

BOARD & MANAGEMENT

Glenn Davis - Chair
Michael Schwarz - MD
Gary Ferris - NED
Jarek Kopias - Co Sec

CAPITAL STRUCTURE

Ordinary Shares
Issued 147.7M

Options
Issued 3.0M

Performance rights
Issued 3.6M

CONTACT

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NOTICE OF 2024 SHAREHOLDER MEETING AND PROXY FORM

Letter to Shareholders

iTech Minerals Ltd (ASX: **ITM**, **iTech** or **Company**) refers to the notice of meeting and accompanying explanatory memorandum released to ASX on 29 July 2024 (together, the Notice of Meeting) in respect of a general meeting of the Company's shareholders (Shareholders).

The Meeting will be held at:

Date: Thursday 29 August 2024

Time: 10:00am (ACST)

Location: Offices of Grant Thornton Australia Limited
Level 3, 170 Frome Street, Adelaide, SA

In reliance on section 253RA of the *Corporations Act 2001* (Cth), the Company will not be posting hard copies of the Notice of Meeting to Shareholders unless the Shareholder has given the Company notice in writing electing to receive documents in hard copy only. The Notice of Meeting can be viewed or downloaded from the Company's website or on the ASX announcements page at <https://www.itechminerals.com.au/investor-centre/> or at www.asx.com.au.

This announcement has been authorised for release to the ASX by the Company Secretary. For further information, please contact the Company Secretary by telephone on +61 2 5850 0000 or by email at info@itechminerals.com.au.

Yours sincerely

iTech Minerals Ltd

Jarek Kopias
Company Secretary



ITECH MINERALS LTD

ACN 648 219 050

NOTICE OF GENERAL MEETING

EXPLANATORY NOTES

PROXY FORM

Date of Meeting

Thursday 29 August 2024

Time of Meeting

10:00am (ACST) (Adelaide time)

Place of Meeting

Offices of Grant Thornton Australia Limited
Level 3, 170 Frome Street
Adelaide, South Australia

NOTICE OF 2024 GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of iTech Minerals Ltd ("Company or iTech") will be held at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia on Thursday 29 August 2024 at 10:00am ACST.

The business to be considered at the General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Notes, which form part of this Notice of Meeting and contain information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the Resolutions set out in this Notice of Meeting, you should consult your financial or other professional adviser. Defined terms used in this Notice of Meeting have the meanings given to those terms in the Glossary at the end of the Explanatory Notes.

ORDINARY BUSINESS

Resolution 1 – Ratification of 25,388,318 Placement Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 25,388,318 Placement Shares on or about 7 June 2024 on the terms and to the parties set out in the Explanatory Notes."

Resolution 2 – Approval to Issue 2,760,000 Broker Options

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 2,760,000 Broker Options, on the terms set out in the Explanatory Notes, is approved."

VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS

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

Voting exclusion in relation to Resolution 1

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who participated in the Placement, or any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- a 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
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair of the Meeting to vote on the Resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusion in relation to Resolution 2

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 2 by or on behalf of Foster Stockbroking Pty Limited or their nominee(s) (if known at the time of the Meeting) and any person who will obtain a material benefit as a result of the proposed issue of the Broker Options (except a benefit solely by reason of being a holder of Shares), or any of their Associates.

However, this does not apply to a vote cast in favour of Resolutions 2 by:

- a 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

- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair of the Meeting to vote on the Resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting, Attendance Entitlement and proxy

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should either attend in person at the time, date and place of the Meeting set out above or appoint a proxy or proxies to attend or vote on the Member's behalf.

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should appoint the Chairman of the Meeting as their proxy to attend and vote on the Member's behalf. iTech encourages shareholders to **appoint the Chairman of the Meeting as their proxy**.

Shareholders are encouraged to lodge their Proxy Forms online at <https://investor.automic.com.au/#/loginsah>.

In completing the attached Proxy Form, Members must be aware that where the Chair of the Meeting is appointed as their proxy, they will be directing the Chair of the Meeting to vote in accordance with the Chair of the Meeting's voting intention unless you indicate otherwise by marking the "For", "Against" or "Abstain" boxes. The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. Members should note that they are entitled to appoint the Chair of the Meeting as a proxy with a direction to cast the votes contrary to the Chair of the Meeting's voting intention, or to abstain from voting, on any Resolution in the Proxy Form. Also, Members may appoint, as their proxy, a person other than the Chair of the Meeting.

A proxy need not be a Member of the Company. For the convenience of Members, a Proxy Form is enclosed. A Member who is entitled to attend and cast two or more votes is entitled to appoint two proxies. Where two proxies are appointed, each appointment may specify the proportion or number of voting rights each proxy may exercise. If the Member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing Member.

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 order to be valid, the Proxy Form must be received by the Company at the address specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 10:00am ACST on 27 August 2024):

On-line: <https://investor.automic.com.au/#/loginsah>.

By mail: Automic
GPO BOX 5193
SYDNEY NSW 2001

By hand: Level 5, 126 Phillip Street
SYDNEY NSW 2000

By e-mail: meetings@automicgroup.com.au

Any Proxy Forms received after that time will not be valid for the Meeting.

A Member who is a body corporate may appoint a representative, including an individual, to attend the Meeting in accordance with the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting.

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 10:00am ACST on 27 August 2024. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Jarek Kopias
Company Secretary
Adelaide, 29 July 2024

GENERAL MEETING - EXPLANATORY NOTES

These Explanatory Notes accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting and should be read in conjunction with this Notice of Meeting.

If any Shareholder is in doubt as to how they should vote, they should seek advice from their legal, financial or other professional adviser prior to voting.

Introduction

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be considered at the General Meeting of the Company. The Directors recommend Shareholders read these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms defined in the Notice of Meeting have the same meaning in these Explanatory Notes.

GENERAL BUSINESS

Resolution 1: Ratification of 25,388,318 Placement Shares

On 17 July 2024, the Company announced that it had received commitments to issue 25,388,318 Placement Shares at an issue price of \$0.071 per Placement Share under a private placement to sophisticated, professional and institutional investors (**Placement**). The issue of Shares pursuant to the Placement was undertaken under the Company's 15% placement capacity under ASX Listing Rule 7.1 and the Company's 10% placement capacity under Listing Rule 7.1A.

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 and ASX Listing Rule 7.1A limit the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% and 10% respectively of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Placement Shares did not fall within an exception and were issued without Shareholder approval under the Company's 15% placement capacity under ASX Listing Rule 7.1 and Listing Rule 7.1A.

ASX Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under ASX Listing Rule 7.1 and Listing Rule 7.1A, provided the issue did not breach the maximum threshold set by ASX Listing Rule 7.1 and Listing Rule 7.1A. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and Listing Rule 7.1A and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1 and Listing Rule 7.1A and thus the Company is seeking ratification of the issue of the Placement Shares the subject of Resolution 1. The Company confirms that the issue and allotment of the Placement Shares did not breach ASX Listing Rule 7.1 and Listing Rule 7.1A at the date of issue.

If Resolution 1 is passed, the Placement Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolution 1 is not passed, the relevant issues will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

ASX Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purpose of ASX Listing Rule 7.4 and the following information is included in these Explanatory Notes for that purpose:

Party	The Placement Shares were issued to various investors who did not require a disclosure document and who were identified and selected by the Company and its brokers. None of the parties are Related Parties of the Company and there is no issue of Placement Shares to members of Key Management Personnel. Associated entities of Lead Manager, Foster Stockbroking Pty Limited, participated in the Placement resulting in the issue of 2,816,902 Shares to Palm Beach Nominees Pty Limited <No 7 – A/C> and 3,521,127 Shares to Foster Stockbroking Nominees Pty Ltd <No 1 Account>.
Number and Class of Securities issued	25,388,318 fully paid ordinary shares – 13,159,962 Shares under Listing Rule 7.1 and 12,228,356 Shares under Listing Rule 7.1A.
Date of issue	The Placement Shares were issued on or about 25 July 2024.
Price or other Consideration	The Placement Shares were issued at a price \$0.071 (7.1 cents) per Share and the Company received approximately \$1,802,570 for the issue of the Placement Shares.
Terms	The Placement Shares rank equally with all other Shares on issue.
Purpose	The funds raised from the Placement will be used to fund 1) Reynolds Range: Scimitar Prospect Cu-Au-Ag Diamond Drilling and regional Cu-Au-Ag and Li exploration and drilling; 2) Lacroma and Sugarloaf metallurgy; 3) graphite pilot plant scoping study; 4) and general working capital expenses.
Material terms of agreement	The relevant placement agreements provided that the issue price of the Placement Shares was \$0.071 and included various conditions customary for a placement agreement of this sort.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 1 and advise that that they intend to vote any Shares that they own or control in favour of Resolution 1.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

Resolution 2: Approval to issue 2,760,000 Broker Options

On 17 July 2024, the Company announced that it had agreed, subject to Shareholder approval, to issue 2,760,000 Broker Options to Foster Stockbroking Pty Limited (or their nominee/s) (FSB) in part consideration for the capital raising services provided by FSB in relation to the Placement.

As noted in the Explanatory Notes to Resolution 1, broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Resolution 2 seeks Shareholder approval for the issue of Broker Options to FSB for the purposes of ASX Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue Options to FSB. In addition, the Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of Broker Options to FSB.

In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of the Broker Options:

Party/ Allottees	Foster Stockbroking Pty Limited or its nominee(s).
Number of Options to be issued	2,760,000 unquoted options with an exercise price of \$0.12 each and expiry date of 31 August 2026.
Material Terms of Options	The material terms of the Broker Options are detailed in Appendix 1. The Shares issued upon the exercise of Broker Options will be fully paid ordinary shares and will rank equally in all respects with all other Shares on issue as at the date of their issue.
Date of issue	The issue and allotment of the Broker Options will occur as soon as reasonably practicable following the Meeting and, in any event, within three (3) months of the date of the Meeting.
Price, Consideration, Purpose	The Broker Options will be issued for nil issue price as part of the consideration payable to FSB for capital raising services under the Lead Manager Agreement. No funds will be raised upon the issue of Broker Options as they will be issued for no additional consideration. Funds will be raised upon the exercise of Broker Options and will be used to progress the Company's exploration activities and for working capital purposes at that time.
Material terms of agreement	The relevant Lead Manager Agreement provided that the Company remunerate the Lead Manager via the payment of a 6% fee and the issue of Options in relation to services provided in managing the Placement and included various other conditions usual for a placement of this sort.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 2 and advise that that they intend to vote any Shares that they own or control in favour of Resolution 2.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 2.

Glossary

In the Notice of Meeting and Explanatory Notes:

10% Additional Placement Capacity means the Equity Securities issued under Listing Rule 7.1A.

ACST means Australian Central Standard Time (Adelaide time).

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors of iTech.

Broker Options means the issue of 2,760,000 Options to Foster Stockbroking (or nominee/s).

Chair of the Meeting means the chairman of the Meeting.

Closely Related Party has the meaning given to it in the Corporations Act and the Corporations Regulations.

Constitution means the constitution of the Company.

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

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

Director means a director of the Company.

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

Explanatory Notes means these explanatory notes.

Foster Stockbroking or **FSB** means Foster Stockbroking Pty Limited (ACN 088 747 148)

iTech or **the Company** means iTech Minerals Ltd (ABN 41 648 219 050).

Key Management Personnel means a member of the key management personnel as disclosed in the Remuneration Report.

Lead Manager means Foster Stockbroking.

Lead Manager Agreement means the agreement between the Company and Foster Stockbroking to manage the Placement.

Listing Rules and **ASX Listing Rules** means the listing rules of ASX.

Meeting or **General Meeting** means the general meeting of Shareholders to be held at the offices of Grant Thornton Australia Limited on Thursday 29 August 2024 at 10:00am ACST.

Member or **Shareholder** means each person registered as a holder of a Share.

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

Options means options to acquire Shares.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by Shareholders entitled to vote at a general meeting of Shareholders.

Placement Shares means the Shares issued pursuant to the Placement.

Placement means the placement of 25,388,318 Shares at 7.1 cents per Share to raise approximately \$1.8 million as announced on 17 July 2024.

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

Related Party has the meaning given to that term in the Corporations Act.

Resolution means a resolution referred to in this Notice.

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

VWAP means the volume weighted average share price of the Company.

Appendix 1

Terms of Options

Exercise Period and Expiry Date

The Options are exercisable at any time on a Business Day prior to 5:00pm (Sydney time) on 31 August 2026 (Expiry Date). Options not exercised by that date will lapse.

Exercise Price

Each Option entitles the holder to acquire one (1) Share on payment of the sum of \$0.12 per Option (**Exercise Price**) to iTech Minerals.

Notice of Exercise

Eligible Shareholders will receive an exercise notice at the same time that they receive a holding statement in respect of the Options (**Exercise Notice**).

Option holders may not exercise less than 100,000 Options at any one time, unless the Option holder has less than 100,000 Options, in which case they may do so provided they exercise all Options then held.

Options may be exercised at any time prior to 5:00pm (Sydney time) on the Expiry Date by delivering a duly executed Exercise Notice to iTech, together with payment for the aggregate Exercise Price for the Options being exercised.

Options will be deemed to have been exercised at a time determined by the Company and in any event no earlier than the Company having received the aggregate Exercise Price (in cleared funds) in respect of the Options exercised in accordance with the Exercise Notice.

Shares Issued on Exercise of Options

Shares to be issued pursuant to the exercise of Options will be issued following receipt of all the relevant documents and payments (in cleared funds) and will rank equally with the then issued Shares.

Shares issued pursuant to the exercise of Options will have the same rights and liabilities as the Company's existing Shares on issue as at the date of the exercise of the Options.

If the holder of any Options exercises less than the total number of Options registered in their name, iTech will provide the holder of any Options with a new holding statement stating the remaining number of Options registered in that holder's name, together with a new exercise notice.

Transfer and Quotation

The Options to be issued are not transferable. iTech has not and will not apply to the ASX for Quotation of the Options.

Participation Rights or Entitlements

There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of securities offered to Shareholders during the term of the Options, except in their capacity as existing Shareholders.

Bonus Issues

If, prior to the expiry of the options, iTech makes a bonus issue of Shares to Shareholders for no consideration, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the relevant record date for the bonus issue.

Pro-Rata Issue

If, from time to time, before the expiry of the Options, iTech makes a pro-rata issue of Shares to shareholders, the exercise price of the Options may be amended in accordance with ASX Listing Rule 6.22.2.

Capital reorganisation

If there is a reorganisation of the issued capital of the Company (including any consolidation, subdivision, reduction, or return of capital), the rights of the holder of Options shall be changed to the extent necessary to comply with the ASX Listing Rules at the time of the reorganisation.

Your proxy voting instruction must be received by **10.00am (ACST) on Tuesday, 27 August 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://automic.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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