
ORANGE MINERALS NL

ACN 650 435 895

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11 am WST

DATE: 28 November 2024

PLACE: Level 2
7 Havelock St
West Perth WA

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 accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company on +61 8 6102 2039.

ORANGE MINERALS NL

ACN 650 435 895

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Orange Mineral NL (**Company**) will be held at Level 2, 7 Havelock Street, West Perth Western Australia on 28 November 2024 at 11am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders on 26 November 2024 at 5pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 9.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

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

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024."

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

Voting Exclusion

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.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – CAMPBELL SMYTH

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

"That, for the purpose of clause 74 of the Constitution, Listing Rule 14.5 and for all other purposes, Campbell Smyth, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – ELECTION OF DIRECTOR – CHRISTOPHER MICHAEL

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

"That, for the purpose of clause 70.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Christopher Michael, having been appointed as a Director since the last annual general meeting, retires and being eligible, is elected as a Director."

5. RESOLUTION 4 – RATIFICATION OF APPOINTMENT OF AUDITOR

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

"That, for the purposes of section 327B of the Corporations Act and for all other purposes, Criterion Audit Pty Ltd, having been nominated by a Shareholder and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company effective from the date of the Meeting."

6. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

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

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

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHORTFALL 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 Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 2,666,666 Shares to Shortfall Participants on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Shortfall Participants or its associates.

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

- (a) 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
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

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

8. RESOLUTION 7 – APPROVAL FOR CHRISTOPHER MICHAEL TO PARTICIPATE IN SHORTFALL

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise Christopher Michael (or his nominees) to participate in the Shortfall to the extent of up to 1,666,668 Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Christopher Michael or his nominees or a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or any associates of those persons.

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

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

9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES TO MINING EQUITIES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 352,113 Shares to Mining Equities on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mining Equities or its associates.

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

- (a) 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

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

10. RESOLUTION 9 – APPROVAL TO GRANT OPTIONS TO B & B RESOURCES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the grant of up to 2,000,000 New Options to B & B Resources on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of B & B Resources and its nominees or a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or any associates of those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

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

Dated: 24 October 2024

By order of the Board

**Johnathon Busing
Company Secretary**

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 2, 7 Havelock Street, West Perth Western Australia on Tuesday, 28 November 2024 at 11am (WST).

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

A Proxy Form is located at the end of the Explanatory Memorandum.

2. ACTION TO BE TAKEN BY SHAREHOLDERS

2.1 Voting in person

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

2.2 Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 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 changes to the Corporations Act made in 2011 mean that:

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company on +61 8 6102 2039.

3. FINANCIAL STATEMENTS AND REPORTS

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

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

4. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

4.1 General

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

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

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

4.2 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.

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

5. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR CAMPBELL SMYTH

5.1 General

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

The Directors have resolved to agree that Mr Campbell Smyth, who has served as a Director since 24 August 2021, retires and be eligible for re-election.

5.2 Qualification and other material directorships

Mr Smyth has over 25 years of experience in fund management, capital markets and corporate finance of the venture capital and resource sectors. Mr Smyth is a graduate of the University of Western Australia (Bachelor of Commerce) and postgraduate of Pembroke College, Oxford.

In the past 3 years, Mr Smyth has held positions as Non-Executive Director for Allied Copper Corporation (TSXV), Amani Gold (ASX:ANL) (resigned 8 July 2024) and Macro Metals Ltd (ASX:M4M) (resigned 6 March 2024).

Mr Smyth is currently Non-Executive Director of Nubian Resources (TSXV) and Allup Silica Limited (ASX:APS). Mr Smyth is also Chairman of Fitzroy Minerals Inc (TSX-V:FTZ).

5.3 Independence

If elected, the Board considers Mr Smyth will be an independent director.

5.4 Board recommendation

The Board, other than Mr Smyth, supports the re-election of Mr Smyth and recommends that Shareholders vote in favour of Resolution 2.

6. RESOLUTION 3 – ELECTION OF DIRECTOR – MR CHRISTOPHER MICHAEL

6.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Pursuant to the Constitution and Listing Rule 70.2, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Christopher Michael, having been appointed by the Board on 14 November 2023, retires and being eligible, seeks election from Shareholders.

6.2 Qualification and other material directorships

Mr Michael is an experienced financial and corporate advisor with multiple years of experience specialising in junior mining and exploration companies. He holds a Bachelor of Commerce, majoring in accounting and finance.

6.3 Independence

If elected, the Board considers Mr Michael will be an independent director.

6.4 Board recommendation

The Board, other than Mr Michael, supports the re-election of Mr Michael and recommends that Shareholders vote in favour of Resolution 3.

7. RESOLUTION 4 – RATIFICATION OF APPOINTMENT OF AUDITOR

On 13 May 2024, in accordance with section 327C of the Corporations Act, the Company appointed BDO Audit Pty Ltd as auditor of the Company following the Australian Securities and Investments Commission's (ASIC) consent to the resignation of the Company's previous auditor, BDO Audit (WA) Pty Ltd, in accordance with section 329(5) of the Corporations Act.

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

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

In accordance with section 328B of the Corporations Act, notice in writing nominating BDO Audit Pty Ltd as auditor of the Company has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice as Annexure A.

BDO Audit Pty Ltd has provided to the Company and has not withdrawn its consent to act as auditor of the Company in accordance with section 328A(1) of the Corporations Act.

Resolution 4 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of this Resolution.

8. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

8.1 General

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

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

An ‘eligible entity’ means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes. As at the date of this Notice, the Company is an ‘eligible entity’ as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$300,000,000 or less.

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

8.2 Technical information required by Listing Rule 14.1A

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

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

8.3 Technical information required by Listing Rule 7.1A

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

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

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

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

(b) **Minimum Price**

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

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in Section 8.3(b)(i), the date on which the Equity Securities are issued.

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

The Company may only seek to issue the Equity Securities under the 7.1A Mandate for cash consideration. The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate towards:

- (i) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);
- (ii) continued exploration expenditure on the Company's current assets/or projects;
- (iii) the development of the Company's current business; and
- (iv) general working capital.

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

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

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

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 17 October 2024 (being \$0.026).

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			0.013	0.026	0.039
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current	109,083,494	10,908,349	\$141,808.54	\$283,617.08	\$425,425.63
50% increase	163,625,241	16,362,524	\$212,712.81	\$425,425.63	\$638,138.44
100% increase	218,166,988	21,816,699	\$283,617.08	\$567,234.17	\$850,851.25

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

The table above uses the following assumptions:

1. There are currently 109,083,494 Shares on issue.
2. The issue price set out above is the closing market price of Shares as at 17 October 2024 (being \$0.026).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
5. 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.
6. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
7. 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%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

(e) Allocation policy under the 7.1A Mandate

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

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

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;

- (iii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
 - (v) prevailing market conditions; and
 - (vi) advice from corporate, financial and broking advisers (if applicable).
- (f) **Previous approval under Listing Rule 7.1A**
- The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 30 November 2023.
- During the 12-month period preceding the date of the Meeting, being on and from 28 November 2023, the Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A as at the date of this Notice.
- (g) **Voting Exclusion Statement**
- As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

9. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHORTFALL SHARES

9.1 General

On 27 August 2024, the Company announced a Share Purchase Plan (**SPP**) providing Shareholders (being those Shareholders registered with an address in Australia and New Zealand as at 26 August 2024) the opportunity to purchase up to \$30,000 worth of fully paid ordinary Shares in the capital of the Company irrespective of the size of their shareholding without incurring brokerage or transaction costs.

The Company sought to raise up to \$600,000 under the SPP through the issue of approximately 25,000,000 Shares at an issue price of \$0.024 (representing an 8% discount to the closing price of Shares of \$0.026 on 26 August 2024, being the last trading day immediately prior to the announcement of the SPP and a 7% discount to the 5-day VWAP of Shares up to and including 26 August 2024, being \$0.0258.)

Proceeds raised under the SPP are to be used to complete an initial drilling program at the Company's Lennons Find Project in Western Australia, for exploration activities at the Mulga Rocks Project East of Kalgoorlie and for general working capital purposes.

The SPP was not underwritten. If less than \$600,000 in valid applications were received for the SPP, the shortfall placement of Shares would be done at the Company's discretion subject to compliance with legal requirements including the Listing Rules.

The Company received valid applications from Shareholders to raise \$496,000 under the SPP via the issue of 20,666,656 Shares, which were issued on 25 September 2024 under Exception 5 in Listing Rule 7.2 without the need for Shareholder approval, leaving a \$104,000 shortfall under the SPP (representing 4,333,344 Shares) (**Shortfall**).

On 16 October 2024, a total of 2,666,666 Shares (**Shortfall Shares**) under the Shortfall were issued to various existing Shareholders and sophisticated or professional investors secured by the Board (**Shortfall Participants**) to raise a further \$64,000. The Shortfall Shares were issued using the Company's annual limit permitted under Listing Rule 7.1 without the need for Shareholder

approval. Ratification for the prior issue of the Shortfall Shares is being sought under Resolution 6.

A further 1,666,668 Shares under the Shortfall is proposed to be issued to Director, Christopher Michael, subject to Shareholder approval pursuant to Resolution 7 (refer to Section 10 for further details).

9.2 Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12-month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting at which shareholders approve the 10% placement facility. The 10% placement facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made (pursuant to Listing Rule 7.1 or the additional 10% capacity under Listing Rule 7.1A). If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Accordingly, Resolution 6 seeks Shareholder ratification of the issue of the Shortfall Shares issued pursuant to the Company's 15% capacity under Listing Rule 7.1 under and for the purposes of Listing Rule 7.4.

If Resolution 6 is passed, the issue of Shortfall Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 6 is not passed, the issue of the Shortfall Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

Resolution 6 is an ordinary resolution.

9.3 Information required by Listing Rule 7.5

The following information is provided for the purposes of Listing Rule 7.5:

- (a) 2,666,666 Shares were issued on 16 October 2024.
- (b) The Shortfall Shares were issued to the Shortfall Participants, none of whom is a related party or substantial holder of the Company, a member of the Company's key management personnel, an adviser to the Company or an associate of any of those persons.
- (c) The Shortfall Shares were issued at \$0.024 per Share, being the same issue price as Shares issued under the SPP.

- (d) The Shortfall Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The issue of Shortfall Shares raised a total of \$64,000. The funds will be aggregated with and used for the same purposes as funds raised under the SPP (refer to Section 9.1 for further details).
- (f) The Shortfall Shares were not issued pursuant to an agreement.
- (g) A voting exclusion statement is included in the Notice.

10. RESOLUTION 7 – APPROVAL FOR CHRISTOPHER MICHAEL TO PARTICIPATE IN SHORTFALL

10.1 General

Background on the SPP and the proposed participation of Christopher Michael in the Shortfall are set out in Section 9.1

Resolution 7 seeks Shareholder approval for Christopher Michael's participation in the Shortfall for an aggregate of 1,666,668 Shares (**Director Shortfall Shares**) on the same terms as Shares offered under the SPP to raise \$40,000.

10.2 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 issue of the Director Shortfall Shares to Mr Michael (or his nominee) constitutes giving a financial benefit and Mr Michael is a related party of the Company by virtue of being a Director.

In respect of Resolution 7, the Directors (other than Mr Michael who has a material personal interest in Resolution 7) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the Director Shortfall Shares will be issued on the same terms as the Shares issued under the SPP to non-related party participants and as such, the giving of the financial benefit is on arm's length terms.

10.3 Listing Rule 10.11

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

- (a) a related party;
- (b) a person who is, or was at any time in the six months prior to the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the six months prior to the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board

of the company pursuant to a relevant agreement which gives them the right or expectation to do so;

- (d) an associate of a person referred to in paragraphs (a) to (c) above; or
- (e) a person whose relationship with the company or a person referred to in a Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Mr Michael's participation in the Shortfall falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 7 seeks the required Shareholder approval for the issue of the Director Shortfall Shares under and for the purposes of Listing Rule 10.11.

10.4 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Director Shortfall Shares within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Shortfall Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Director Shortfall Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Director Shortfall Shares and the \$40,000 that would be raised via the participation of Mr Michael in the Shortfall will not be raised.

10.5 Information required by Listing Rule 10.13

The following information is provided for the purposes of Listing Rule 10.13:

- (a) The Director Shortfall Shares will be issued to Mr Michael (or his nominee), who is a related party for the purposes of Listing Rule 10.11.1 by virtue of being a Director;
- (b) The maximum number of securities to be issued is 1,666,668 Shares.
- (c) The Director Shortfall Shares will be issued 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 Listing Rules) and it is intended that issue of the Shares will occur on the same date.
- (d) The issue price of the Director Shortfall Shares is \$0.024 per Share, being the same price of Shares issued under the SPP.
- (e) The purpose of the issue of the Director Shortfall Shares to Mr Michael is to allow Mr Michael to participate in the Shortfall and to raise a further \$40,000. The funds will be aggregated with and used for the same purposes as funds raised under the SPP (refer to Section 9.1 for further details).
- (f) The Director Shortfall Shares to be issued under this Resolution are not intended to remunerate or incentivise Mr Michael.
- (g) Mr Michael currently holds an indirect interest of 950,000 fully paid ordinary shares in the Company. If Resolution 7 is approved by Shareholders, Mr Michael will hold an aggregate interest of 2,616,668 Shares in the Company.

- (h) The Director Placement Securities are not being issued under an agreement.
- (i) A voting exclusion statement is included in the Notice.

11. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES TO MINING EQUITIES

11.1 General

On 10 November 2022, the Company announced that it had entered into a binding agreement with Mining Equities to acquire a tenement package comprised of two exploration licences and three exploration licence applications located in the Murchison region of Western Australia. Details on the tenement package acquired from Mining Equities is set out in the Company's ASX Announcement dated 10 November 2022.

A summary of the material terms of the acquisition agreement with Mining Equities is set out below:

- (a) The Company acquired the Youanmi Project comprised of exploration licences E59/2763 and E57/1262 and three exploration licence applications (E57/1221, E57/1222 and E57/1223) from Mining Equities.
- (b) In consideration for the acquisition, the Company agreed to issue to Mining Equities (or its nominee):
 - (i) \$25,000 worth of Shares at an issue price equal to the 5 day VWAP of the Company's Shares immediately prior to the date of the agreement (**Initial Consideration Shares**); and
 - (ii) in the event that all of the exploration licence applications are granted, a further \$25,000 worth of Shares at an issue price equal to the greater of the 5 day VWAP of the Company's Shares immediately prior to the date that the last exploration licence application is granted (being \$0.029) or the price of the Initial Consideration Shares (being \$0.071) (whichever is higher) (**Deferred Consideration Shares**).
- (c) The acquisition agreement with Mining Equities otherwise contains representations, warranties and undertakings which are customary for an agreement of its nature.

The Initial Consideration Shares were issued on 9 November 2022.

The last of the Youanmi Project exploration licence applications was granted to the Company on 7 March 2024. Accordingly, the Company issued the Deferred Consideration Shares (comprising 352,113 Shares to Mining Equities on 16 October 2024. The Deferred Consideration shares were issued using the Company's annual limit permitted under Listing Rule 7.1 without the need for Shareholder approval. Resolution 8 seeks ratification for the issue of the Deferred Consideration Shares.

11.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 10.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Accordingly, Resolution 8 seeks Shareholder ratification of the issue of the Deferred Consideration Shares (which were issued pursuant to the Company's 15% capacity under Listing Rule 7.1) under and for the purposes of Listing Rule 7.4.

If Resolution 8 is passed, the issue of the Deferred Consideration Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Deferred Consideration Shares.

If Resolution 8 is not passed, the issue of the Deferred Consideration Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Deferred Consideration Shares.

Resolution 8 is an ordinary resolution.

11.3 Information required by Listing Rule 7.5

The following information is provided for the purposes of Listing Rule 7.5:

- (a) 352,113 Shares were issued on 16 October 2024.
- (b) The Deferred Consideration Shares were issued to Mining Equities, who is not a related party or substantial holder of the Company, a member of the Company's key management personnel, an adviser to the Company or an associate of any of those persons.
- (c) The Deferred Consideration Shares were issued at 0.071 per Share (being the price equal to the 5 day VWAP of the Company immediately prior to the date of execution of the acquisition agreement with Mining Equities).
- (d) The Deferred Consideration Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Deferred Consideration Shares were issued as consideration for the acquisition of the Youanmi Project. Accordingly, no funds were raised from the issue of the Deferred Consideration Shares.
- (f) The material terms of the acquisition agreement with Mining Equities are set out in Section 11.1.
- (g) A voting exclusion statement is included in the Notice.

12. RESOLUTION 9 – APPROVAL TO GRANT OPTIONS TO B & B RESOURCES

12.1 General

As announced on 29 April 2024, the Company agreed, subject to Shareholder approval, to grant B & B Resources (or its nominees) 2,000,000 New Options, each exercisable at \$0.05 and expiring 3 years after grant, as fees for assisting the Company make six exploration licence applications prospective for uranium and rare earth metals surrounding Deep Yellow Limited's (ASX:DLY) Mulga Rock deposit (**Applications**).

A summary of Listing Rule 7.1 is provided in Section 9.2.

Resolution 9 seeks Shareholder approval for the grant of New Options to B & B Resources (or its nominees) for the purposes of Listing Rule 7.1.

If Resolution 9 is passed, the Company will be able to proceed with the grant of New Options to B & B Resources. In addition, the grant of New Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 9 is not passed then the Company will not be able to proceed with the grant of New Options to B & B Resources (or its nominees) and will need to negotiate an alternative fee arrangement with B & B Resources for services provided in respect of the Applications.

Resolution 9 is an ordinary resolution.

12.2 Information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3:

- (a) The New Options will be granted to B & B Resources (or its nominees), who is not a related party or substantial holder of the Company, a member of the Company's key management personnel or an associate of any of those persons.
- (b) The maximum number of securities the Company may grant under Resolution 9 is 2,000,000 New Options
- (c) The New Options are each exercisable at \$0.05 and expire 3 years after grant. Full terms and conditions of the New Options are set out in Schedule 1. Shares issued on exercise of the New Options will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The New Options will be granted no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
- (e) The New Options will be granted for nil consideration as they are being granted to B & B Resources as fees for services provided to the Company in respect of the Applications. Accordingly, no funds will be raised from the grant of the New Options.
- (f) The New Options are being pursuant to an agreement reached with B & B Resources. The material terms of the agreement is set out in Section 12.1.
- (g) A voting exclusion statement is included in the Notice.

13. DEFINITIONS

\$ means Australian dollars.

7.1A Mandate has the meaning given to that term in Section 8.1.

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

Applications has the meaning given to that term in Section 12.1.

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

B & B Resources means the business trading under the name B & B Resources operated by Geoffrey (Bruce) Hooper.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

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

- (a) a spouse or child of the member;

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

Company means Orange Minerals NL (ACN 650 435 895).

Constitution means the Company's constitution.

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

Deferred Consideration Shares has the meaning given in Section 11.1.

Directors means the current directors of the Company.

Director Shortfall Shares has the meaning given in Section 10.1.

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

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Initial Consideration Shares has the meaning given in Section 11.1.

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.

Listing Rules means the Listing Rules of ASX.

Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue (or agreement to issue, as applicable) of the relevant Equity Securities.

Mining Equities means Mining Equities Pty Ltd (ACN 627 501 491).

New Options means an Option on the terms and conditions in Schedule 1.

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

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2024.

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 Memorandum.

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

Shareholder means a registered holder of a Share.

Shortfall has the meaning given in Section 9.1.

Shortfall Participants has the meaning given in Section 9.1.

Shortfall Shares has the meaning given in Section 9.1.

SPP has the meaning given in Section 9.1.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means Volume Weighted Average Price.

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

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

SCHEDULE 1 – TERMS AND CONDITIONS OF NEW OPTIONS

1. ENTITLEMENT

Each New Option (**Option**) entitles the holder to subscribe for one (1) Share upon exercise of the Option.

2. EXPIRY DATE

Each Option will expire at 5.00 pm (AWST) on the date which is three (3) years after the date of grant (**Expiry Date**).

3. EXERCISE PRICE

Each Option will have an exercise price equal to \$0.05 (**Exercise Price**).

4. EXERCISE PERIOD AND LAPSING

Subject to Section 9, Options may be exercised at any time after the date of issue and prior to the Expiry Date. After this time, any unexercised Options will automatically lapse.

5. EXERCISE NOTICE AND PAYMENT

Options may be exercised by notice in writing to the Company (**Exercise Notice**) together with payment of the Exercise Price for each Option being exercised. Any Exercise Notice for an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt. Cheques paid in connection with the exercise of Options must be in Australian currency, made payable to the Company and crossed "Not Negotiable".

6. SHARES ISSUED ON EXERCISE

Shares issued on exercise of Options will rank equally in all respects with the existing fully paid ordinary shares in the Company.

7. QUOTATION OF SHARES

Provided that the Company is quoted on ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

8. TIMING OF ISSUE OF SHARES

Subject to Section 9, within five (5) business days after the later of the following:

- receipt of an Exercise Notice given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised by the Company if the Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and
- the date the Company ceases to be in possession of excluded information with respect to the Company (if any) following the receipt of the Exercise Notice and payment of the Exercise Price for each Option being exercised by the Company,

the Company will allot and issue the Shares pursuant to the exercise of the Options and, to the extent that it is legally able to do so:

- give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options.

9. SHAREHOLDER AND REGULATORY APPROVALS

Notwithstanding any other provision of these terms and conditions, exercise of Options into Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If exercise of the Options would result in any person being in contravention of section 606(1) of the Corporations Act then the exercise of each Option that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606(1) of the Corporations Act. Holders

must give notification to the Company in writing if they consider that the exercise of the Options may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Options will not result in any person being in contravention of section 606(1) of the Corporations Act.

10. PARTICIPATION IN NEW ISSUES

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least four business days after the issue is announced. This is intended to give the holders of Options the opportunity to exercise their Options prior to the announced record date for determining entitlements to participate in any such issue.

11. ADJUSTMENT FOR BONUS ISSUES OF SHARES

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder had exercised the Option before the record date for the bonus issue; and
- no change will be made to the Exercise Price.

12. ADJUSTMENT FOR RIGHTS ISSUE

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment to the Exercise Price.

13. ADJUSTMENTS FOR REORGANISATION

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

14. QUOTATION

The Company will not apply for quotation of the Options on ASX.

15. TRANSFERABILITY

Options are transferrable subject to prior written notice to the Company.

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **11.00am (AWST) on Tuesday, 26 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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