**Ballymore Resources Ltd**
ABN 72 632 893 611

Level 6, 10 Market Street
Brisbane, Queensland, 4000
Tel: +61 434 362 007

1 May 2024

Dear Shareholder,

I am pleased to invite you to the General Meeting (**Meeting**) of Ballymore Resources Limited (**BMR**) which will be held at 10.00am (Brisbane time) at Level 19, 480 Queen St, Brisbane on Thursday the 30th of May 2024.

The Notice of Meeting, which sets out the full business to be considered at the Meeting, is available online at https://www.ballymoreresources.com/site/investor-centre/investor-welcome. As permitted by the Corporations Act 2001, BMR will not be dispatching physical copies of the Notice of Meeting.

The Company strongly encourages Shareholders who cannot attend in person or by proxy to lodge their proxy votes online. A personalised Proxy Form will be attached to this letter when dispatched by the Registry. Shareholders who have elected to receive notices from the Company in electronic format will receive an email directly from the Registry. Shareholders can update their email addresses and communication preferences via the website www.linkmarketservices.com.au.

If you are unable to attend the Meeting, you may appoint a proxy to vote for you at the Meeting by lodging the Proxy form using one of the several lodgement methods as outlined on the form.

Ballymore Resources Limited provides for Shareholders to lodge their proxy votes online. To do that, Shareholders can log in to www.linkmarketservices.com.au using the holding details (SRN or HIN) that will be available on the personalised Proxy Form dispatched by the Registry. Once logged in, select Voting and follow the prompts to lodge your vote.

Proxy instructions must be received no later than 10.00 am (Brisbane time) on Tuesday the 28th of May 2024, before the commencement of the Meeting.

This announcement has been authorised for release to the ASX by the Board of Directors Ballymore Resources Limited.

On behalf of the Board, we look forward to welcoming you to the Meeting on Thursday the 30th of May 2024.

Yours sincerely,

Mr Duncan Cornish
Company Secretary
Ballymore Resources Limited

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Ballymore Resources Limited
ACN 632 893 611

# Notice of General Meeting

| | |
|---|---|
| Date of Meeting: | Thursday, 30 May 2024 |
| Time of Meeting: | 10:00am (AEST) |
| Venue: | Level 19, 480 Queen St, Brisbane |

Notice is given that a General Meeting of Shareholders of Ballymore Resources Limited ACN 632 893 611 (**Company**) will be held at Level 19, 480 Queen St, Brisbane, on Thursday, 30 May 2024 at 10.00am (AEST).

Terms used in this Notice of Meeting are defined in the Glossary forming part of the Explanatory Statement.

The Explanatory Statement and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting.

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

This Notice of Meeting and Explanatory Statement 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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7.00pm (AEST) on 28 May 2024.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (07) 3212 6299.

## ORDINARY BUSINESS

### 1. Resolution 1 – Ratification of previous issue of Placement Shares under Listing Rule 7.1

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

*"That, in accordance with Listing Rule 7.4, and for all other purposes, the Company ratify the issue of 7,959,763 fully paid ordinary shares in the Company (**Placement Shares**) previously issued under the Company's Listing Rule 7.1 (15%) issue capacity, on the terms and conditions set out in the Explanatory Statement."*

### 2. Resolution 2 – Ratification of previous issue of Placement Shares under Listing Rule 7.1A

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

*"That, in accordance with Listing Rule 7.4, and for all other purposes, the Company ratify the issue of 14,619,726 fully paid ordinary shares in the Company (**Placement Shares**) previously issued under the Company's Listing Rule 7.1A (additional 10%) issue capacity, on the terms and conditions set out in the Explanatory Statement."*

### 3. Resolution 3 – Issue of Options to David A-Izzeddin

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

*"That under and for the purposes of Listing Rules 10.11, section 195(4) and Chapter 2E of the Corporations Act and for all other purposes, the Company is authorised to issue 2,000,000 Options to Mr David A-Izzeddin, a Director of the Company, on the terms and conditions set out in the accompanying Explanatory Statement."*

### 4. Resolution 4 – Issue of Options to Andrew Gilbert

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

*"That under and for the purposes of Listing Rules 10.11, section 195(4) and Chapter 2E of the Corporations Act and for all other purposes, the Company is authorised to issue 2,000,000 Options to Mr Andrew Gilbert, a Director of the Company, on the terms and conditions set out in the accompanying Explanatory Statement."*

### 5. Resolution 5 – Issue of Options to Andrew Greville

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

*"That under and for the purposes of Listing Rules 10.11, section 195(4) and Chapter 2E of the Corporations Act and for all other purposes, the Company is authorised to issue 1,000,000 Options to Mr Andrew Greville, a Director of the Company, on the terms and conditions set out in the accompanying Explanatory Statement."*

### 6. Resolution 6 – Issue of Options to Nicholas Jorss

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

*"That under and for the purposes of Listing Rules 10.11, section 195(4) and Chapter 2E of the Corporations Act and for all other purposes, the Company is authorised to issue 1,000,000 Options to Mr Nicholas Jorss, a Director of the Company, on the terms and conditions set out in the accompanying Explanatory Statement."*

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## VOTING EXCLUSIONS

**Resolutions 1 and 2**

The Company will disregard any votes cast in favour of Resolutions 1 and 2 by or on behalf of:

(a) a person who participated in the issue; or

(b) an associate of that person or those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolutions 3, 4, 5, and 6**

**Section 250BD of the Corporations Act**

The Company will disregard any votes cast on Resolutions 3 to 6 by a Director or on behalf of "Key Management Personnel" (as defined in the Accounting Standards as published by the Australian Accounting Standards Board) and their "closely related parties".

Key Management Personnel (**KMP**) are the Company's Directors and Executives identified in the Company's Remuneration Report. A closely related party of a KMP means a spouse or child of the KMP, a child of the KMP's spouse, a dependent of the KMP or the KMP's spouse and anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company or a company the KMP controls (**Closely Related Party**).

However, the Company need not disregard a vote if the vote is not cast on behalf of a person described above and either:

(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or

(b) the voter is the Chair and the appointment of the Chair 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 KMP.

**Resolutions 3 to 6**

**Listing rule 10.11**

The Company will disregard any votes cast on Resolutions 3 to 6 by any person who is expected to receive securities the subject of the relevant Resolution and any person who will obtain a material benefit as a result of the proposed issue, except a benefit solely in the capacity of a Shareholder, if the resolution is passed, and any of their associates.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Chapter 2E of the Corporations Act**

For the purposes of Chapter 2E of the Corporations Act, a vote on Resolutions 3 to 6 must not be cast by or on behalf of the person to whom is it proposed to confer a financial benefit pursuant to Resolutions 3 to 6, or their associates.

However, this does not prevent the casting of a vote on Resolutions 3 to 6 if it is cast by a person as a proxy in writing that specifies how the proxy is to vote on the proposed Resolution and it is not cast on behalf of a person referred to above who is prohibited from voting.

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## IMPORTANT INFORMATION ABOUT VOTING ON THE RESOLUTIONS

***All Resolutions will be by Poll***

In accordance with rule 27 of the Company's Constitution and Guidance Note 35 of the ASX Listing Rules, the Chair intends to call a poll on each of the Resolutions proposed at the Meeting. Each Resolution considered at the Meeting will therefore be conducted by a poll, rather than on a show of hands. The Chair considers voting by poll to be in the interests of the Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

Shareholders may vote by appointing a proxy to attend and vote on their behalf, using the enclosed Proxy Form.

***Voting by proxy***

A member who is entitled to vote at the Meeting may appoint:

(a) one proxy if the member is only entitled to one vote; or

(b) two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

A proxy need not be a member of the Company.

If you require an additional Proxy Form, please contact the Share Registry, Link Market Services Limited, on 1300 554 474, which will supply it on request.

The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, Link Market Services Limited, no later 28 May 2024 at 10.00am (AEST) (that is, at least 48 hours before the meeting). Proxies received after this time will not be accepted. Instructions for completing the Proxy Form are outlined on the form, which may be returned by:

(a) posting it to Ballymore Resources Limited C/– Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;

(b) hand delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000;

(c) faxing it to Link Market Services Limited on fax number (02) 9287 0309;

(d) lodging it online at linkmarketservices.com.au in accordance with the instructions provided on the website. You will need your Holder Identification Number (HIN) or Security Reference Number (SRN) to lodge your Proxy Form online.

Proxies given by corporate Shareholders must be executed in accordance with their Constitutions or signed by a duly authorised attorney.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he or she thinks fit.

The Constitution provides that a Proxy Form issued by the Company may provide that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be given in favour of the Chair of the meeting to which it relates or to such other person as the Board determines.

If a Shareholder appoints the Chair of the meeting as the Shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that Shareholder, in favour of the item on a poll.

Dated: 1 May 2024
By order of the Board

**Andrew Greville**
Chairman

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# EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions to be put to Shareholders at the General Meeting to be held at Level 19, 480 Queen St, Brisbane, on 30 May 2024 at 10.00am (AEST).

The Notice of Meeting, which is also enclosed, sets out details of proposals concerning the Resolutions to be put to Shareholders.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Statement in full before making any decision in relation to the Resolutions.

Unless otherwise defined, terms used in this Explanatory Statement are defined in the Glossary forming part of this Explanatory Statement.

## 1. Resolutions 1 and 2 – Ratification of previous issue of Placement Shares

### 1.1. Introduction

On 27 November 2023, the Company announced a placement of 22,579,489 Shares to raise $2.7 million at $0.12 per Share (**Placement**). The announcement noted that the Shares to be issued pursuant to the Placement (**Placement Shares**) would be issued using the Company's issue capacity under Listing Rules 7.1 (namely, 7,959,763 Shares) (the subject of Resolution 1) and 7.1A (namely, 14,619,726 Shares) (the subject of Resolution 2) (jointly, the **Issues**).

### 1.2. ASX Listing Rules

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 enables eligible entities to issue equity securities up to 10% of their issued share capital through placements over a 12-month period after the annual general meeting at which approval was given by shareholders by Special Resolution (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% issue capacity under Listing Rule 7.1.

An "eligible entity" means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of $300 million or less. The Company is an eligible entity for these purposes and the Company obtained such approval at its annual general meeting in 2023 and consequently, issued 14,619,726 of the Placement Shares using the 10% Placement Facility.

The Issue the subject of Resolution 1 does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, effectively uses up part of the 15% limit under Listing Rule 7.1. Likewise, the Issue the subject of Resolution 2 uses up part of the 10% Placement Capacity under Listing Rule 7.1A. Therefore, the Issues reduce the Company's capacity to issue further Equity Securities without Shareholder approval under Listings Rule 7.1 and 7.1A for the 12-month period following the Issue date.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A. To this end, Resolutions 1 and 2 seek Shareholder approval to the Issue under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the Issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1 is not passed, the Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 2 is passed, the Issue will be excluded in calculating the Company's additional 10% Placement Capacity under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 2 is not passed, the Issue will be included in calculating the Company's 10% Placement Capacity under Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval unless and until the 10% Placement Capacity is approved at the Company's next annual general meeting.

### 1.3. Information required under Listing Rule 7.5

For Shareholders to ratify an issue of Equity Securities under Listing Rule 7.4, the Company must provide the following information pursuant to Listing Rule 7.5 in relation to Resolutions 1 and 2:

| | |
|---|---|
| The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected | **Resolutions 1 and 2:**<br>12,616,705 of the Placement Shares were issued to Taurus Mining Royalty Fund L.P.<br>The balance of 9,962,784 Placement Shares were issued to Sophisticated and other exempt investors to whom, under section 708 of the Corporations Act, a disclosure document under Chapter 6D of the Corporations Act was not required to be given. Investors were identified by the broker engaged to undertake the issue of the Placement Shares (being Morgans Corporate Finance).<br>None were related parties, KMP (or Closely Related Parties), advisers, or substantial holders (or an associate of any of the above) of the Company at the time of the Placement, that received more than 1% of the entity's issued capital at the time of the issue or agreement. |
| The number and class of securities the entity issued or agreed to issue and their material terms of issue | **Resolution 1**: 7,959,763 Placement Shares; and<br>**Resolution 2**: 14,619,726 Placement Shares,<br>fully paid ordinary shares ranking equally with all other Shares on issue |
| The date or dates on which the securities were issued | **Resolutions 1 and 2:**<br>• 9,962,784 Placement Shares were issued on 4-Dec-23<br>• 12,616,705 Placement Shares were issued on 8-Dec-23 |
| The price or other consideration the entity has received or will receive for the issue | **Resolutions 1 and 2:**<br>$0.12 per Share |
| The purpose of the issue, including the use or intended use of any funds raised by the issue | **Resolutions 1 and 2:**<br>Funds raised from the placement will used to fund further exploration at its four projects, provide additional working capital for the Company and transaction costs. |
| A voting exclusion statement | **Resolutions 1 and 2:**<br>A voting exclusion statement has been included in the attached Notice of General Meeting |

### 1.4. Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of this Resolution. The Board recommends that Shareholders vote in favour of Resolutions 1 and 2 as they will enable the Company to have flexibility in respect of future capital raising activities.

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## 2. Resolutions 3 to 6 – Issue of Options to Directors

### 2.1. Background

The Directors have resolved to refer to Shareholders for approval the issue of 6,000,000 Options to Directors on the terms and conditions set out in Schedule 2, as a long-term incentive for the Directors.

The Directors undertook a benchmarking exercise to assist in determining the number and terms of the options proposed to be granted to each Director.

Each Director has accepted an offer of options on 17 April 2024, subject to shareholder approval

### 2.2. Proposed allocation of Options

It is proposed that the Directors will be issued Options, as follows:

| Resolution # | Director | Position | Options Offered |
|---|---|---|---|
| Resolution 3 | David A-Izzeddin | Technical Director | 2,000,000 |
| Resolution 4 | Andrew Gilbert | Director Operations | 2,000,000 |
| Resolution 5 | Andrew Greville | Non-Executive Chairman | 1,000,000 |
| Resolution 6 | Nicholas Jorss | Non-Executive Director | 1,000,000 |

### 2.3. Regulatory issues pertaining to the issue of Options to Directors

#### 2.3.1. Related Party Transactions and the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the relevant provisions of the Corporations Act; or

(b) prior shareholder approval is obtained to the giving of the financial benefit.

As Directors, each of David A-Izzeddin, Andrew Gilbert, Andrew Greville and Nicholas Jorss are related parties of the Company for the purposes of Chapter 2E of the Corporations Act. The issue of Options to each of them constitutes a "financial benefit" as defined in the Corporations Act (section 229).

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act may not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Options pursuant to each of Resolutions 3 to 6.

#### 2.3.2. Section 195(4) of the Corporations Act

Section 195(4) of the Corporations Act provides that:

(a) a director of a public company may not vote or be present during meetings of directors where matters in which that director holds a “material personal interest” are being considered, except in certain limited circumstances; and

(b) if there are not enough directors to form a quorum for a directors meeting because of the restriction set out in section 195(1) of the Corporations Act, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued that all of the Directors comprising the Board have a material personal interest in the outcome of Resolutions 3 to 6, because these Resolutions are concerned with the issue of Options to all Directors. Accordingly, the Directors have exercised their right under section 195(4) of the Corporations act to put the issue to Shareholders to determine.

For the avoidance of doubt, Resolutions 3 to 6 are not inter-conditional.



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### 2.3.3. ASX Listing Rule 10.11

The Company is proposing to issue the Options to each of the Directors, subject to Resolutions 3 to 6 respectively (the **Issue**).

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

(a) 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 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 Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Issue (as it relates to each of Resolutions 3 to 6 in turn) falls within Listing Rule 10.11.1 in each case and none fall within any of the exceptions in Listing Rule 10.12. Each of Resolutions 3 to 6 therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Resolutions 3 to 6 each seek the required Shareholder approval to the Issue to the Director the subject of each such Resolution under and for the purposes of Listing Rule 10.11.

In relation to each of Resolutions 3 to 6, if each Resolution is passed, the Company will be able to proceed with the Issue and allocate Options to the relevant Directors as stated above, and the Issue will not be included in calculating the Company's capacity to issue Equity Securities equivalent to 15% of the Company's ordinary securities under Listing Rule 7.1. If any of Resolutions 3 to 6 is not passed, the Company will not be able to proceed with the relevant portion of the Issue to which that Resolution relates and will have to consider other means of remunerating and incentivising the relevant Director, such as cash remuneration.

### 2.4. Specific disclosure required pursuant to Chapter 2E of the Corporations Act relating to the offer of Options

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act, the following information is provided in relation to the proposed grant of Options:

(a) (**Identity of the Related Parties**) the Related Parties who are receiving the financial benefits are the Directors mentioned in section 2.2 above.

(b) (**Nature of the financial benefits**) the financial benefits concerned are Options to be issued on the terms set out in Schedule 2, the maximum number of which are set out in section 2.2 above.

Directors of public companies face considerable ongoing responsibilities and challenges in their roles. The grant of these Options serves to provide a medium-term incentive for each Director's continuing and future efforts as a Director of the Company. The Directors consider that the Options are the most cost effective and efficient means to reward and align the interests of the Directors with the interests of all Shareholders. The Options are not intended as a substitute for salary or wages or as a means for compensation for past services rendered.

(c) (**Terms and conditions of the Options constituting the financial benefits**) the terms and conditions of the Options are set out in Schedule 2.

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(d) (**Value of the financial benefits**) the value of the Options and the applicable pricing methodology, are set out in Schedule 1 to this Explanatory Statement, wherein the Options are valued as follows:

| Resolution # | Director | Options Offered | Value of options |
|---|---|---|---|
| Resolution 3 | David A-Izzeddin | 2,000,000 | $126,740 |
| Resolution 4 | Andrew Gilbert | 2,000,000 | $126,740 |
| Resolution 5 | Andrew Greville | 1,000,000 | $63,370 |
| Resolution 6 | Nicholas Jorss | 1,000,000 | $63,370 |

The (accounting) value of the options will be expensed immediately on issue, rather than spread over period to expiry (3 years, 1 month). As noted above, a benchmarking exercise was undertaken to assist in determining the number and terms of the options proposed to be granted to each Director. It should be noted that the (accounting) value spread over the option life (3 years, 1 month) was considered as part of that process.

(e) (**Director recommendation**) the Directors make no recommendations concerning Resolutions 3 to 6 for the reasons set out in section 2.6 below.

(f) (**Relevant interests of the Directors**) the interests of the Directors in Equity Securities of the Company as at the date of this Notice, are set out below (to avoid doubt, excluding Options the subject of Resolutions 3 to 6):

| Director | Current Shares | % of total shares on issue | Proposed Options | % total Shares on issue upon exercise of Proposed Options* |
|---|---|---|---|---|
| David A-Izzeddin | 19,182,484 | 10.85% | 2,000,000 | 11.59% |
| Andrew Gilbert | 10,055,149 | 5.69% | 2,000,000 | 6.60% |
| Andrew Greville | 2,946,765 | 1.67% | 1,000,000 | 2.16% |
| Nicholas Jorss | 25,533,360 | 14.45% | 1,000,000 | 14.52% |

** Note: Excludes Options already held by Directors*

(g) (**Remuneration of Related Parties**) the following table shows the annual remuneration paid to Directors inclusive of superannuation for the past financial year ending 30 June 2023:

| Director | Salary/Fees (incl. Super)* | Equity based payments | Total* |
|---|---|---|---|
| David A-Izzeddin | $275,292 | - | $275,292 |
| Andrew Gilbert | $275,292 | - | $275,292 |
| Andrew Greville | $44,000 | $55,020 | $99,020 |
| Nicholas Jorss | $88,400 | - | $88,400 |

** Notes: David A-Izzeddin's annual salary was increased to $300,000 (plus superannuation) from 1 January 2024. Andrew Gilbert's annual salary was increased to $285,000 (plus superannuation) from 1 January 2024. From 1 July 2023, Andrew Greville's role changed from non-executive director to non-executive chairman, resulting in his annual fees increasing to $88,800 (including superannuation). From 1 July 2023, Nicholas Jorss's role changed from non-executive chairman to non-executive director, resulting in his annual fees decreasing to $40,000 (plus superannuation).*

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(h) (**Dilutionary effect of financial benefits**) if the Options granted to the Directors are exercised, a total of 6,000,000 Shares will be issued.

This will increase the number of Shares on issue from 176,730,585 to 182,730,585 (assuming that no other securities are exercised or other Shares are issued), with the effect that the Shareholding of existing Shareholders (other than the Directors) would be diluted by an aggregate of 3.4% (assuming the Directors do not exercise any existing Options on issue), comprised by 1.1% attributable to Options proposed to be issued to David A-Izzeddin, 1.1% by Options proposed to be issued to Andrew Gilbert, 0.6% by Options proposed to be issued to Andrew Greville and 0.6% by Options proposed to be issued to Nicholas Jorss.

(i) (**Price of Securities**) the trading history of the Shares on ASX in the 3 months before the date of this Notice is set out below:

| Director | Price | Date |
|---|---|---|
| Highest | $0.140 | 8 April 2024 |
| Lowest | $0.095 | 27 February 2024 |
| Last | $0.130 | 30 April 2024 |

(j) (**Opportunity costs and accounting treatment**) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Options upon the terms proposed. The Options granted to the Related Parties have been valued at $380,220 in aggregate (see Schedule 1), which will be immediately expensed in the Company's Accounts;

(k) (**Reasons for vote in favour of the Resolutions**) the Company considers that the following are reasons why Shareholders may vote in favour of Resolutions 3 to 6:

(i) the Company is currently in the development phase of its growth, which means that it is not generating revenues or profits. As a result, the Company's sources of funding are limited and it therefore needs to closely monitor its cash reserves and mitigate cash expenditure. Accordingly, the Company considers that a more appropriate way to remunerate its Directors is through equity-based incentives, such as the Options, the exercise price of which is considered an appropriate indicator for Director performance at the Company's current stage of growth;

(ii) the grant of the Options is aimed at incentivising the Directors to grow the value of the Company by aligning the interests of the Related Parties with those of other Shareholders;

(iii) the grant of the Options is aimed at assisting the Company to retain the services of the current Directors; and

(iv) as stated above, it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Options;

(l) (**Reasons for vote against the Resolutions**) the Company considers that the following are reasons why Shareholders may vote against Resolutions 3 to 6:

(i) if the Options are exercised, Shares will be issued to the Directors which will dilute and reduce the voting power of Shareholders (by a maximum of 3.4%); see section (h) for further information on the maximum dilution of Shareholders' interests resulting from the Options being exercised into Shares;

(ii) if the Options are exercised, the additional number of Shares on issue may necessarily cause the value of a Share to correspondingly reduce, which in turn may be reflected by a fall in the Share price on ASX;

(iii) using the valuation in Schedule 1, the grant of the Options will increase the total remuneration being paid to the Directors (by $380,220 aggregate), which Shareholders may not agree with; see section (g) for further information on the remuneration of Directors; and

(iv) the grant of the Options will require the Company to recognise their value as an expense on the Company's statement of financial performance, which in turn will increase the size of anticipated losses; see section (j) for further information on the accounting treatment of the Options; and

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(m) (**Other Information**)

(i) The number of Options to be offered to each of the Directors has been determined based upon a consideration of:

A. their total remuneration;

B. each Director's contribution to the progression of the Company's strategic objectives (in the case of the non-executive Directors) and development of the Company's projects (in the case of the executive Directors);

C. a review of peer companies' equity-based remuneration to directors; and

D. incentives which are generally perceived to be required to attract and ensure continuity of service of directors who have appropriate knowledge and expertise for a mineral exploration company progressing towards development of its assets.

(ii) The Directors, in conjunction with the Company's advisers, have provided an indicative value to the Options by reference to the Black Scholes valuation method.

(iii) The total value of the Options to be issued is outlined in Schedule 1 below.

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### 2.5. Information required under Listing Rule 10.13

For Shareholders approve an issue of Equity Securities under Listing Rule 10.11, the Company must provide the following information pursuant to Listing Rule 10.13:

| | |
|---|---|
| **Name of person to whom securities will be issued** | As set out in Section 2.2 above |
| **Which category in Listing Rules 10.11.1–10.11.5 the person falls within and why** | For each of Resolutions 3 to 6 - Listing Rule 10.11.1, as the person to whom the Options are proposed to be issued is a Director |
| **Number and class of securities to be issued** | As set out in Section 2.2 above |
| **Summary of the material terms of the securities** | As set out in Section 2.1 above and Schedule 2 |
| **Date of issue** | The Options will be issued within 1 month of the Meeting |
| **Issue Price** | No funds will be raised from the issue of the Options |
| **Purpose of the issue** | The primary purpose of the grant of the Options to the Directors is to provide a performance linked incentive component in the remuneration package for the Directors to motivate and reward the performance of the Directors in their respective roles as Directors |
| **Current remuneration of the related party to whom the securities will be issued** | As set out in Section 2.4 (g) |
| **Voting exclusion** | A voting exclusion statement is set out in the Notice of Meeting |

### 2.6. Directors' recommendations

Given that each of the Directors may have a material personal interest in the outcome of each of Resolutions 3 to 6 on the basis that it is proposed to issue Options to all the Directors. Given that the Directors have referred these Resolutions to Shareholders pursuant to Section 195(4) of the Corporations Act, the Directors make no recommendations concerning Resolutions 3 to 6.

The Board has exercised its right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve.

## 3. Glossary

**AEST** means Australian Eastern Standard Time.

**ASIC** means the Australian Securities and Investments Commission.

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

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of Directors of the Company.

**Business Day** means Monday to Wednesday inclusive, except New Year's Day, Good Wednesday, 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 dealings with the entity;

(e) a company the member controls;

(f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition closely related party in the Corporations Act.

**Company** or **Ballymore** means Ballymore Resources Limited (ACN 632 893 611).

**Constitution** means the constitution of the Company.

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

**Directors** means the current directors of the Company.

**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 this Notice of Meeting.

**General Meeting** or Meeting means the General Meeting of the Company convened by this Notice of Meeting.

**Group** means the Company and all of its related bodies corporate (as that term is defined in the Corporations Act).

**Key Management Personnel** or **KMP** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or of the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated entity.

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

**Meeting** means the general meeting of the Company convened under the Notice.

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

**Proxy Form** means the proxy form accompanying the Notice.

**Related Body Corporate** has the meaning given in section 9 of the Corporations Act.

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

**Schedule** means a schedule to this Notice.

**Section** means a numbered section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**Share Registry** means Link Market Services Limited.

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# Schedule 1 – Valuation of Options

The Company sought an independent valuation of the Options. The method used to value the options was the Black Scholes Model, which is the most widely used and recognised model for pricing options. The value of an option calculated by the Black Scholes Model is a function of the relationship between a number of variables, being the share price, the exercise price, the time to expiry, the vesting condition/s, the risk-free interest rate and the volatility of the Company's underlying share price.

Inherent in the application of the Black Scholes Model are a number of inputs, some of which must be assumed. The data relied upon in applying the Black Scholes Model was:

- The exercise price of the Options being $0.20;
- The Share price at the time of issue of the Options, which is estimated to be $0.125 per Share (being the closing Share price as at 17 April 2024);
- The Expiry Date being 30 June 2027;
- A volatility measure of 90.41%;
- A risk-free interest rate of 3.778%; and
- A nil dividend yield,

(**Assumed Data**).

Based on this information, the Company has adopted an indicative value for the Options of $0.06337 each. On that basis, and taking into account the Assumed Data, the respective values of the Options to be issued pursuant to Resolutions 3 to 6 are set out below.

| Resolution # | Director | Options Offered | Value of Options |
|---|---|---|---|
| Resolution 3 | David A-Izzeddin | 2,000,000 | $126,740 |
| Resolution 4 | Andrew Gilbert | 2,000,000 | $126,740 |
| Resolution 5 | Andrew Greville | 1,000,000 | $63,370 |
| Resolution 6 | Nicholas Jorss | 1,000,000 | $63,370 |

The (accounting) value of the options will be expensed immediately on issue, rather than spread over period to expiry (3 years). A benchmarking exercise was undertaken to assist in determining the number and terms of the options proposed to be granted to each Director. It should be noted that the (accounting) value spread over the option life (3 years) was considered as part of that process.

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# Schedule 2 – Terms of Issue – Options

The material terms of the Options are set out below:

- The Options are options to subscribe for Shares on the basis that each Option, upon exercise, permits the holder to subscribe for a single Share.
- The Options are to be issued for no consideration.
- The exercise price of each option is $0.20 (**Exercise Price**).
- The Options will expire and be forfeited (if the Options have not already been forfeited) on the earlier of (**Expiry Date**):

  (i) 30 June 2027; or

  (ii) if the Option Holder's employment or engagement with the Company or an Related Body Corporate ceases, 3 months (or such other period as the Board may, in its absolute discretion, determine) from the date on which the Option Holder ceased that employment or engagement.

  The period between the issue date of the Options and the Expiry Date is the **Option Period**.
- Options may be exercised during the Option Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the relevant Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- 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**).
- Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

  (i) 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) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

  If a notice delivered under (ii) above for any reason is not effective to ensure that an offer for sale of the Shares issued on exercise of the Options 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.
- Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- 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. The Company will, where required pursuant to the ASX Listing Rules, provide Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to Shareholders generally) to exercise Options, in accordance with the requirements of the Listing Rules.
- Option holders do not participate in any dividends unless the Options are exercised and the resultant shares of the Company are issued prior to the record date to determine entitlements to the dividend.
- An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised other than as provided for in these terms.
- The Options are transferable.

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- If there is a pro rata issue (except a bonus issue), the Exercise Price of an Option may be reduced according to the following formula:

$$O^n = O - \frac{E\,[P-(S + D)]}{N + 1}$$

Where:

| | | |
|---|---|---|
| $O^n$ | = | the new exercise price of the Option; |
| O | = | the old exercise price of the Option; |
| E | = | the number of underlying securities into which one Option is exercisable; |
| P | = | the volume weighted average market price per security of the underlying securities during the five trading days ending on the day before the ex right date or the ex entitlements date; |
| S | = | the subscription price for a security under the pro rata issue; |
| D | = | dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue); and |
| N | = | the number of securities with rights or entitlements that must be held to receive a right to one new security. |

- If there is a bonus issue to the holders of shares in the Company, the number of shares over which an Option is exercisable may be increased by the number of shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.

- The terms of the Options may only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change, subject to the Listing Rules. However, unless all necessary waivers of the ASX Listing Rules are obtained, the terms of the Options will not be changed to reduce the Exercise Price, increase the number of Options or change any period for exercise of the Options.

- The Company does not intend to apply for quotation of the Options on the ASX.

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Ballymore RESOURCES

ABN 72 632 893 611

## LODGE YOUR VOTE

**ONLINE**
https://investorcentre.linkgroup.com

**BY MAIL**
Ballymore Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

**BY FAX**
+61 2 9287 0309

**BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

**ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999

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SAMPLE

# PROXY FORM

I/We being a member(s) of Ballymore Resources Limited and entitled to participate in and vote hereby appoint:

STEP 1

## APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am (AEST) on Thursday, 30 May 2024 at Level 19, 480 Queen St, Brisbane** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

STEP 2

## VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.**

**Please read the voting instructions overleaf before marking any boxes with an ☒**

| Resolutions | For | Against | Abstain* |
|---|---|---|---|
| 1 Ratification of previous issue of 7,959,763 Placement Shares under Listing Rule 7.1 | | | |
| 2 Ratification of previous issue of 14,619,726 Placement Shares under Listing Rule 7.1A | | | |
| 3 Issue of Options to David A-Izzeddin | | | |
| 4 Issue of Options to Andrew Gilbert | | | |
| 5 Issue of Options to Andrew Greville | | | |
| 6 Issue of Options to Nicholas Jorss | | | |

* 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 votes will not be counted in computing the required majority on a poll.

STEP 3

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

| Shareholder 1 (Individual) | Joint Shareholder 2 (Individual) | Joint Shareholder 3 (Individual) |
|---|---|---|
| | | |
| Sole Director and Sole Company Secretary | Director/Company Secretary (Delete one) | Director |

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

BMR PRX2401A

# HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

## YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

## APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

## DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

## VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

## APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and

(b) return both forms together.

## SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

## LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Tuesday, 28 May 2024,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

**ONLINE**

https://investorcentre.linkgroup.com

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

**BY MOBILE DEVICE**

**QR Code**

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link **https://investorcentre.linkgroup.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

**BY MAIL**

Ballymore Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

**BY FAX**

+61 2 9287 0309

**BY HAND**

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

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