



Resource Base Limited

ACN: 113 385 425

Notice of General Meeting

Notice is given that the Meeting will be held at:

TIME: 10.00 am (WST)
DATE: Friday, 21 April 2023
PLACE: Level 8, 99 St Georges Terrace
Perth WA 6000

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.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 (08) 9486 4036.



Resource Base Limited
ACN 113 385 425

Notice of General Meeting

Notice is hereby given that the General Meeting of the Shareholders of Resource Base Limited will be Level 8, 99 St Georges Terrace, Perth WA 6000 at 10:00am (WST) on Friday, 21 April 2023 (**Meeting**).

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

Shareholders can vote by attending the Meeting by returning a completed Proxy Form or attending the Meeting in person. Instructions on how to complete a Proxy Form are set out in the Explanatory Statement.

Proxy Forms must be received by no later than 10:00am (WST) on 19 April 2023.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in Schedule 1 of the Explanatory Statement.

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 advisors prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (WST) on 19 April 2023.

AGENDA

RESOLUTIONS 1 & 2 - APPROVAL TO ISSUE CONSIDERATION SECURITIES UNDER LISTING RULE 7.1

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of:

(a) 6,000,000 fully paid ordinary shares in the capital of the Company (Resolution 1); and

(b) 8,000,000 Performance Shares, to be converted into Shares at the 10-day VWAP of the Company’s securities prior to achievement of the performance milestone, and otherwise on the terms in SCHEDULE 2 (Resolution 2),

to Noranda Royalties (or its nominees) under the acquisition of a 100% interest in the Ernst Lake and Wali Lithium projects, and otherwise on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 3 - APPROVAL TO ISSUE FACILITATION OPTIONS UNDER LISTING RULE 7.1

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 2,000,000 Options to the introducer of the Wali and Ernst Lake Lithium projects, and otherwise on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

VOTING PROHIBITION AND EXCLUSION STATEMENTS

ASX Listing Rules

Under Listing Rule 14.11, the Company will disregard any votes cast in favour of a resolution by or on behalf of:

- (a) the below named person or class of persons excluded from voting; or
- (b) an associate of that person or those persons:

Resolution	Persons excluded from voting
Resolutions 1 & 2 - Issue of Consideration Securities	Noranda Royalties and any person 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 entity).
Resolution 3 - Issue of Facilitator Options under LR 7.1	Any person 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 entity).

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely as 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.

By order of the Board of Directors

A handwritten signature in black ink, appearing to read 'Daniel Smith', with a stylized, flowing script.

Mr Daniel Smith
Company Secretary
21 March 2023

Explanatory Statement

1 INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 8, 99 St Georges Terrace, Perth WA 6000 at 10:00am (WST) on Friday, 21 April 2023. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

This Explanatory Statement should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

1	INTRODUCTION	5
2	ACTION TO BE TAKEN BY SHAREHOLDERS	5
3	RESOLUTIONS 1 & 2 - ISSUE OF SECURITIES UNDER THE NORANDA TRANSACTION	6
4	RESOLUTION 3 - ISSUE OF FACILITATOR OPTIONS	9

A Proxy Form is located at the end of this Explanatory Statement.

ASX takes no responsibility for the contents of the Notice or Explanatory Statement.

Please contact the Company Secretary on + 61 417 978 955 or by email at ds@resourcebase.com.au if you wish to discuss any matter concerning the Meeting.

2 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Statement carefully before deciding how to vote on the Resolutions.

2.1 Voting by Proxy

To vote by proxy, please complete and sign and return the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form.

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

- (a) each Shareholder has the right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and
- (c) 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 half of the votes.

The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on the Resolutions.

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 11:00am (Brisbane Time) on 6 February 2023. Any Proxy Form received after that time will not be valid for the Meeting.

Shareholders can appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair of the Meeting must follow your instructions.

2.2 Voting in person

All Shareholders are invited and encouraged to attend the Meeting.

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

2.3 Corporate representatives

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting.

2.4 Eligibility to vote

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (WST) on 19 April 2023.

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.

2.5 Voting by Shareholders at the Meeting

All Resolutions will be determined by a poll at the Meeting.

The Company encourages Shareholders who submit proxies to direct their proxy on how to vote on the Resolutions. As at the date of this Notice the Chairman of the Meeting intends to vote all undirected proxies in favour of each of the Resolutions.

3 RESOLUTIONS 1 & 2 - ISSUE OF SECURITIES UNDER THE NORANDA TRANSACTION

3.1 Introduction

On 24 February 2023, the Company announced the proposed acquisition of a 100% interest in the Wali Lithium Project and the Ernst Lake Lithium Project (the

Projects), both located in the highly sought-after James Bay Lithium District, Québec, from Noranda Royalties Inc (**Noranda Royalties**). The Company and Noranda Royalties Inc have entered into a binding term sheet (**Term Sheet**) pursuant to which the the Company has an option to acquire 100% of the Projects for C\$300,000 cash, 6 million Shares and 8 million performance rights (**Consideration Securities**) (**Acquisition**). The Acquisition is subject to certain conditions, including Shareholder approval. Resolutions 1 and 2 seek that approval.

Further details on the Projects are set out in the Company's announcement to ASX on 24 February 2023.

The key terms of the Term Sheet with Noranda Royalties are as follows:

- (a) **Grant of Option:** In exchange for payment of a non-refundable option fee of CDN \$50,000 (**Option Fee**) (paid), the Vendor grants the Company the exclusive right to acquire 100% of all of the Mineral Claims.
- (b) **Exercise of the Option:** On payment of the Option Fee, the Company may exercise the Option at any time until expiry of the Option Period, being within 45-days of signing of the Term Sheet.
- (c) **Settlement:** Settlement under the Term Sheet will occur on the date that is 5 days after the date of the Company exercising the Option / satisfaction of the conditions precedent (as set out below), or such other date as the parties agree in writing.
- (d) **Consideration:** At Settlement, the following consideration is payable by the Company to the Vendor (and/or its nominees):
 - a. CDN\$300,000 in cash (**Cash Consideration**);
 - b. 6 million fully paid ordinary shares in the Company (**Consideration Shares**); and
 - c. 8 million performance rights, convertible to Shares, upon the achievement of diamond drill results with at least 20m intercept at 1% lithium (LiO₂) at either of the Projects on or before 31 December 2024 (**Performance Rights**).

The Consideration Shares will be subject to voluntary escrow for a 6-month period to commence on the Settlement Date.

- (e) **Royalty:** From Settlement, the Company grants the Vendor (and/or their nominee) a 2% gross revenue royalty on all minerals recovered from the Mineral Claims (**Royalty**). The Company has the option to buy-back 1% of the Royalty for C\$1 million within 3-years of execution or C\$2 million after 3-years from Settlement.
- (f) **Expenditure Commitment:** Subject to exercising the Option, the Company is required to incur A\$600,000 on exploration activities on the Mineral Claims within 12 months of Settlement.

- (g) **Conditions Precedent:** Subject to exercising the Option, Settlement of the acquisition will be conditional on the Company obtaining all necessary shareholder (including for the purposes of Listing Rule 7.1) and regulatory approvals.

The agreement contains warranties and indemnities consistent with an agreement of this nature.

3.2 Listing Rules

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

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

Securities issues that are approved by Shareholders under Listing Rule 7.4 are not included in calculating an entity's 15% capacity under Listing Rule 7.1.

3.3 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolutions 1 & 2:

- (a) The securities will be issued to Noranda Royalties (or its nominee/s), who are not persons to whom Listing Rule 10.11 applies.
- (b) The number and class of securities to be issued to Noranda Royalties is:
 - (i) 6,000,000 Consideration Shares (Resolution 1); and
 - (ii) 8,000,000 Performance Rights (Resolution 2),Collectively, the Consideration Securities.
- (c) The material terms of the securities to be issued are:
 - (i) Fully paid ordinary shares.
 - (ii) Performance Rights on the terms set out in section 3.2 and SCHEDULE 2.
- (d) The shares to be issued are fully paid ordinary shares in the capital of the Company that will rank equally with all Shares currently on issue.
- (e) The securities will be issued no later than 3 months after the date of the meeting and it is intended that issue will occur on the same date.
- (f) The deemed issue price of the Consideration Shares is \$0.13 per Share.

- (g) The Consideration Securities will be issued in consideration for acquiring a 100% interest in the Projects under the Acquisition, and no funds will be raised from the issue.
- (h) Other than those set out in this section, there are no other material terms in relation to the issue.
- (i) A voting exclusion statement is included in the Notice.

If Resolution 1 is passed, Resource Base can issue the Consideration Shares. The Consideration Shares will also be included in calculating Resource Base's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities Resource Base can issue without shareholder approval over the 12-month period following the issue.

If Resolution 1 is not passed, the Company cannot issue the Consideration Shares and the Acquisition will lapse with the Company having no interest in the Projects.

If Resolution 2 (and Resolution 1) is passed, Resource Base can issue the Performance Rights. The Performance Rights will also be included in calculating Resource Base's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities Resource Base can issue without shareholder approval over the 12-month period following the issue.

If Resolution 2 (and Resolution 1) is not passed, the Company cannot issue the Performance Rights and the Acquisition will lapse with the Company having no interest in the Projects.

3.4 Directors' recommendation

The Directors unanimously recommends that Shareholders vote in favour of Resolutions 1 & 2. These will allow the Company to issue the Consideration Securities and complete the Acquisition.

4 RESOLUTION 3 - ISSUE OF FACILITATOR OPTIONS

4.1 Introduction

The Projects were introduced to the Company by Taylor Collison Limited. In consideration for introducing the transaction, the Company will, subject to the passing of Resolutions 1 & 2, issue Taylor Collison with 2 million unlisted options exercisable at \$0.20 each within 3 years from issue (**Facilitator Options**). Resolution 2 seeks Shareholder approval to issue the Facilitator Options.

4.2 ASX Listing Rules

ASX Listing Rules 7.1 and 7.4 are summarised above.

By approving the issue of the Facilitator Options, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement

capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.3 Technical information required by ASX Listing Rule 7.3

In compliance with the information requirements of ASX Listing Rule 7.3, Shareholders are advised of the following in relation to Resolution 3:

- (a) The Facilitator Options will be issued to Taylor Collison Limited or their nominees, none of whom are persons to whom Listing Rule 10.11 applies.
- (b) The number of Facilitator Options to be issued is 2,000,000.
- (c) The Facilitator Options each confer the right to subscribe for a fully paid ordinary share in the Company at an exercise price of \$0.20 and expiring 2 years from issue, and otherwise on the terms in SCHEDULE 1.
- (d) The securities will be issued no later than 3 months after the date of the meeting and it is intended that issue will occur on the same date.
- (e) The securities will be issued in part consideration for services provided in relation to the proposed Acquisition and no funds will be raised from the issue. Funds raised from the exercise of the Facilitator Options will be used for general working capital.
- (f) Other than those set out in this section, there are no other material terms in relation to the issue.
- (g) A voting exclusion statement is included in the Notice.

If Resolution 3 is passed, the Company can issue the Facilitator Options and the issue will be excluded in calculating Resource Base'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 Issue Date.

If Resolution 3 is not passed, the issue will not proceed.

4.4 Directors' recommendation

The Directors unanimously recommends that Shareholders vote in favour of Resolution 3 as it will allow the Company to issue the Facilitator Options.

SCHEDULE 1 GLOSSARY

\$ or A\$ means Australian dollars.

Acquisition has the meaning given in section 3.1.

ASX Listing Rules means the Listing Rules of ASX.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Company means Resource Base Limited (ACN 113 385 425).

Consideration Shares has the meaning given in section 3.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Facilitator Options has the meaning given in section 3.

Noranda Royalties Inc has the meaning given in section 3.1.

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

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

Noranda Royalties Inc has the meaning given in section 3.1.

Option means an option to be issued a Share.

Performance Right means 8,000,000 performance rights, to be converted to Shares as set out in SCHEDULE 2.

Proxy Form means the proxy form accompanying the Notice.

Relevant Period has the meaning given in the Listing Rule.

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

Ernst Lake and Wali Lithium Projects has the meaning given in section 3.1.

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.

VWAP has the meaning given in the Listing Rule.

WST means Western Australian Standard Time.

SCHEDULE 1 FACILITATOR OPTION TERMS

1. Entitlement

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

2. Exercise Price

The amount payable on exercise of each Option will be \$0.20 (Exercise Price).

3. Expiry Date

The Options will expire at 5.00pm (WST) 3 years from issue (Expiry Date).

Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

Options may be exercised at any time prior to the Expiry Date (Exercise Period).

5. Notice of Exercise

The Options may be exercised by notice in writing to the Company (Exercise Notice) and payment of the Exercise Price, in Australian currency, for each Option being exercised.

A minimum of 2,500 Options (having a total exercise price of \$500) must be exercised at any time. Where a Shareholder holds less than 2,500 Options then they must exercise their entire holding of Options.

6. Exercise Date

Any Exercise Notice received by the Company will be deemed effective on and from the later of: (i) the date of receipt of the Exercise Notice and (ii) the date of Company's receipt of the Exercise Price, for each Option being exercised, in cleared funds (Exercise Date).

7. Timing of Issue of Shares on Exercise

Within 15 Business Days after a Option is validly exercised or such other period specified by the Listing Rules, the Company will:

- (a) allot and issue that number of Shares pursuant to the exercise of the Options; and
- (b) if admitted to the official list of the ASX at the time, apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options.

8. Shares Issued on Exercise

Shares issued pursuant to the exercise of the Options will rank equally with the then issued Shares of the Company.

9. Participation in New Issues

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

10. Reconstruction of Capital

If at any time the issued share capital of the Company is reconstructed, all rights of a Option holder will be varied to comply with the Corporations Act and the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

11. Options Transferable

The Options are transferable.

12. Change in Exercise Price

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

13. Adjustments for Rights Issues

If the Company makes a pro rate issue of Shares to existing Shareholders, there will be no adjustment to the Exercise Price of a Option.

14. Adjustment for Bonus Issue of Shares

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

- (a) The number of Shares which must be issued on the exercise of a Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
- (b) there will be no adjustment to the Exercise Price of a Option.

SCHEDULE 2 TERMS OF PERFORMANCE RIGHTS

2.1 Definitions

Words with capitalised letters in these Terms have the following meaning, unless the context requires otherwise:

Conversion Event means:

- (a) The achievement of a Performance Hurdle detailed in paragraph 2.4(a); or
- (b) The happening of any of the events detailed in paragraph 2.4(d).

Deal means to sell, transfer, assign, novate, vary, mortgage, encumber, create any equitable interest, share any rights, otherwise deal with any right, title or interest, or agreement to do any of those actions.

Expiry Date means 31 December 2024.

Holder means a holder of Performance Rights.

Performance Hurdle means the performance hurdle detailed in paragraph 2.4(a).

Performance Rights means a performance right convertible into a Share upon achievement of the Performance Hurdle, issued on the terms and conditions detailed in these Terms.

Projects means either of the Ernst Lake or Wali Lithium projects as detailed in section 3.1.

Resource Base means Resource Base Limited ACN 113 385 425.

Shares means fully paid ordinary shares in the capital of Resource Base.

Shareholder means a holder of Shares.

Terms means these terms of issue which apply to Performance Rights.

2.2 Interpretation

Grammatical variations of any words or phrases defined in paragraph 2.1 have a corresponding meaning.

2.3 Performance Rights

- (a) The Performance Rights are issued with the rights and on the terms detailed in this schedule.
- (b) These terms have been determined by the Directors in accordance with Resource Base's constitution.

- (c) Where lawful, these Terms prevail to the extent of any inconsistency with the Constitution.
- (d) Once the Conversion Event occurs in respect of Performance Rights, that number of Performance Rights that are subject to the Conversion Event will no longer be governed by these Terms, but will be converted to that number of Shares as determined as set out in paragraph 2.4 and their terms will be varied so that they are subject to the same rights and terms as all other Shares.

2.4 Conversion

- (a) Subject to paragraphs 2.4(b) to 2.4(d) the performance rights will convert into Shares upon the achievement of diamond drill results with at least 20m intercept at 1% lithium (LiO₂) at either of the Projects.
- (b) The Performance Hurdle must be met before the relevant Expiry Date.
- (c) If the Performance Hurdle is not met by the relevant Expiry Date, the Performance Rights held by each Holder will automatically consolidate into one Share for each Holder.
- (d) All Performance Rights on issue will automatically convert into Shares on the following formula up to a maximum number that is equal to 10% of Resource Base's issued share capital (as at the date of any of the following events):
 - (i) An offeror under a takeover offer for all Shares announcing that it has achieved acceptances in respect of more than 50.1% of Shares and that the takeover bid has become unconditional; or
 - (ii) Resource Base announcing that Shareholders have at a Court convened meeting of Shareholders voted in favor, by the necessary majority, of a proposed scheme of arrangement under which all of Resource Base's Shares are to be either:
 - (A) cancelled;
 - (B) transferred to a third party;
 - (iii) The Court by order approves the proposed scheme of arrangement.

All remaining Performance Rights held by each Holder will automatically consolidate into one Performance Rights and will then convert into one Share.

2.5 Voting rights

Each Holder has the right to receive notice of and attend but may not vote at any meeting of Shareholders.

2.6 Dividends

The Performance Rights do not have any right to receive dividends (whether cash or non-cash) from the profits of Resource Base at any time.

2.7 Dealings

A Holder must not Deal with Performance Rights.

2.8 Access to documents and information

A Holder has the right to receive notices of general meetings and financial reports and accounts of Resource Base that are circulated to Shareholders, and a right to attend Shareholder meetings.

2.9 Other terms and conditions

- (a) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of Performance Rights will be reconstructed (as appropriate) in accordance with the ASX Listing Rules.
- (b) A Holder will not be entitled to a return on capital, whether in a winding up, upon reduction of capital or otherwise.
- (c) A holder will not be entitled to participate in the surplus profit or assets of Resource Base upon a winding up.
- (d) There are no participating rights or entitlements inherent in the Performance Rights and Holders will not be entitled to participate in new issues (such as bonus issues) or pro-rata issues of capital to Shareholders.
- (e) Resource Base will issue each Holder with a new holding statement for Shares upon conversion of Performance Rights as soon as practicable following the conversion of Performance Rights.
- (f) The Performance Rights will be unquoted.
- (g) All Shares issued upon conversion will rank equally in all respects with the then-issued Shares. Resource Base must, within the time frame required by the Listing Rules, apply to ASX for quotation of the Shares on ASX and do all things reasonably required so that the Shares can be offered for sale without disclosure.
- (h) A Performance Right does not give the Holder any other rights other than those expressly provided by these Terms and those provided at law where such rights cannot be excluded.
- (i) The Terms may be amended as necessary by the Directors to comply with the Listing Rules or any directions of ASX regarding the Terms.



RESOURCE BASE

Resource Base Limited
ABN 57 113 385 425

RBXRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030



Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Wednesday, 19 April 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Resource Base Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Resource Base Limited to be held at Level 8, 99 St Georges Terrace, Perth, WA 6000 on Friday, 21 April 2023 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Step 2

Items of Business

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

	For	Against	Abstain
Resolution 1 Approval to issue Consideration Securities under Listing Rule 7.1	☐	☐	☐
Resolution 2 Approval to issue Consideration Securities under Listing Rule 7.1	☐	☐	☐
Resolution 3 Approval to issue Facilitation Options under Listing Rule 7.1	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically