For personal use only

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

AND PROXY FORM

ANNUAL GENERAL MEETING OF
STAVELY MINERALS LIMITED

TO BE HELD AT FIRST FLOOR, 168 STIRLING HIGHWAY
NEDLANDS, WESTERN AUSTRALIA

AND HELD VIRTUALLY VIA ZOOM

Registration Link:
https://us06web.zoom.us/meeting/register/tZcrd-mtrD0rEtAYvPljkXVkFXDKybwI2W-z

THURSDAY 16 NOVEMBER 2023
COMMENCING AT 11:00 AM (WST)

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 the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9287 7630.

For personal use only

Stavely Minerals Limited
ABN 33 119 826 907
First Floor, 168 Stirling Highway, Nedlands WA 6009
Phone: +61 8 9287 7630 Email: info@stavely.com.au

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Stavely Minerals Limited will be held at First Floor, 168 Stirling Highway, Nedlands, Western Australia on Thursday 16 November 2023 at 11:00 AM (WST)

CONTENTS PAGE

Business of the Meeting (setting out the proposed resolutions)	4
Voting Prohibition Statements and Voting Exclusion Statements	6
Explanatory Statement (explaining the proposed resolutions)	8
Glossary	21
Schedule 1 – Specific Terms and Conditions of Related Party Options	22
Schedule 2 – Valuation of Related Party Options	25
Schedule 3 – Key Terms and Conditions of the Employee Incentive Plan	26
Proxy Form	enclosed

IMPORTANT INFORMATION

Your Vote is Important

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

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative. If attending the meeting via Zoom, please see instructions below to register for email voting.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 11:00 am (WST) on 14 November 2023. Any proxy form received after that time will not be valid for the scheduled meeting.

Online	www.investorvote.com.au
By mail	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By mobile	Scan the QR Code on your proxy form and follow the prompts
Custodian voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Voting Eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm (WST) on Tuesday 14 November 2023.

Voting in Person

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

Voting by Proxy

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

Voting by Those Attending via Zoom

Votes from those attending via Zoom may also be submitted during the Meeting. Shareholders will be able to email their poll votes during the meeting. In order to do so, Shareholders will need to register their email address with the Company by emailing info@stavely.com.au by no later than 11:00am (AWST) on 14 November 2023 (**Email Voting Registration Date**). Any Shareholder that has not registered by the Email Voting

Registration Date will not be permitted to vote during the Meeting.

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 Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Your proxy form is enclosed.

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they apply to this Annual General Meeting. Broadly, the sections 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.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's Shareholders; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
    - the proxy is not recorded as attending the meeting;
    - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

For personal use only

For personal use only

STAVELY MINERALS LIMITED
BUSINESS OF THE MEETING
AGENDA

ORDINARY BUSINESS

1. Financial Statements and Reports – Agenda Item

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2023 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 the following Resolution with or without amendment, as a **non-binding resolution**:

> *"That, for the purpose 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 2023."*

A voting prohibition statement applies to this Resolution. Please see below.

Note: In accordance with section 250R(3) of the Corporations Act, this Resolution is advisory only and does not bind the Directors or the Company.

3. Resolution 2 – Re-election of Mr Robert Dennis as a Director

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

> *"That, for the purposes of clause 14.2 of the Constitution, and for all other purposes, Mr Robert Dennis, a director, retires, and being eligible, is re-elected as a Director."*

4. Resolution 3 – Re-election of Ms Amanda Sparks as a Director

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

> *"That, for the purposes of clause 14.2 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Ms Amanda Sparks, a director, retires, and being eligible, is re-elected as a Director."*

5. Resolution 4 – Issue of Director Options – Mr Christopher Cairns

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

> *"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Options to Mr Christopher Cairns (or his nominee), in accordance with the terms and conditions set out in the Explanatory Statement.*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

6. Resolution 5 – Issue of Director Options – Ms Jennifer Murphy

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

> *"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 800,000 Options to Ms Jennifer Murphy (or her nominee), in accordance with the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

7. Resolution 6 – Issue of Director Options – Ms Amanda Sparks

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

> *"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 500,000 Options to Ms Amanda Sparks (or her nominee), in accordance with the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

8. Resolution 7 – Issue of Director Options – Mr Peter Ironside

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

> *"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 200,000 Options to Mr Peter Ironside (or his nominee), in accordance with the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

9. Resolution 8 – Issue of Director Options – Mr Robert Dennis

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

> *"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 200,000 Options to Mr Robert Dennis (or his nominee), in accordance with the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

10. Resolution 9 – Approval of 7.1A Mandate

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

> *"That, for the purposes of ASX Listing Rule 7.1A, and for all other purposes, Shareholders approve the future issue of that number of Equity Securities equal to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, and otherwise on the terms and conditions in the Explanatory Statement".*

11. Resolution 10 – Adoption of Employee Incentive Plan

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

> *"That, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Employee Incentive Plan and for the issue of a maximum of 15,000,000 Securities under that Plan, on the terms and conditions set out in the Explanatory Statement."*

For personal use only

12. General

To transact any other business as may be brought before the Meeting in accordance with the Constitution of the Company, the Corporations Act, or otherwise.

BY ORDER OF THE BOARD

AMANDA SPARKS
DIRECTOR AND COMPANY SECRETARY
9 October 2023

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	A vote on this Resolution must not be cast (in any capacity) by or on behalf of any 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 in 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 Key Management Personnel.
Resolutions 4 -8 – Issue of Director Options	A person appointed as a proxy must not vote on the basis of that appointment, on these Resolutions if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on these Resolutions. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though these Resolutions are connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 10 – Adoption of Employee Incentive Plan	A person appointed as a proxy must not vote on the basis of that appointment, on these Resolutions if: (a) the proxy is either: (iii) a member of the Key Management Personnel; or (iv) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on these Resolutions. However, the above prohibition does not apply if:

For personal use only

	(c) the proxy is the Chair; and (d) the appointment expressly authorises the Chair to exercise the proxy even though these Resolutions are connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolutions 4 -8 – Issue of Director Options	In respect to: (a) Resolution 4 Mr Christopher Cairns (or his nominee); (b) Resolution 5 Ms Jennifer Murphy (or her nominee); (c) Resolution 6 Ms Amanda Sparks (or her nominee) (d) Resolution 7 Mr Peter Ironside (or his nominee); and (e) Resolution 8 Mr Robert Dennis (or his nominee), and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 10 – Adoption of Employee Incentive Plan	A person is eligible to participate in the employee incentive scheme or an associate of that person or those persons.

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

(a) a person as a 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 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.

For personal use only

Stavely Minerals Limited
ABN 33 119 826 907
First Floor, 168 Stirling Highway, Nedlands WA 6009
Phone: +61 8 9287 7630 Email: info@stavely.com.au

EXPLANATORY STATEMENT

This Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

1. FINANCIAL STATEMENT AND REPORTS

In accordance with the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2023 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.stavely.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

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. 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.

The Remuneration Report is set out in the Company's Annual Report which:

- outlines the Board's policy for determining the nature and amount of remuneration of Directors and other Key Management Personnel of the Company;
- discusses the relationship between the Board's remuneration policy and the Company's performance;
- details and explains any performance condition applicable to the remuneration of a Director or other Key Management Personnel;
- details the remuneration (including options) of each Director and other Key Management Personnel of the Company for the period; and
- summarises the terms of any contract under which any Director or other Key Management Personnel is engaged, including the period of notice required to terminate the contract and any termination payments provided for under the contract.

For personal use only

For personal use only

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report) for the previous financial year was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were 21.67%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. RESOLUTION 2 – RE-ELECTION OF MR ROBERT DENNIS AS A DIRECTOR

3.1 General

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

Clause 14.2 of the Constitution provides that:

(a) at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;

(b) the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;

(c) a Director who retires by rotation under clause 14.2 of the Constitution is eligible for re-election; and

(d) in determining the number of Directors to retire, no account is to be taken of:

(i) a Director who only holds office until the next annual general meeting pursuant to clause 14.4 of the Constitution; and/ or

(ii) a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

The Company currently has 5 Directors, 4 of whom are included for the purpose of the calculation in paragraph (d) above.

Mr Robert Dennis, who has served as a Director since 24 May 2021 and was last re-elected on 12 November 2021, retires by rotation and seeks re-election.

3.2 Qualifications

Mr Robert (Rob) Dennis is a mining engineer with over 45 years' experience in the nickel, copper, gold and alumina industries. Rob is a skilled leader and has extensive base metals and precious metals operational, technical and project development experience. Past positions include CEO and MD of Poseidon Nickel Limited, COO for the Independence Group (IGO) where he was responsible IGO's nickel, copper, zinc and gold operations including overseeing the development and commissioning of IGO's Nova Nickel Project.

Prior to that, he held positions including COO Aditya Birla Minerals Ltd where he managed the expansion and development of the Nifty Copper Project in the North West of Western Australia and the Mt Gordon operation in North Queensland, General Manager Project Development for Lionore Australia, General Manager Operations for Great Central Mines and Chief Mining Engineer for Western Mining Corporation.

Mr Dennis is Chair of the Company's Audit and Risk Committee and Chair of the Company's Nomination and Remuneration Committee.

3.3 Independence

The Board considers that if re-elected, Mr Dennis will be an independent Director.

3.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr Dennis will be re-elected to the Board as a Director.

In the event that Resolution 2 is not passed, Mr Dennis will not join the Board as a Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

3.5 Board Recommendation

The Board has reviewed Mr Dennis' performance since his appointment to the Board and considers that Mr Dennis' skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board of Directors recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF MS AMANDA SPARKS AS A DIRECTOR

4.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Clause 14.2 of the Constitution provides that:

(a) at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;

(b) the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those

For personal use only

to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;

(c) a Director who retires by rotation under clause 14.2 of the Constitution is eligible for re-election; and

(d) in determining the number of Directors to retire, no account is to be taken of:

(i) a Director who only holds office until the next annual general meeting pursuant to clause 14.4 of the Constitution; and/ or

(ii) a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

The Company currently has 5 Directors, 3 of whom are included for the purpose of the calculation in paragraph (d) above.

Ms Amanda Sparks, who has served as a Director since 28 November 2018 and was last re-elected on 12 November 2021, retires by rotation and seeks re-election.

4.2 Qualifications

Ms Sparks has a Bachelor of Business Degree, is a Chartered Accountant and a Fellow of the Financial Services Institute of Australasia. Amanda has over 35 years of resources related financial experience, both with explorers and producers. Amanda brings a range of important skills to the Board with her extensive experience in financial management, corporate governance and compliance for listed companies.

Ms Sparks is a member of the Company's Audit and Risk Committee.

4.3 Independence

The Board considers that if re-elected, Ms Sparks will not be an independent Director due to her additional role as Company Secretary.

4.4 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, Ms Sparks will be re-elected to the Board as a Director.

In the event that Resolution 3 is not passed, Ms Sparks will not join the Board as a Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4.5 Board Recommendation

The Board has reviewed Ms Sparks' performance since her appointment to the Board and considers that Ms Sparks' skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board of Directors recommend that Shareholders vote in favour of Resolution 3.

5. RESOLUTIONS 4 TO 8 - ISSUE OF RELATED PARTY OPTIONS

5.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 2,700,000 Options (**Related Party Options**) to Mr Christopher Cairns, Ms Jennifer Murphy, Ms Amanda Sparks, Mr Peter Ironside and Mr Robert Dennis (together, the **Related Parties**) as part of each Director's broader remuneration package in the proportions and on the terms and conditions set out below.

For personal use only

Resolutions 4 to 8 seek Shareholder approval for the issue of the Related Party Options to the Related Parties.

5.2 Director recommendation

Each Director has a material personal interest in the outcome of Resolutions 4 to 8 on the basis that all of the Directors (or their nominees) are to be issued Options should Resolutions 4 to 8 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 4 to 8 of this Notice.

5.3 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 Related Party Options constitutes giving a financial benefit to the Related Parties, as each of the Related Parties are related parties of the Company by virtue of being Directors.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect to the grant of the Related Party Options because the agreement to issue the Related Party Options was determined to be reasonable remuneration by Stavely's Nomination and Remuneration Committee which includes an independent recruitment consultant.

5.4 ASX Listing Rule 10.11

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

(a) (10.11.1) a Related Party;

(b) (10.11.2) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

(c) (10.11.3) a person who is, or was at any time in the 6 months before 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 a right or expectation to do so;

(d) (10.11.4) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or

(e) (10.11.5) a person whose relationship with the company or a person referred to in ASX 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.

This issue of the Related Party Options falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11. Resolutions 4 to 8 seek the required Shareholder approval for the issue under and for the purposes of ASX Listing Rule 10.11.

5.5 Information required by ASX Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolutions 4 to 8:

For personal use only

For personal use only

Which category in ASX Listing Rules 10.11.1 - 10.11.5 the person falls within and why.	10.11.1, each of the Related Parties are Directors of the Company.
The number and class of securities to be issued to the person.	C Cairns 1,000,000 Unlisted Options J Murphy 800,000 Unlisted Options A Sparks 500,000 Unlisted Options P Ironside 200,000 Unlisted Options R Dennis 200,000 Unlisted Options
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities.	A summary of the material terms of the Related Party Options is set out in Schedule 1 to this Notice of Meeting.
The date or dates on or by which the entity will issue the securities, which must not be more than 1 month after the date of the meeting.	No later than 1 month after the date of the Meeting (or such other date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of the Related Party Options will occur on the same date.
The price or other consideration the entity will receive for the issue.	Issue Price: Nil Exercise Price for Related Party Options: 200% of the Company Share price calculated based on the five (5) day volume weighted average trading price preceding the date of issue (and including the day of issue). The Company will not receive any other consideration in respect of the issue of the Related Party Options (other than in respect of funds received on exercise of the Related Party Options).
The purpose of the issue, including the intended use of any funds raised by the issue.	The purpose for the issue of the Related Party Options is to provide an incentive component in the remuneration package for the Related Parties to align the interests of the Related Parties with those of Shareholders, to motivate and reward the performance of the recipients of the Related Party Options under Resolutions 4 to 8 in their roles as Directors and to provide a cost effective way from the Company to remunerate the Related Parties, which will allow the Company to spend a greater proportion of its cash reserves on exploration than it would if alternative cash forms of remuneration were given to the Related Parties. The Company will receive nil funds on issue of the Related Party Options. Funds raised on exercise of the Related Party Options will be used for general working capital purposes.
If the person is: (a) a director and therefore a Related Party under rule 10.11.1; or (b) an associate of, or person connected with, a director under rules 10.11.4 or 10.14.5, and the issue is intended to remunerate or incentivise the director, details (including the amount) of the director's current total remuneration package.	

Director Name	**Annual remuneration including superannuation**	
C Cairns	$367,399 $ 31,400 $398,799	Cash (includes super) 1,500,000 Unlisted Options[1]
J Murphy	$296,399 $ 25,120 $321,519	Cash (includes super & insurances) 800,000 Unlisted Options[1]
A Sparks	$111,000 $ 15,700 $126,700	Cash (includes super) 500,000 Unlisted Options[1]

	P Ironside	$ 55,500 $ 5,500 $ 61,780	Cash (includes super) 200,000 Unlisted Options[1]
	R Dennis	$ 55,500 $ 5,500 $ 61,780	Cash (includes super) 200,000 Unlisted Options[1]
	1. Being the value of the Related Party Options the subject of these Resolutions: Exercise Price 200% of the Company Share price calculated based on the five (5) day volume weighted average trading price preceding the date of issue (and including the day of issue). Expiry 30 November 2026. The value of the Related Party Options and the pricing methodology is set out in Schedule 2.		
If the securities are issued under an agreement, a summary of any other material terms of the agreement.	The Related Party Options are not being issued under an agreement.		
Voting exclusion statement	Voting exclusion statements are included in Resolutions 4 to 8 of this Notice.		

5.6 Technical information required by ASX Listing Rule 14.1A

If Resolutions 4 to 8 are passed, the Company will be able to proceed with the issue of the Related Party Options to the Related Parties within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules). As approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Related Party Options (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Related Party Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 4 to 8 are not passed, the Company will not be able to proceed with the issue of the Related Party Options to the Related Parties and the Company may be required to re-negotiate the remuneration arrangements with the Related Parties, which may require additional cash payments and affect the Company's available cash position.

6. RESOLUTION 9 – APPROVAL OF 7.1A MANDATE

6.1 General

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

However, under ASX 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 approximately $29.9 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 25 September 2023).

For personal use only

Resolution 9 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 9 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 9 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under ASX Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

Resolution 9 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 9 for it to be passed.

6.2 Technical Information required by ASX listing Rule 7.1A.

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to 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 expiring 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; and

(iii) the time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum Issue 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 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 6.2(b)(i), the date on which the Equity Securities are issued.

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

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate towards funding expenditure associated with the exploration and development of the Company's gold and copper assets within Australia, cash acquisitions of new assets or investments and/or general working capital.

(d) **Risk of economic and voting dilution**

Any issue of Equity Securities under the 7.1A Mandate will have a dilutive effect on the interests of existing 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 the7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

For personal use only

For personal use only

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at 25 September 2023.

The table below also shows:

(i) the hypothetical voting dilution impact where the number of Shares on issue (variable 'A' in the formula) changes. Specifically, the table shows three examples where variable 'A' has increased by 25%, 50% and 100%. These examples of a 25%, 50% and 100% increase in variable 'A' are provided as required under Listing Rule 7.3A.2. We note however that, even in the event Resolution 9 is passed, it is not possible for the Company to issue additional Shares in excess of 25% of its current issued capital without Shareholder approval, unless the Share issue is as a result of an issue that falls within an exemption within Listing Rule 7.2 (such as a pro rata entitlements issue or a share purchase plan); and

(ii) the hypothetical economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Issued Share Capital (*Number of Shares on issue – variable 'A' in ASX Listing Rule 7.1A2*)	**50% decrease in current Market Price** **$0.037**		**Current Market Price (as at 25 September 2023)** **$0.074**		**100% increase in current Market Price** **$0.148**	
	10% Voting Dilution	**Capital Raised $**	**10% Voting Dilution**	**Capital Raised $**	**10% Voting Dilution**	**Capital Raised $**
Current variable 'A' 377,462,816	37,746,282	1,396,612	37,746,282	2,793,225	37,746,282	5,586,450
25% Increase in Share Capital 471,828,520	47,182,852	1,745,766	47,182,852	3,491,531	47,182,852	6,983,062
50% Increase in Share Capital 566,194,224	56,619,422	2,094,919	56,619,422	4,189,837	56,619,422	8,379,675
100% Increase in share capital 754,925,632	75,492,563	2,793,225	75,492,563	5,586,450	75,492,563	11,172,899

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

Assumptions and explanations

- There are currently 377,462,816 Shares on issue as at the date of this Notice of Meeting, and the Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued either under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- The issue price set out above is the closing price of the Shares on the ASX on 25 September 2023.
- The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options or Performance Rights are exercised into Shares before the date of issue of the Equity Securities. 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.

- 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%.
- The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- 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.
- This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a specific risk that:

(i) the market price for the Company's Shares may be significantly lower on the date of the issue than it is 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 issue date.

(e) **Allocation 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 ASX Listing Rule 7.1A.**

The Company has previously obtained Shareholder approval under ASX Listing Rule 7.1A at its annual general meeting held on 11 November 2022 (**Previous Approval**).

During the 12 month period preceding the date of this Meeting, the Company issued a total of 32,362,066 Shares under rule 7.1A which represents approximately 7.6% of the total diluted number of Equity Securities on issue 12 months ago, which was 335,326,656 (322,954,656 Shares and 12,372,000 Options).

For personal use only

Details of the issues of Equity Securities by the Company under Listing Rule 7.1A during the 12 month period preceding the date of this annual general meeting are set out in the table below:

Date of Issue	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price on the trading day prior to the issue	Consideration
6-07-2023	32,362,066	Ordinary Shares (issued under Listing Rule 7.1A)	Issued to sophisticated and institutional investors pursuant to a placement	$0.09 Market Price day before issue was $0.097. Discount of 7%.	Cash $2,912,586 plus one (1) free Placement Option for every two (2) Placement Shares exercisable at $0.15 with an expiry of 30 June 2024 Funds raised to be applied to the next phase of exploration and at the Company's Stavely Copper-Gold Project in Western Victoria, the Hawkstone Nickel-Copper-Cobalt Project in the East Kimberley region of Western Australia and working capital. All of the funds raised have been spent as at the date of this Notice.
TOTAL EQUITY ISSUED UNDER 7.1A	**32,362,066**				

(g) **Compliance with ASX Listing Rules 7.1A.4**

When the Company issues Equity Securities pursuant to the 7.1A Mandate, it must give to ASX a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4.

6.3 Voting exclusion statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

7. RESOLUTION 10 – ADOPTION OF EMPLOYEE INCENTIVE PLAN

7.1 General

Resolution 10 seeks Shareholder approval for the adoption of the employee incentive scheme titled Employee Incentive Plan (**Plan**) and to enable the Company to issue Securities under the Plan, in accordance with ASX Listing Rule 7.2 (Exception 13(b)) and for the issue of up to a maximum of 15,000,000 Securities, excluding issues approved by Shareholders under Listing Rule 10.14 or Listing Rule 10.11, under the Incentive Plan in accordance with Listing Rule 7.2 (Exception 13(b)).

The objective of the Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Plan and the future issue of Securities under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

For personal use only

For personal use only

7.2 Listing Rule 7.1 and Listing Rule 7.2 Exception 13(b)

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 12 month period.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 10 is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 7.3 below) 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.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 10 is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

7.3 Technical information required by Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 10:

- a summary of the key terms and conditions of the Plan is set out in Schedule 2. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns;

- the Company has issued 1,862,500 Options and 241,000 Performance Rights under the Plan since the plan was last approved by Shareholders on 12 November 2021. Shareholders should note that the new Plan replaces the old Employee Incentive Plan and accordingly, it is the first time approval is sought under Listing Rule 7.2 exception 13;

- the Company is seeking Shareholder approval to adopt the Plan to include the new terms and conditions required by Division 1A of Part 7.12 of the Corporations Act, which replaced the previous relief provided by ASIC Class Order 14/1000 (Employee Incentive Scheme); and

- the maximum number of Securities proposed to be issued under the Plan, following Shareholder approval, is 37,700,000 Securities (being approximately 10% of the Company's current issued capital). It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately, and at this stage the Company does not intend to issue that quantum of Securities.

8. RECOMMENDATIONS FOR ALL RESOLUTIONS

The Board believes that the Resolutions to be proposed at the Company's Annual General Meeting are in the best interests of the Company and (except where otherwise stated) unanimously recommends that Shareholders vote in favour of each Resolution.

9. ENQUIRIES

Shareholders are invited to contact Director and Company Secretary, Ms Amanda Sparks, on (08) 9287 7630 if they have any queries in respect of the matters set out in these documents.

For personal use only

For personal use only

GLOSSARY

$ means Australian dollars.

7.1A Mandate has the meaning given in section 6 of the Explanatory Statement which accompanies the Notice.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

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.

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*).

Company means Stavely Minerals Limited (ABN 33 119 826 907).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting is not included in the S&P/ASX 300 Index; and has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of $300,000,000.

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 Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes 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.

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

Option means an option which enables the holder to subscribe for one Share.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Performance Right means a performance right convertible into a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' Report of the Company's annual financial report for the period ended 30 June 2023.

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

Securities includes Shares, Options and Performance Rights.

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

Shareholder means a holder of a Share.

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

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

For personal use only

Schedule 1 –Terms and Conditions of Related Party Options

(a) **Entitlement**

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

(b) **Exercise Price**

(i) Subject to paragraphs (b)(ii) and (k), the amount payable upon exercise of each Option will be set at 200% of the Company Share Price based on the volume weighted average Share price (VWAP) over the five trading days prior to the issue of the Options (**Exercise Price**);

(ii) A cashless exercise facility will be offered for all Related Party Options. The Cashless Exercise Facility entitles an Optionholder to set-off the Exercise Price in (b)(i) above against the number of Shares which the Optionholder is entitled to receive upon exercise of the Optionholder's Options. By using the Cashless Exercise Facility, the Optionholder will receive Shares to the value of the surplus after the Exercise Price has been set-off. If an Optionholder elects to use the Cashless Exercise Facility, the Optionholder will only be issued that number of Shares (rounded down to the nearest whole number) as are equal in value to the difference between the Exercise Price otherwise payable for the Options and the then market value of the Shares at the time of exercise (determined as the daily market VWAP of Shares traded multiplied by the number of Shares traded for that day, and that value is divided by the total number of shares over the 5 trading days prior to exercise).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 November 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Vesting Conditions**

Vesting Conditions – C Cairns Options:

Number of Options	Vesting Condition
1,000,000	That the Director continues to hold the position of Managing Director as at 30 June 2024.

Vesting Conditions – J Murphy Options:

Number of Options	Vesting Condition
800,000	That the Director continues to hold the position of Technical Director as at 30 June 2024.

There are no vesting conditions for the Options to be issued to P Ironside, A Sparks or R Dennis.

The Board may waive the Vesting Conditions in its absolute discretion, including where a holder dies or is a good leaver.

(e) **Exercise Period**

Upon Vesting, the Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(f) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(h) **Timing of issue of Shares on exercise**

Within 10 Business Days after the Exercise Date, the Company will:

(i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (h)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(j) **Quotation of Shares issued on exercise**

If admitted to the official list of 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.

(k) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(l) **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 without exercising the Options.

For personal use only

(m) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price (other than in accordance with (b)(ii) above) or a change in the number of underlying securities over which the Option can be exercised.

(n) **Unquoted**

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

(o) **Change of control events:** Unvested Options shall become exercisable if:

(i) (**Takeover**) a takeover bid for the Company's issued Shares is declared unconditional;

(ii) (**Compromise or Arrangement**): a court approves under Section 411(4)(b) of the Corporations Act a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or

(iii) (**Sale of Main Business**): the Company enters into an agreement to sell its main business undertaking or principal assets and that agreement becomes unconditional.

(p) **Transferability**

The Options are only transferable with Board approval.

For personal use only

Schedule 2 - Valuation of Related Party Options

The Related Party Options to be issued to the Related Parties pursuant to Resolutions 4 to 8 have been valued internally by management.

Using the Black-Scholes option pricing model and based on the assumptions set out below, the Related Party Options were ascribed the following value:

Assumptions:	**Remuneration Options (Resolutions 4 and 5)**	**Remuneration Options (Resolutions 6 to 8)**
Valuation Date	25 September 2023	25 September 2023
Spot Price of Shares *	7 cents	7 cents
Exercise Price *	15 cents *	15 cents *
Vesting Date	30 June 2024	Immediately
Expiry Date	30 November 2026	30 November 2026
Risk Free Rate	4.02%	4.02%
Expected Future Volatility	93.55%	93.55%
Indicative value per Related Party Option	3.14 cents	3.14 cents
Total Value of Related Party Options	$56,520	$28,260
- Mr Cairns	$31,400	-
- Ms Murphy	$25,120	-
- Mr Ironside	-	$15,700
- Ms Sparks	-	$6,280
- Mr Dennis	-	$6,280

* Note: The valuations noted above will be adjusted for the actual variables, including market price. The exercise price will be adjusted using the 100% premium x 5 Day VWAP at the time of grant.

For personal use only

Schedule 3 – Key Terms and Conditions of the Employee Incentive Plan

Outlined below is a summary of the key terms of the Company's Employee Incentive Plan.

(a) **Eligibility**: Eligible Participants include Directors (both executive and non-executive), full time and part time employees and casual employees and contractors of the Company (or any 'primary participant', as that term is defined in the ESS Regime) in relation to the Company or an Associated Body Corporate. Subject to the Board's consent, an Eligible Participant may nominate another person to participate in the Plan in their place.

(b) **Administration of Plan**: The Board is responsible for the operation of the Plan and has a broad discretion to determine which Eligible Employees will be offered Awards under the Plan.

(c) **Invitation:** The Board may issue an invitation to an Eligible Participant to participate in the Plan (**Invitation**). The Invitation will specify:

(i) the number and type of Awards (being Options, Performance Rights and/or incentive Shares) specified in the Invitation;

(ii) any vesting conditions, performance hurdles, performance period, exercise conditions and/or restriction conditions attaching to the Awards;

(iii) the issue price or exercise price of the Awards (as applicable);

(iv) an acceptance period;

(v) any other terms and conditions attaching to the Awards; and

(vi) any other information required by the Corporations Act, the Listing Rules or any law to be included in the invitation.

(d) **Issue and exercise price:**

(i) Options shall be issued for nil cash consideration, and the Board may determine the exercise price in its absolute discretion (including whether to offer the Eligible Participant a cashless exercise facility which will entitle the Eligible Participant to set-off the exercise price against the number of Shares which the Eligible Participant is entitled to receive upon exercise of the Eligible Participant's Options));

(ii) Performance Rights shall be issued for nil cash consideration, and Shares issued upon the conversion of Performance Rights shall be issued for nil cash consideration;

(iii) The Board shall determine the issue price of any Shares issued under the Plan, which may be nil.

(iv) A cashless exercise facility will be offered.

(e) **Quotation on ASX:** The Company will apply for Shares issued under the Plan and upon the exercise of Options and Performance Rights to be admitted to trading on ASX upon issue of the Share. Quotation will be subject to the ASX Listing Rules and any holding lock applying to the Shares. Options and Performance Rights issued under the Plan shall not be quoted.

(f) **Rights attaching to Shares**: Each Share issued under the Plan or on the exercise of an Award shall be issued on the same terms and conditions as the Company's issued Shares (other than in respect of transfer restrictions imposed by the Plan) and it will rank equally with all other issued Shares from the issue date except for entitlements which have a record date before the issue date. The holder of a Share issued under the Plan shall be entitled to receive notice of, and attend and vote at, shareholder meetings, and to receive any dividends declared by the Company.

For personal use only

(g) **Rights attaching to Options and Performance Rights**: Subject to the terms of the Plan, the Board may determine the rights attaching the Options and Performance Rights issued under the Plan. The holder of an Option or Performance Right issued under the Plan shall not be entitled to receive notice of, and attend and vote at, shareholder meetings, nor to receive any dividends declared by the Company.

(h) **Restriction Conditions:** Shares may be subject to restriction conditions (such as a period of employment or a performance hurdle) which must be satisfied before the Shares can be sold, transferred, or encumbered (**Restriction Condition**). The Board may waive Restriction Conditions in its absolute discretion, including where a holder dies or is a good leaver. The Company is authorised to impose a holding lock on the Shares to implement these restrictions.

(i) **Ceasing to be an Eligible Participant**: If an Eligible Participant becomes a Leaver before a Vesting Condition has been satisfied, subject to Board discretion, all or such other number of the Participant's unvested Convertible Securities (based on the extent to which the Vesting Condition has been satisfied) continue "on-foot" and will be tested upon satisfaction of the Vesting Condition, vesting only to the extent that the Vesting Condition has been satisfied. Alternatively, the Board can modify the Vesting Conditions or determine that unvested Convertible Securities lapse.

Where the Board determines fraudulent or dishonest activities, the Board may in its discretion deem some or all Convertible Securities held by that Participant to have been forfeited.

(j) **Power of Attorney:** The holder irrevocably appoints each of the Company and each director of the Company severally as his or her attorney to do all things necessary to give effect to the buy back or sale of the holder's Shares in accordance with the Plan.

(k) **Change of control events:** Notwithstanding any other provisions of the Rules, if a Change of Control Event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the Change of Control Event.

For personal use only

Stavely Minerals Limited
ABN 33 119 826 907

SVY
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE 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 **11:00am (AWST) on Tuesday, 14 November 2023.**

For personal use only

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
SRN/HIN: I9999999999
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 SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE 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.

I 9999999999 I ND

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 Stavely Minerals Limited hereby appoint

☐ **the Chair of the Meeting** **OR** _____

PLEASE NOTE: Leave this box blank if you have selected the Chair 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 Chair 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 Annual General Meeting of Stavely Minerals Limited to be held at First Floor, 168 Stirling Highway, Nedlands, Western Australia on Thursday, 16 November 2023 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4, 5, 6, 7, 8 and 10 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5, 6, 7, 8 and 10 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 4, 5, 6, 7, 8 and 10 by marking the appropriate box in step 2.

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	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Mr Robert Dennis as a Director	☐	☐	☐
Resolution 3	Re-election of Ms Amanda Sparks as a Director	☐	☐	☐
Resolution 4	Issue of Director Options – Mr Christopher Cairns	☐	☐	☐
Resolution 5	Issue of Director Options – Ms Jennifer Murphy	☐	☐	☐
Resolution 6	Issue of Director Options – Ms Amanda Sparks	☐	☐	☐
Resolution 7	Issue of Director Options – Mr Peter Ironside	☐	☐	☐
Resolution 8	Issue of Director Options – Mr Robert Dennis	☐	☐	☐
Resolution 9	Approval of 7.1A Mandate	☐	☐	☐
Resolution 10	Adoption of Employee Incentive Plan	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair 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	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

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

Mobile Number	Email Address

computershare

For personal use only