



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

THE MATTERS RAISED IN THIS DOCUMENT WILL AFFECT YOUR SHAREHOLDING IN THE COMPANY. YOU ARE ADVISED TO READ THIS DOCUMENT IN ITS ENTIRETY BEFORE THE ANNUAL GENERAL MEETING REFERRED TO BELOW IS CONVENED.

IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

**BASTION MINERALS LIMITED
ACN 147 948 883**

Notice of Annual General Meeting

10:30am (AEST) Tuesday, 30 May 2023

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PART A: ABOUT THESE DOCUMENTS

The Annual General Meeting of Bastion Minerals Limited (ACN 147 948 883) (**Bastion** or the **Company**) is to be held at 10:30am (AEST) on Tuesday, 30 May 2023 in the offices of the Company's Lawyers, Addisons, at Level 12, 60 Carrington Street, Sydney NSW 2000.

Voting

Shareholders in the Company are requested to consider and vote upon each of the Resolutions set out in the Notice.

You can vote by:

- lodging your vote online prior to the AGM by logging onto the Boardroom Pty Limited website at <https://www.votingonline.com.au/bmoagm2023> and following the instructions on the Proxy Form; or
- appointing someone as your proxy to attend and vote at the Meeting on your behalf, by:
 - ❖ online by logging onto the Boardroom Pty Limited website at: <https://www.votingonline.com.au/bmoagm2023> and following the instructions on the Proxy Form; or
 - ❖ completing and returning the Proxy Form **DIRECTLY** to the Share Registry in the manner set out on the Proxy Form. The Share Registry must receive your duly completed Proxy Form by no later than 10.30am (AEST) on Sunday, 28 May 2023; or
- attending and voting at the Meeting.

A glossary of capitalised terms used throughout this Document (including the Proxy Form) is contained in **Part D**. Unless expressly provided otherwise in this Document, each capitalised term used in this Document has the same meaning as is ascribed to it in **Part D**.

Please read the whole of this Document carefully before determining how you wish to vote and then cast your vote accordingly.

PART B: NOTICE OF ANNUAL GENERAL MEETING

Bastion Minerals Limited
ACN 147 948 883

Section 1: Time and Place of Meeting

NOTICE is hereby given that the Annual General Meeting (**AGM** or **Meeting**) of the members of Bastion Minerals Limited (ACN 147 948 883) (**Bastion** or the **Company**) will be held at the following time and location, and will conduct the business specified in **Section 3** below:

Date: Tuesday, 30 May 2023

Time: 10.30am (AEST)

Location: In the offices of Addisons, Lawyers, Level 12, 60 Carrington Street, Sydney NSW 2000

Section 2: Directions Regarding the Meeting

How to Vote

- **Voting online**

You may vote online prior to the AGM by logging onto the Boardroom Pty Limited website at <https://www.votingonline.com.au/bmoagm2023> and following the instructions on the Proxy Form.

- **Voting by Proxy**

To vote by proxy, please complete and sign the Proxy Form enclosed with this Document as soon as possible and either send, deliver, courier, or mail the duly completed Proxy Form:

- online by logging onto the Boardroom Pty Limited website at: <https://www.votingonline.com.au/bmoagm2023> and following the instructions on the Proxy Form;
- by mail to Boardroom Pty Limited, GPO BOX 3993 Sydney NSW 2001;
- by email to proxy@boardroomlimited.com.au; or
- by facsimile to +61 2 9290 9655,

so that it is received no later than 10.30am (AEST) on Sunday, 28 May 2023.

Complete details on how to vote by proxy are set out on the back of your Proxy Form.

- **Voting in Person**

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

Please read this Document carefully and in its entirety, determine how you wish to vote in relation to each of the Resolutions and then cast your vote accordingly, either online, **or** in person.

If you do not understand any part of this Document or are in any doubt as to the course of action you should follow, you should contact your financial or other professional adviser immediately.

Determination of Membership and Voting Entitlement for the Purpose of the Meeting

For the purpose of determining a person's entitlement to vote at the Meeting and in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), a person will be recognised as a member and the holder of Shares if that person is registered as a holder of Shares at 7.00pm (AEST) on Sunday, 28 May 2023.

Proxies

A Shareholder entitled to attend and vote at the Meeting pursuant to the Constitution is entitled to appoint no more than two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. A proxy need not be a Shareholder.

The instrument appointing a proxy, as well as any power of attorney (or a certified copy thereof) under which a proxy is appointed, must be received by the Share Registry by no later than 10.30am (AEST) on Sunday, 28 May 2023, in accordance with the instructions provided on the back of the Proxy Form.

The instrument of appointment of a proxy must be executed by the appointor or its duly authorised representative. The Proxy Form which accompanies this Notice may be used to appoint a proxy for the purposes of the Meeting.

Corporate Representative

A Shareholder that is a company and that wishes to appoint a person to act as its representative at the Meeting must provide that person with a letter executed in accordance with the Constitution and the Corporations Act, authorising him or her to act as the Shareholder's representative.

Section 3: Agenda

ANNUAL FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial statements of the Group for the 12 months ended 31 December 2022 and the related reports of the Directors and the Auditor (as contained in the Annual Report).

During this item of business, Shareholders will have the opportunity to ask questions about and comment on the Company's management, operations, financial position, business strategies and prospects.

Shareholders will also have the opportunity for direct questions to the Auditor, to the extent relevant to the conduct of the audit of the Company, the preparation and contents of the Auditor's Report contained in the Annual Report, the accounting policies adopted by the Company in the preparation of its financial statements and the independence of the Auditor.

RESOLUTIONS

Resolution 1 - Remuneration Report

The Remuneration Report is contained in the *Directors' Report* section of the 2022 Annual Report. Publicly listed companies are required to submit their remuneration reports to a vote for adoption at each of their annual general meetings. Whilst the following resolution is to be determined as an ordinary resolution, it is advisory only and does not bind the Directors or the Company.

To consider and, if thought fit, to pass the following in accordance with section 250R(2) of the Corporations Act, as an **Ordinary Resolution**:

That the Remuneration Report in the Annual Report be adopted.

During this item of business, Shareholders will have the opportunity to ask questions about and comment on the Remuneration Report.

Voting Exclusion:

The Company will disregard any votes cast by or on behalf of members of the Key Management Personnel whose remuneration is detailed in the Remuneration Report and their closely related parties (which includes spouse, child, dependent, other family members and any controlled company). However, the Company need not disregard a vote on Resolution 1 if it is cast by the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2 - Re-election of Sam El-Rahim

To consider and, if thought fit, to pass as an **Ordinary Resolution** the following:

That, for the purposes of Listing Rule 14.4 and rule 10.2 of the Constitution and for all other purposes, Sam El-Rahim, being a director who retires by rotation, and being eligible, offers himself for re-election, be re-elected as a director.

Resolution 3 - Approval of 10% Placement Facility

To consider and, if thought fit, to pass as a **Special Resolution** the following:

That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued ordinary capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.

Voting Exclusion:

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who is expected to participate in the proposed issue of Equity Securities under this Resolution, or any person 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 Company), or any associate of that person or those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person, a proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this 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 the persons excluded from voting, on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

OTHER BUSINESS

To transact any other business as may be brought before the Meeting.

By order of the Board

Justin Clyne
Company Secretary
Dated: 21 April 2023

PART C: EXPLANATORY STATEMENT

This Explanatory Statement is included in and forms part of the Notice of Meeting. It contains an explanation of, and information about, the Resolutions to be considered at the Meeting. It is given to Shareholders to help them determine how to vote on the Resolutions set out in the Notice of Meeting.

Shareholders should read this Explanatory Statement in full as the individual sections of this Document may not necessarily give a comprehensive review of the Resolutions proposed in the Notice of Meeting.

If you are in doubt about what to do in relation to a Resolution, you should consult your financial or other professional advisor.

RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

A resolution for the adoption of the Remuneration Report is required to be considered and voted on in accordance with the Corporations Act.

The Remuneration Report details the Company's policy on the remuneration of non-executive Directors and other senior executives and is set out in the 2022 Annual Report, which is available on the Company's website at <https://www.bastionminerals.com/investors/company-reports/>.

However, the Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Annual General Meeting when reviewing the Company's remuneration practices and policies.

Shareholders will be given the opportunity to ask questions and to make comments on the Remuneration Report.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 1.

RESOLUTION 2 - RE-ELECTION OF SAM EL-RAHIM

In accordance with the Listing Rules and the Constitution, at every Annual General Meeting, the Directors to retire are:

- those who have been in office for 3 years since their appointment or last re-appointment;
- those who have been longest in office since their appointment or last re-appointment; or
- if the Directors have been in office for an equal length of time, by agreement or by ballot.

Sam El-Rahim, being eligible for re-election pursuant to the Company's Constitution, offers himself for re-election.

Sam is an experienced board member, managing director and venture capitalist who has an established career in identifying market opportunities, driving profitable growth, and leading high performance businesses and teams. Since incorporating his first company in 1982, Sam has achieved success in a range of industries and emerging markets with significant business, financial and property portfolio responsibilities across the Asia Pacific region.

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

The Directors recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 - APPROVAL OF 10% PLACEMENT FACILITY

1. Background

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.

Listing Rule 7.1A permits eligible entities that have obtained the approval of shareholders by special resolution at an annual general meeting to issue an additional 10% of issued capital by way of placements over a 12-month period without shareholder approval (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The Company is an eligible entity (being an entity with market capitalisation of \$300 million or less and is not included in the S&P/ASX 300 index) and seeks Shareholder approval under this Resolution for the 10% Placement Facility.

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to a combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in 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.

This Resolution 3 is a Special Resolution requiring 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) to be passed.

2. Requirements of Listing Rule 7.1A

(a) Quoted securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX. As at the date of this Notice, the Company's fully paid ordinary shares are quoted on ASX.

(b) Number of Equity Securities that may be issued

Listing Rule 7.1 permits the Company to issue 15% of issued capital over a 12-month period without Shareholder approval (**15% Capacity**). The 10% Placement Facility under Listing Rule 7.1A is in addition to the Company's 15% Capacity under Listing Rule 7.1. The effect of Shareholders passing this Resolution is to allow the Company to issue up to 25% of its issued capital during the next 12 months without obtaining specific Shareholder approval before the issue.

The exact number of additional Equity Securities that the Company may issue under the 10% Placement Facility is not fixed but is calculated under a formula prescribed by the Listing Rules (set out below).

At the date of this Notice the Company has 159,411,585 Shares on issue. If this Resolution is passed, the Company will be permitted to issue (as at the date of this Notice) and assuming it has its full unused placement capacity:

- (i) 23,911,737 Equity Securities under Listing Rule 7.1 (**15% Capacity**); and
- (ii) 15,941,158 Equity Securities under Listing Rule 7.1A (**10% Placement Facility**).

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

(c) Formula for calculating the number of Equity Securities that may be issued under the 10% Placement Facility

If this Resolution is passed, the Company may issue or agree to issue, during the 12-month period after this Meeting, the number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A	Has the same meaning as in ASX Listing Rule 7.1.
D	10%
E	The number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4.

3. Information required under the Listing Rules

(a) 10% Placement Period

Equity Securities may be issued under the 10% Placement Facility at any time after the date of this Meeting (assuming approval is obtained) until the first of the following occurs:

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

(b) Minimum price

Any Equity Securities issued under ASX Listing Rule 7.1A.2 must be in an existing quoted class of the eligible entity's equity securities and issued for a cash consideration per security which is not less than 75% of the volume weighted average market price for securities in the same 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 securities are to be issued is agreed by the Company and the recipient of the securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date above, the date on which the Equity Securities are issued.

(c) Purposes for which Equity Securities may be issued

The Company may seek to issue Equity Securities under the 10% Placement Facility for the following purposes:

- (i) for cash consideration to fund business growth and for the purpose of raising working capital for the Company, to acquire new assets or make investments, or for the continuation of the Company's exploration activities, the assessment and evaluation of new business development opportunities, to develop the Company's existing assets and operations and for general working capital.

(d) Risk of economic and voting dilution

If this Resolution is passed and the Company issues securities under the 10% Placement Facility, then there is a risk to existing Shareholders of economic and voting dilution including the risk that:

- (i) the market price for Equity Securities in the same class may be significantly lower on the issue date of the new Equity Securities than on the date of this Meeting; and
- (ii) the new Equity Securities may be issued at a price that is at a discount to the market price for Equity Securities in the same class on the issue date.

The table below identifies the potential dilution to existing Shareholders following the issue of Equity Securities under the 10% Placement Facility (based on the formula set out above) using different variables for the number of issued Shares and the market price of Shares. The numbers are calculated on the basis of the latest available market price of Shares before the date of this Notice and the current number of Shares on issue.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.013 50% decrease in Issue Price	\$0.026 Issue Price	\$0.052 100% Increase in Issue Price
Current Variable A 159,411,585	10% Voting dilution	15,941,158	15,941,158	15,941,148
	Funds Raised	\$207,235	\$414,470	\$828,940
50% increase in current Variable A 239,117,378	10% Voting dilution	23,911,737	23,911,737	23,911,737
	Funds Raised	\$310,852	\$621,705	\$1,243,410
100% increase in current Variable A 318,823,170	10% Voting dilution	31,882,317	31,882,317	31,882,317
	Funds Raised	\$414,470	\$828,940	\$1,657,880

This table has been prepared on the following assumptions:

- (i) the latest available market price of Shares as of 4 April 2023 was \$0.026;
 - (ii) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
 - (iii) existing Shareholders' holdings do not change from the date of this Meeting to the date of the issue under the 10% Placement Facility;
 - (iv) the Company issues Shares only and does not issue other types of Equity Securities (such as Options) under the 10% Placement Facility; and
 - (v) the impact of placements under Listing Rule 7.1 or the exercise of options is not included in the calculations.
- (e) Allocation policy

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Facility will depend on the prevailing market conditions at the time of the proposed issue. The allottees will be determined on a case-by-case basis having regard to the factors such as:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the new securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate and other advisors.

At the date of this Notice, the proposed allottees under the 10% Placement Facility have not been determined but may include existing Shareholders and/or new investors. None of the allottees will be a related party or an Associate of a related party. Existing Shareholders may or may not be entitled to subscribe for Equity Securities under the 10% Placement Facility and it is possible that their shareholding will be diluted.

If the 10% Placement Facility is used to acquire new assets or investments, then it is likely that the allottees will be the vendors of these assets/investments.

The Company will comply with the disclosure obligations under Listing Rules 7.1A4 upon issue of any Equity Securities under the 10% Placement Facility.

- (f) Prior issues under Listing Rule 7.1A.2

The Company previously obtained approval at its 2022 AGM and, pursuant to that approval, issued a total of 7,255,631 shares on 5 October 2022 at an issue price of \$0.079 per share which represented the following discounts prior to the date of the agreement to issue the shares:

- 13.2% discount to the last traded price of \$0.091;
- 13.2% discount to the 5 day Volume Weighted Average Price (VWAP) of \$0.091; and
- 21.2% discount to the 15 day VWAP of \$0.10.

The total consideration received from the issue of the shares under Listing Rule 7.1A was \$573,194.85 with the funds raised applied towards continuation of the Company's exploration program in Chile on its copper and gold assets and also in the identification of new assets to strengthen its portfolio and land holdings. It is not possible to determine how much of the funds raised specifically under Listing Rule 7.1A have been used to date due to the intermingling of funds the Company had at the time of the share issuance and subsequently through raises completed post this share issuance however the funds raised under Listing Rule 7.1A have been and continue to be applied towards the purposes for which they were raised.

Further details in relation to that share issuance are contained within the Company's announcement to the ASX on 29 September 2022.

None of the participants in the raising were either a Related Party of the Company, a member of Key Management Personnel or a substantial holder in the Company however six of the participants were entities associated with an adviser of the entity as directors of GTT Ventures Pty Ltd who was the lead manager to the placement. These 6 entities were:

Syracuse Capital Pty Ltd <Tenacity A/C>;

Syracuse Capital Pty Ltd <The Rocco Tassone S/F A/C>;

Mounts Bay Investments Pty Ltd <CT Super Fund A/C>;

Sea Sea Capital Pty Ltd;

Mounts Bay Investments Pty Ltd <Calver Capital A/C>; and

Murdoch Capital Pty Ltd <Glovac Super Fund A/C>.

Two of the six entities named above had shares issued to them that were greater than 1% of the issued capital at the date of issuance of the shares as follows:

Mounts Bay Investments Pty Ltd <CT Super Fund A/C> were issued 1,265,823 representing 1.218% of the shares on issue; and

Murdoch Capital Pty Ltd <Glovac Super Fund A/C> were issued 2,245,241 shares representing 2.161% of the shares on issue.

None of the six entities held any shares in the Company prior to the placement.

(g) Voting exclusion statement

A voting exclusion statement for Resolution 3 is included in the Notice of Meeting.

The Chair intends to vote undirected proxies in favour of Resolution 3.

The Directors recommend that Shareholders vote in favour of Resolution 3.

PART D: GLOSSARY

For the purposes of this Document, the following terms have the meanings prescribed below:

\$	Australian Dollars.
10% Placement Facility	The meaning given in Resolution 3 of this Explanatory Statement.
15% Capacity	The meaning given in Resolution 3 of this Explanatory Statement.
AEST	Australian Eastern Standard time and includes, when applicable during the course of a year, Australian Eastern Standard Daylight-Saving Time.
Associate	The meaning given in Division 2 of Part 1.2 of the Corporations Act.
ASX	ASX Limited ACN 008 624 691 or the securities exchange which it operates, as the context requires.
Board	The board of Directors.
Business Day	A day excluding Saturdays, Sundays, or public holidays in Sydney on which banks are open for general business.
Chair	The person chairing the Meeting.
Company	Bastion Minerals Limited ACN 147 948 883.
Constitution	The constitution of the Company from time to time.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company from time to time.
Document	This document entitled “Notice of Annual General Meeting” and any annexures or schedules to or of the foregoing.
Equity Securities	The meaning given in the Listing Rules.
Explanatory Statement	Part C of this Document, forming part of the Notice.
Group	The Company and its subsidiaries.
Key Management Personnel	Those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Listing Rules	The ASX Listing Rules.
Meeting or Annual General Meeting or AGM	The Annual General Meeting referred to in the Notice.
Notice or Notice of Meeting	The notice convening this Meeting, comprising Parts B and C of this Document.
Ordinary Resolution	A resolution of Shareholders that is approved by Shareholders who are entitled to vote on that resolution and who hold more than 50% (in number) of the Shares held the Shareholders voting on the resolution.

Proxy Form	The proxy form attached to this Document.
Related Party	The meaning given in the Corporations Act or the Listing Rules (as applicable).
Resolution	A resolution set out in the Notice.
Schedule	A schedule to this Notice.
Share	A fully paid ordinary share in the Company.
Share Registry	Boardroom Pty Limited.
Shareholder	A registered holder of Shares.
Special Resolution	A resolution of Shareholders that is approved by Shareholders who are entitled to vote on that resolution and who hold more than 75% (in number) of the Shares held the Shareholders voting on the resolution.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30 am (AEST) on Sunday 28 May 2023.**

🖨 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/bmoagm2023>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30 am (AEST) on Sunday 28 May 2023**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/bmoagm2023>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Bastion Minerals Limited

ACN 147 948 883

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Bastion Minerals Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held in the offices of **Addisons, Lawyers, Level 12, 60 Carrington Street, Sydney NSW 2000 on Tuesday, 30 May 2023 at 10.30 am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Sam El-Rahim	☐	☐	☐
Resolution 3	Approval of 10% Placement Facility	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023