding Director of Gold Road Resources Limited and also Syndicated Metals Limited where he was Managing Director from December 2007 to March 2012.

Mr Davis has been a Director of Hammer Metals (Australia) Pty Ltd since its inception in 2012.

3.3 Board recommendation

All the Directors (except for Mr Davis) recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

4.1 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital (**10% Placement Capacity**) without using that entity's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An **Eligible Entity** is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

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 had a current market capitalisation of approximately \$39.8 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 1 October 2024 and excluding any restricted securities that may be on issue).

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently one class of quoted Equity Securities on issue, being ordinary fully paid shares (ASX Code: HMX).

If Shareholders approve Resolution 3, the effect will be that the Company will be able to issue Equity Securities under the 10% Placement Capacity in addition to the Company's 15% placement capacity under Listing Rule 7.1 without Shareholder approval.

If Shareholders do not approve Resolution 3, the Company will not be eligible to issue any Equity Securities under the 10% Placement Capacity, and will have to rely on its 15% placement capacity under Listing Rule 7.1 for the issue of Equity Securities without Shareholder approval.

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

The Chair intends to exercise all available proxies in favour of Resolution 3.

4.2 Technical information required by ASX Listing Rule 7.1A

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

(a) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of the annual general meeting at which approval is obtained;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of Shareholder approval of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

(10% Placement Capacity Period).

(b) Minimum Price

Any Equity Securities issued under ASX Listing Rule 7.1A.2 must be in an existing quoted class of the Company's Equity Securities and issued for a cash consideration per Equity Security which is not less than 75% of the volume weighted average market price for 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 paragraph (i) above, the date on which the Equity Securities are issued.

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, 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 ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 11 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 10% Placement Capacity.

Number of Shares on Issue (Variable A in ASX Listing Rule 7.1A2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.018	\$0.035	\$0.07
			50% decrease	Issue Price	100% increase
			Funds Raised		
Current	886,407,349	88,640,735	\$1,551,212	\$3,102,425	\$6,204,851
50% increase	1,329,611,024	132,961,103	\$2,326,819	\$4,653,638	\$9,307,277
100% increase	1,772,814,698	177,281,470	\$3,102,425	\$6,204,851	\$12,409,702

*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 ASX Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 886,407,349 Shares on issue comprising existing Shares on issue as at the date of this Notice of Meeting.
2. The issue price set out above is the closing price of the Shares on the ASX on 11 October 2024.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options or Performance Rights are exercised into Shares before the date of issue of the Equity Securities.
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 ASX 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 10% Placement Capacity, 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.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity as cash consideration the acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and for general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- (ii) the information required by ASX Listing Rule 3.10.5A for release to the market.

(f) **Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity 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 10% Placement Capacity, 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 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).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(g) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 17 November 2023 (**Previous Approval**).

Since the Previous Approval no Equity Securities have been issued pursuant to ASX Listing Rule 7.1A.

4.3 Voting Exclusion

A voting exclusion statement is included in the Notice for Resolution 3. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

4.4 Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3 as it will give the Company the flexibility to issue Equity Securities without Shareholder approval to raise necessary working capital in the future.

5. RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY - MR DANIEL THOMAS

5.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 3,000,000 Performance Rights (**Related Party Rights**) to Mr Daniel Thomas (and/or his nominee).

The terms and conditions of the Related Party Rights are set out below and in Schedule 1.

If Resolution 4 is passed, the Company will be able to proceed with the issue of Related Party Rights to Mr Thomas (and/or his nominee).

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of Related Party Rights to Mr Thomas (and/or his nominee).

The Related Party Rights are proposed to be issued in 3 tranches of 1,000,000 each with specific operational vesting conditions. Refer Schedule 1 for the terms and conditions of the Related Party Rights.

Resolution 4 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 4.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 4, by returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though Resolution 4 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5.2 Chapter 2E of the Corporations Act

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

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

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

The grant of Related Party Options constitutes giving a financial benefit and Mr Thomas is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Thomas, who has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Related Party Rights because the agreement to grant the Related Party Rights is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

5.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, Equity Securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

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

5.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 4:

- (a) the Related Party Rights will be granted to Mr Thomas (and/or his nominee);
- (b) Mr Thomas is a Director and related party and therefore falls under Listing Rule 10.11.1;
- (c) the total number of Related Party Rights to be issued to Mr Thomas (and/or his nominee) is 3,000,000;
- (d) the terms and conditions of the Related Party Rights are summarised in Schedule 1;
- (e) the Related Party Rights will be granted no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (f) the Related Party Rights will be issued for nil cash consideration and, accordingly, no funds will be raised;

- (g) the Related Party Rights are being issued as part of the Company's incentive program and to ensure Directors and Shareholders interests are aligned;
- (h) the remuneration paid to Mr Thomas during the year is set out below:

Director	Salary and fees inclusive of superannuation and the value of share based payments
Mr Daniel Thomas	\$533,826*

*Salary component for the year is \$277,851

- (i) the Related Party Rights are not being issued under an agreement; and
- (j) a voting exclusion statement is included with Resolution 4.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Related Party Rights as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Related Party Rights to Mr Thomas (and/or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

5.5 Board recommendation

All the Directors (except for Mr Thomas) recommend that Shareholders vote in favour of Resolution 4.

6. RESOLUTIONS 5 AND 6 – ISSUE OF OPTIONS TO RELATED PARTIES – MESSRS RUSSELL DAVIS AND DAVID CHURCH

6.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 3,500,000 Options (**Related Party Options**) to certain Directors (and/or their nominees) as follows:

Resolution Number	Director	Number of Related Party Options
5	Mr Russell Davis	2,500,000
6	Mr David Church	1,000,000

In accordance with ASX Listing Rule 10.11, Shareholder approval is required for the issue of Options to a related party. Messrs Davis and Church are related parties of the Company by virtue of their position as Directors.

Resolution 5 seeks Shareholder approval for the grant of the Related Party Options to Russell Davis (and/or his nominee).

Resolution 6 seeks Shareholder approval for the grant of the Related Party Options to David Church (and/or his nominee).

If Resolutions 5 or 6 are passed, the Company will be able to proceed with the issue of Related Party Options to Messrs Davis and Church (and/or their nominees), respectively.

If Resolutions 5 or 6 are not passed, the Company will not be able to proceed with the issue of Related Party Options to Messrs Davis and Church (and/or their nominees), respectively and the Company may need to consider alternative means to remunerate and incentivise the Directors.

Resolutions 5 and 6 are ordinary resolutions.

The Chair intends to exercise all available proxies in favour of Resolutions 5 and 6.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolutions 5 and 6, by returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though Resolutions 5 and 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

6.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is detailed in Section 5.2.

The grant of Related Party Options constitutes giving a financial benefit and Messrs Davis and Church are related parties of the Company by virtue of being Directors.

The Directors (other than Messrs Davis and Church, whom have a material personal interest in the outcome of Resolutions 5 and 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Related Party Options because the agreement to grant the Related Party Options is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

6.3 ASX Listing Rule 10.11

A summary of ASX Listing Rule 10.11 is provided in Section 5.3.

The issue of 3,500,000 Related Party Options to Messrs Davis and Church (and/or their nominees) falls within ASX Listing Rule 10.11.1, as Messrs Davis and Church (and/or their nominees) are related parties to the Company, and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of Shareholders under ASX Listing Rule 10.11.

6.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 5 or 6:

- (a) the Related Party Options will be granted to Messrs Russell Davis and David Church (and/or their nominees);
- (b) Messrs Davis and Church fall within ASX Listing Rule 10.11.1 - Messrs Davis and Church are related parties of the Company by virtue of their positions as Directors;
- (c) the total number of Related Party Options to be issued is 3,500,000, comprising of:

- (i) 2,500,000 Options to Mr Davis (and/or his nominee);
- (ii) 1,000,000 Options to Mr Church (and/or his nominee);
- (d) a summary of the material terms of the Related Party Options is detailed in Schedule 2;
- (e) the Related Party Options will be granted no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (f) the Related Party Options will be issued for nil cash consideration and, accordingly, no funds will be raised from the issue of the Related Party Options. The exercise price for the Related Party Options is as follows:
 - (i) For Mr Davis (and/or his nominee) 1,000,000 @ \$0.07 and 1,500,000 at \$0.08; and
 - (ii) For Mr Church (and/or his nominee) 1,000,000 at \$0.07.
- (g) the Related Party Options are being issued as part of the Company's incentive program and to ensure Directors and Shareholders interests are aligned;
- (h) the remuneration paid to Messrs Davis and Church during the year is set out below:

Director	Salary and fees inclusive of superannuation
Mr Russell Davis	\$75,000
Mr David Church	\$79,850*

* The director fee portion being \$50,000

- (i) the Related Party Options are not being issued under an agreement; and
- (j) a voting exclusion statement is included in the Notice for Resolutions 5 or 6.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Related Party Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Related Party Options to Messrs Davis or Church (and/or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

6.5 Board recommendation

All the Directors (except for Messrs Davis and Church) recommend that Shareholders vote in favour of Resolutions 5 or 6.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in Section 4.1.

10% Placement Capacity Period has the meaning given in Section 4.2.

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

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.

ASX Listing Rules means the Listing Rules of ASX.

Auditor's Report means the auditor's report section of the Company's annual financial report for the year ended 30 June 2024.

Board means the current board of Directors.

Chair means the chair of the Meeting.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Hammer Metals Limited (ACN 095 092 158).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Eligible Entity has the meaning given in Section 4.1.

Equity Securities has the meaning given in the ASX Listing Rules.

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.

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

Option means an option to acquire a Share.

Performance Rights means a performance right which upon satisfaction of performance criteria confers an entitlement to be provided with one Share.

Proxy Form means the proxy form accompanying the Notice.

Related Party Options has the meaning given in Section 6.1.

Related Party Rights has the meaning given in Section 5.1.

Remuneration Report means the remuneration report set out in the Directors' Report.

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 Meeting has the meaning given in Section 2.2.

Spill Resolution has the meaning given in Section 2.2.

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

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

SCHEDULE 1 – TERMS AND CONDITIONS OF RELATED PARTY PERFORMANCE RIGHTS

- (a) **(Vesting Conditions):** The Performance Rights shall vest as follows:
- (i) 1,000,000 Performance Rights (**Tranche 1**) will vest subject the Company announcing a new JORC 2012 compliant mineral resource estimate of 50,000 tonnes Cu or equivalent KPI at the sole discretion of the Board;
 - (ii) 1,000,000 Performance Rights (**Tranche 2**) will vest subject to the Company announcing a new JORC 2012 compliant mineral resource estimate of 100,000 tonnes Cu or equivalent KPI at the sole discretion of the Board; and
 - (iii) 1,000,000 Performance Rights (**Tranche 3**) will vest subject to the Company announcing a new JORC 2012 compliant mineral resource estimate of 200,000 tonnes Cu or equivalent KPI at the sole discretion of the Board;
- (each, a **Vesting Condition**).
- Note for clarity it is intended that if the higher threshold vesting condition is achieved that the lower threshold condition will also be achieved.
- (b) **(Vesting):** Upon the relevant Vesting Condition being satisfied, the Company shall notify the holder in writing that the relevant Performance Rights have vested.
- (c) **(Consideration):** The Performance Rights will be issued for nil consideration each and no consideration will be payable upon the vesting of the Performance Rights.
- (d) **(Conversion):** Upon satisfaction of the relevant Performance Rights vesting, each Performance Right will, at the election of the holder, vest and convert into one (1) Share.
- (e) **(Lapse of a Performance Right):** Any Performance Right that has not been converted into a Share within three years from the date of grant (**Expiry Date**) will automatically lapse.
- (f) **(Lapsing Otherwise):** If the holder (or the effective holder where a nominee has been appointed) of the Performance Right engagement with the Company (or one of its subsidiaries) is terminated for whatever reason, any unvested Performance Rights held by that Relevant Holder will automatically lapse.
- (g) **(Share ranking):** All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other Shares.
- (h) **(Listing of Shares on ASX):** The Company will apply for quotation of all Shares issued pursuant to the vesting of Performance Rights on ASX within the period required by ASX.
- (i) **(Transfer of Performance Rights):** A Performance Right is only transferable:
- (i) with the consent of the Board; or
 - (ii) by force of law upon death to the holder's legal personal representative.

- (j) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.
- (k) **(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 or by way of dividend reinvestment), the number of Performance Rights to which each 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 were vested immediately prior to the record date of the bonus issue, and in any event in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the bonus issue.
- (l) **(Adjustment for reconstruction):** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Performance Right (including the Vesting Conditions) are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (m) **(Dividend and Voting Rights):** A Performance Right does not confer upon the holder an entitlement to vote or receive dividends.

SCHEDULE 2 – TERMS AND CONDITIONS OF RELATED PARTY OPTIONS

The Related Party Options entitle the holder to subscribe for Shares on the following terms:

- (a) Each Related Party Option entitles the holder to subscribe for and be allotted one Share at the Exercise Price.
- (b) The Exercise Price for the Related Party Options is as outlined in the table below:

Related Party	Tranche	Number of Options	Exercise Price
Russell Davis	1	1,000,000	\$0.07
	2	1,500,000	\$0.08
David Church	1	1,000,000	\$0.07

- (c) The Related Party Options are not subject to vesting conditions, and will be exercisable from the date of issue.
- (d) The Related Party Options are exercisable at any time prior to 5:00 pm WST time up until the date 4 years from the date of issue.
- (e) Related Party Options may be exercised by providing Company:
 - (i) a properly executed Notice of Exercise;
 - (ii) payment of the Exercise Price;
 - (iii) subject to clauses (c) and (f), payment to the Company of an amount equal to the Exercise Price multiplied by the number of Related Party Options which are being exercised unless there is no Exercise Price payable in respect of the Related Party Options to be exercised. Unless clause (f) applies, the notice is only effective (and only becomes effective) when the Company has received value for the full amount of the Exercise Price (for example, if the Exercise Price is paid by cheque, by clearance of that cheque) by the Expiry Date and subject to the Related Party Options the subject of the notice vesting in accordance with any Exercise Conditions stipulated in these terms and conditions.
- (f) In lieu of paying the aggregate Exercise Price to purchase Shares under clause (b)(ii) the Related Party Option holder may, at the Board's sole and absolute discretion, elect to receive, without payment of cash or other consideration, upon surrender of the applicable portion of exercisable Related Party Options to the Company, a number of Shares determined in accordance with the following formula (a Cashless Exercise):

$$A = \frac{B(C - D)}{C}$$

where:

A = the number of Shares (rounded down to the nearest whole number) to be issued to the Related Party Option holder;

B = the number of Shares otherwise issuable upon the exercise of the Related Party Options or portion of the Related Party Options being exercised;

C = the market value of one Share determined as of the date of delivery to the Company Secretary; and

D = the Exercise Price.

- (g) Subject to the Corporations Act, the ASX Listing Rules and the Company's Constitution, the Related Party Options are not transferable.
- (h) Shares will be allotted and issued pursuant to the exercise of Related Party Options within 10 business days following receipt of a properly executed notice of exercise of the Related Party Options.
- (i) Shares issued upon exercise of the Related Party Options will rank equally in all respects with the other quoted Shares then on issue. The Company will apply for official quotation by ASX of all Shares issued upon exercise of the Related Party Options, subject to the requirements of the ASX Listing Rules.
- (j) There are no participating rights or entitlements inherent in the Related Party Options and holders will not be entitled to participate in new issues of capital offered or made to Shareholders during the currency of the Related Party Options. However, the Company will ensure that for the purposes for determining entitlements to any such issue, the record date will be the date as is prescribed by the ASX Listing Rules. This will give Related Party Option holders the opportunity to exercise their Related Party Options prior to the date for determining entitlements to participate in any such issue.
- (k) In the event of any new or bonus issues, there are no rights to a change in the Exercise Price or the number of underlying securities over which the Related Party Options can be exercised. Except that the Exercise Price of a Related Party Option may be reduced in accordance with the ASX Listing Rules in the event that a pro-rata issue is made to the holders of the underlying securities in the Company.
- (l) In the event of any re-organisation (including a consolidation, sub-division, reduction or return) of the issued capital of the Company on or prior to the Expiry Date, the rights of the Related Party Option holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of re-organisation.
- (m) The Company will, as required by the ASX Listing Rules, send notice to the Related Party Option holders stating the name of the Related Party Option holder, the number of the Related Party Options held and the number of Shares to be issued on exercise of the Related Party Options, the Exercise Price, the due date for payment, and the consequence of non-payment.
- (n) The Company will not apply for quotation of the Related Party Options on ASX.

Your proxy voting instruction must be received by **11.00am (AWST) on Wednesday, 13 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.



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