



Estrella Resources Limited

(ACN 151 155 207)

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Thursday, 28 November 2024

8:30AM (WST)

**Mining Corporate Boardroom
Level 8, 216 St Georges Terrace
Perth WA 6000**

The Annual Report is available online at <https://www.estrellaresources.com.au/>

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 (08) 9481 0389.

For personal use only

NOTICE OF MEETING

Notice is given that the Annual General Meeting of Shareholders of Estrella Resources Limited (ACN 151 155 207) (**Company**) will be held at the Mining Corporate Boardroom, Level 8, 216 St Georges Terrace Perth WA on Thursday, 28 November 2024 commencing at 8:30AM (WST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 4:00pm WST on Tuesday, 26 November 2024.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2024, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass as a **non-binding resolution** the following:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report that forms part of the Directors' Report for the financial year ended 30 June 2024 be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum.”

Please note that a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

- (a) the person is acting as a proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote on a resolution connected with the remuneration of a member of the Key Management Personnel.

2. Resolution 2 – Re-election of Director – Mr Leslie Pereira

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

“That, for the purpose of clause 14.2 of the Constitution and for all other purposes, Mr Leslie Pereira, a Director who retires by rotation and being eligible, is re-elected as a Director with immediate effect.”

3. Resolution 3 – Approval of 10% Placement Facility

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

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on terms and conditions in the Explanatory Memorandum.”

4. Resolution 4 – Ratification of Prior Issue of Shares

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of up to 58,333,333 Shares; and issued to MJ Ratta Investments Pty Ltd (or its nominees), under the Company’s Listing Rule 7.1 capacity on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of these Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely MJ Ratta Investments Pty Ltd (or its nominees));
- (b) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolutions 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 resolutions 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 resolutions 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 resolutions; and
 - (ii) the holder votes on the resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5 – Approval to issue Shares to MJ Ratta Investments Pty Ltd

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 250,000,000 Shares to MJ Ratta Investments Pty Ltd (or its nominees), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf:

- (a) of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely MJ Ratta Investments Pty Ltd (or its nominees));
- (b) or an associate of that persons or those persons.

However, this does not apply to a vote case 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 directions given to the proxy or attorney to vote on the Resolution in that way;
- (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.

6. Resolution 6 – Approval to issue Performance Rights to Director – Mr Christopher Daws

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

“That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 20,000,000 Performance Rights to Mr Christopher Daws (or his nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person referred to in Ruel 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme (namely, Mr Christopher Daws (or his nominees));
- (b) 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 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.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 6 Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.

In accordance with section 250BD of the Corporations Act, 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 the Resolution.

Provided the Chair is not a Resolution 6 Excluded Party, 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 this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

7. Resolution 7 – Approval to issue Performance Rights to Director – Mr Leslie Pereira

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

“That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 20,000,000 Performance Rights to Mr Leslie Pereira (or his nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person referred to in Ruel 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme (namely, Mr Leslie Pereira (or his nominees));
- (b) 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 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.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 7 Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party.

In accordance with section 250BD of the Corporations Act, 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 the Resolution.

Provided the Chair is not a Resolution 7 Excluded Party, 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 this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

8. Resolution 8 – Approval to issue Performance Rights to Director – Mr John Kingswood

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

“That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 20,000,000 Performance Rights to Mr John Kingswood (or his nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person referred to in Ruel 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme (namely, Mr John Kingswood (or his nominees));
- (b) 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 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.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 8 Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.

In accordance with section 250BD of the Corporations Act, 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 the Resolution.

Provided the Chair is not a Resolution 8 Excluded Party, 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 this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

9. Resolution 9 – Ratification of Prior issue of Facilitation Options

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of up to 8,000,000 Facilitation Options issued to advisors of MJ Ratta Investments Pty Ltd (or its nominees), under the Company's Listing Rule 7.1 capacity on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of these Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely advisors of MJ Ratta Investments Pty Ltd (or its nominees));
- (b) or an associate of that person or those persons.

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

- (d) 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 resolutions in that way; or

- (e) 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 resolutions as the chair decides; or
- (f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (iii) 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 resolutions; and
 - (iv) the holder votes on the resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

10. Resolution 10 – Ratification of Prior issue of Service Provider Options

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of up to 5,000,000 Service Provider Options issued to Leon Merington (or its nominees), under the Company's Listing Rule 7.1 capacity on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of these Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely Leon Merington (or its nominees));
- (b) or an associate of that person or those persons.

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

- (g) 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 resolutions in that way; or
- (h) 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 resolutions as the chair decides; or
- (i) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (v) 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 resolutions; and
 - (vi) the holder votes on the resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated 14 October 2024

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Leslie Pereira', written in a cursive style.

Leslie Pereira
Non-Executive Chairman
Estrella Resources Limited

For personal use only

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at the Mining Corporate Boardroom, Level 8, 216 St Georges Terrace, Perth WA on Thursday, 28 November 2024 commencing at 8:30 am (WST).

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

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

2. Action to be taken by Shareholders

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

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting, and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

- (d) If proxy holders vote, they must cast all directed proxies as they are directed to; and
- (e) 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:

- (a) 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

- (b) if the proxy has two (2) or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) 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
- (d) 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:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and
- (d) either of the following applies:
- (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;
 - (ii) 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.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If a member of the Company's Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on Resolution 1, Resolution 6, Resolution 7 and Resolution 8, unless you have directed them how to vote.

If you intend to appoint a member of the Company's Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on Resolution 1 Resolution 6, Resolution 7 and Resolution 8, by marking "For", "Against" or "Abstain" for each of those resolutions.

2.3 Submit your Proxy Vote

2.3.1 Online

Vote online at <https://investor.automic.com.au/#/loginsah> and simply follow the instructions on the enclosed proxy form.

2.3.2 By Paper

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways:

| | |
|------------------|--|
| BY MAIL | Automic GPO Box 5193 Sydney NSW 2001 |
| IN PERSON | Automic Level 5, 126 Phillip Street Sydney NSW 2000 |
| BY EMAIL | meetings@automicgroup.com.au |

3. Annual Report

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report which is available online at www.estrellaresources.com.au;
- (b) ask questions or make comment on the management of the Company;
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five (5) Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act also gives Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report will cease to hold office immediately before that further meeting but may stand for re-election.

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

5. Resolution 2 – Re-election of Director – Mr Leslie Pereira

5.1 General

Clause 14.2 of the Company's Constitution requires that 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 for re-election.

Mr Leslie Pereira (**Mr Pereira**), having been last re-elected on 28 November 2022, will retire in accordance with clause 14.2 of the Constitution and being eligible, seeks re-election.

5.2 Background and qualifications

Mr Pereira is a Western Australian based businessman and investor in the resources sector. Mr Pereira has previously held senior management positions overseeing active mining operations in Indonesia. Mr Pereira has been actively involved in capital raisings and promotions of a number of publicly listed companies.

5.3 Independence

If re-elected, the Board (excluding Mr Pereira) considers that Mr Pereira will be an independent Director.

5.4 Board recommendation

The Board (excluding Mr Pereira) recommends that Shareholders vote in favour of Resolution 2. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

6. Resolution 3 – Approval of 10% Placement Facility

6.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements commencing from the date of the Meeting where the Company obtains the approval until the earlier of the following:

- (a) the date that is twelve (12) months after the date of the Meeting at which the approval is obtained;
- (b) the time and date of the Company's next annual general meeting; or
- (c) the time and date of the approval of Shareholders of a transaction under Listing Rule 11.1.2 or 11.2 in respect of the Company,

(10% Placement Facility).

The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company currently has a market capitalisation of \$23,630,167 (based on the number of Shares on issue and the closing price on the ASX on 11 October 2024) and is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer Section 6.2(c) below).

6.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue two classes of quoted Equity Securities, being Shares (ASX: ESR) and Listed Options (ASX: ESROB).

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

Where:

- A** is the number of fully paid ordinary securities on issue at the commencement of the relevant period:
- (A) plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than Exception 9, 16 or 17;
 - (B) plus the number of fully paid ordinary securities issued in relevant period on the conversion of convertible securities within Listing Rule 7.2 Exception 9 where:
 - (1) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (2) the issue of, or agreement to issue, the convertible securities approved, or taken to have been approved, under Listing Rule 7.1 or 7.4;
 - (C) plus the number of fully paid ordinary securities issued in relevant period under an agreement to issue securities within Listing Rule 7.2 Exception 16 where:
 - (1) the agreement was entered into before the commencement of the relevant period; or
 - (2) the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;
 - (D) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4;
 - (E) plus the number of partly paid ordinary securities that became fully paid in the relevant period;
 - (F) less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

(d) **Listing Rule 7.1A and Listing Rule 7.3A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 1,817,705,202 Shares. Assuming Resolution 4, 9 and 10 are passed, the Company will have capacity to issue:

- (i) 272,655,780 Equity Securities under Listing Rule 7.1; and
- (ii) 181,770,520 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) above).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting at which the approval is obtained;
- (ii) the time and date of the entity's next annual general meeting; or
- (iii) the time and date of the approval by shareholders of the eligible entity's ordinary securities of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

6.3 Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) on the Resolution.

6.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

- (b) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- (i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than of the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

| Variable "A" in Listing Rule 7.1A.2 | | Dilution | | |
|---|------------------------|--|------------------------|---|
| | | \$0.0065 50% decrease in Issue Price | \$0.013 Issue Price | \$0.03 100% increase in Issue Price |
| Current Variable "A" 1,817,705,202 Shares | 10% Voting Dilution | 181,770,520 Shares | 181,770,520 Shares | 181,770,520 Shares |
| | Funds raised | \$1,181,508 | \$2,363,017 | \$4,726,034 |
| 50% increase in current Variable "A" 2,726,557,803 Shares | 10% Voting Dilution | 272,655,780 Shares | 272,655,780 Shares | 272,655,780 Shares |
| | Funds raised | \$1,772,263 | \$3,544,525 | \$7,089,050 |
| 100% increase in current Variable "A" 3,635,410,404 Shares | 10% Voting Dilution | 363,541,040 Shares | 363,541,040 Shares | 363,541,040 Shares |
| | Funds raised | \$2,363,017 | \$4,726,034 | \$9,452,067 |

Note

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;

3. 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 at 10%.
 4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on the Shareholder's holding at the date of the Meeting.
 5. The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 7. The issue price is \$0.013, being the closing price of the Shares on ASX on 11 October 2024.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (d) The Company can only issue Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration and general working capital.
- (e) The Company will comply with the disclosure obligations under the Listing Rule 7.1A(4) upon issue of any Equity Securities.
- (f) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not Related Parties or associates of a Related Party of the Company.
- (g) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 28 November 2023. In the 12 months preceding the date of this 2024 Annual General Meeting, the Company has not issued any Equity Securities under Listing Rule 7.1A.
- (h) For the purpose of ASX Listing Rule 14.1A (and in addition to the disclosure in clause 6.4(b) above):
- (i) if Resolution 3 is passed, the Directors will be able to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1; and
 - (ii) if Resolution 3 is not passed, the Directors will not be able to issue the Equity Securities under Listing Rule 7.1A, and will have to either rely on the Company's existing 15% placement capacity under Listing Rule 7.1 (from time to time), or (in the event that the Company's 15% placement capacity is

exhausted) the Company will be required to obtain prior shareholder approval under Listing Rules 7.1 before being able to issue such Equity Securities (which may result in the Company incurring further time and expense).

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. As such, no voting exclusion statement has been included in the Notice.

6.5 Board Recommendation

The Directors of the Company believe Resolution 3 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

7. Resolution 4 – Ratification of Prior Issue of Shares

7.1 Background

On 2 September 2024, the Company announced that it had entered into a subscription agreement with MJ Ratta Investments Pty Ltd, as trustee for the M and J Ratta Trust, (**MJ Investments**) (**Subscription Agreement**).

Pursuant to the Subscription Agreement, the Company agreed to issue MJ Investments (or its nominees) 58,333,333 Shares at an issue price of \$0.006 (**Tranche 1 Subscription Shares**), under its existing Listing Rule 7.1 capacity.

A summary of the material terms of the Subscription Agreement are as follows:

| | |
|---------------------------------------|---|
| Subscriber | MJ Ratta Investments Pty Ltd as trustee for the M and J Ratta Trust |
| Tranche 1 Subscription Amount | \$350,000 |
| Tranche 1 Subscription Price | \$0.006 |
| Tranche 1 Subscription Shares | 58,333,333 Shares |
| Tranche 1 Conditions Precedent | Tranche 1 Completion is subject to and condition upon: (a) the Company obtaining all necessary shareholder and regulatory approvals (if any) to issue the Tranche 1 Subscription Shares; and (b) the Company and the Subscriber entering into a Royalty Deed in respect of the Royalty. |
| Option | Subject to Tranche 1 Completion occurring, the Company grants the Subscriber an option to subscribe for additional Shares under the Tranche 2 Subscription (Option). |
| Option Period | The Option will be exercisable by the Subscriber (or its nominee) at any time from the date of which Tranche 1 Completion occurs until the date which is 90 days after the date on which the Company releases an ASX announcement confirming the |

For personal use only

| | |
|---------------------------------------|---|
| | delivery and outcomes of a feasibility study in relation to the Timor-Leste Project (Option Period). |
| Exercise of Option | The Subscriber (or its nominee) may exercise the Option by providing a written notice to the Company detailing the Tranche 2 Subscription Amount (Exercise Notice). In the event the Subscriber (or its nominee) does not issue an Exercise Notice to the Company before the end of the Option Period, the Option will cease to apply, and the Subscriber (or its nominee) will have no further rights in connection with the Tranche 2 Subscription. |
| Tranche 2 Subscription Amount | The amount the Subscriber wishes to invest under the Tranche 2 Subscription as detailed by the Subscriber in the Exercise Notice, provided that such amount must not exceed \$5,000,000. |
| Tranche 2 Subscription Price | The higher of: (a) \$0.02 per Share; and (b) a 20% discount to the VWAP, over the 10 trading days on which trades in Shares on ASX actually occurred, immediately prior to the date of the Exercise Notice. |
| Tranche 2 Subscription Shares | The number of Shares being equal to the Tranche 2 Subscription Amount divided by the Tranche 2 Subscription Price. |
| Tranche 2 Conditions Precedent | Tranche 2 Completion is subject to and condition upon the Company obtaining all necessary shareholder and regulatory approvals to issue the Tranche 2 Subscription Shares. |
| Royalty | On and from the Tranche 1 Completion Date, the Company grants the Subscriber (or its nominee) a 0.25% gross revenue royalty on the sale of manganese ore extracted and recovered from the Timor-Leste Project (Royalty). The obligation to pay the Royalty continues for 5 years from the commencement of first production. IN the event the Subscriber subscribes for and is issued \$5,000,000 worth of Shares under the Tranche 2 Subscription, the percentage of the Royalty will increase to 0.5% and the term of the Royalty will increase to 7 years from commencement of first production. |
| Security | Under the terms of the Subscription Agreement, the Company grants the Subscriber the right to register as first ranking security over the Spargoville Nickel Mineral Rights until the Company is able to provide the Subscriber with written notice that 20,000 tonnes of Ore have been delivered to a port for sale. In the event that the Company is unable to notify the Subscriber of 20,000 tonnes of Ore being delivered to the port for sale within 18 months of entering the Subscription Agreement, the Company will transfer its interests under the Nickel Rights Agreement and do everything to reasonable effect the transfer of these rights. |

The Subscription Agreement is otherwise on terms and conditions considered standard for agreements of this nature.

7.2 General

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of up to 58,333,333 Tranche 1 Subscription Shares issued to MJ Investments (or its nominees) under the Company's 7.1 Listing Rule capacity

7.3 ASX Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions which are contained in Listing Rule 7.2 (which do not apply in the circumstance of this Resolution), 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.

The Tranche 1 Subscription Shares do not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 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 Rule 7.1. To this end, Resolution 4 seeks Shareholder approval to subsequently approve the issue of the Tranche 1 Subscription Shares under and for the purposes of Listing Rule 7.4.

7.4 Technical Information required by ASX Listing Rule 14.1A

If Resolution 4 is passed, the Tranche 1 Subscription Shares will be excluded in calculating the Company's 15% and 10% limit in Listing Rule 7.1 and 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 4 is not passed, the Tranche 1 Subscription Shares will be included in calculating the Company's 15% and 10% limit in Listing Rule 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

7.5 Technical Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 4:

- (a) the Tranche 1 Subscription Shares were issued to MJ Investments (or its nominees), who is not a related party of the Company;
- (b) a total of 58,333,333 Tranche 1 Subscription Shares were issued pursuant to the Company's Listing Rule 7.1 capacity;
- (c) the Tranche 1 Subscription Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Tranche 1 Subscription Shares were issued on 3 September 2024;

- (e) the Tranche 1 Subscription Shares were issued for a price of \$0.006 per Share;
- (f) the purpose of the issue of the Subscription Shares was to raise \$350,000 (before costs) to advance the Company's interest in Timor-Leste and working capital;
- (g) the Tranche 1 Subscription Shares were issued under the Subscription Agreement, a summary of which is set out in Section 7.1 above;
- (h) a voting exclusion statement is set out in the Notice in respect of Resolution 4.

7.6 Board Recommendation

The Directors of the Company believe Resolution 4 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of these Resolutions.

8. Resolution 5 – Approval to issue Tranche 2 Subscription Shares to MJ Ratta Investments Pty Ltd

8.1 General

A summary of the background and material terms of the Subscription Agreement is included at Section 7.1 above.

Resolution 5 seeks Shareholder approval for the issue of up to 250,000,000 Shares at an issue price of \$0.02 each (**Tranche 2 Subscription Shares**) to MJ Investments (or its nominees), to raise \$5,000,000 pursuant to the Subscription Agreement.

8.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 7.2 above.

The Tranche 2 Subscription Shares do not fit within any of the exceptions set out in ASX Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Tranche 2 Subscription Shares.

8.3 Technical Information required by ASX Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Tranche 2 Subscription Shares to MJ Investments (or its nominees). In addition, the issue of the Tranche 2 Subscription Shares will be excluded in calculating the Company's 15% limit under 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 5 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Subscription Shares and the Company may have to consider an alternative means of raising capital.

8.4 Technical Information required by ASX Listing Rule 7.3

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

- (a) the Tranche 2 Subscription Shares are to be issued to MJ Investments (or its nominee), who is not a related party of the Company;

- (b) the maximum number of Tranche 2 Subscription Shares to be issued is up to 250,000,000 (based on a minimum issue price of \$0.02 each);
- (c) the Tranche 2 Subscription Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Tranche 2 Subscription Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue will occur on the same date;
- (e) the issue price of the Tranche 2 Subscription Shares is the higher of: \$0.02, or a 20% discount to the VWAP, over the 10 trading days on which trades in Shares on ASX actually occurred, immediately prior to the date of the Exercise Notice;
- (f) the Company will receive a total of \$5,000,000 for the issue of the Tranche 2 Subscription Shares. Funds raised from the issue of the Tranche 2 Subscription Shares will be used towards further works at the Timor-Leste Project and working capital of the Company;
- (g) the Tranche 2 Subscription Shares will be issued pursuant to the Subscription Agreement. A summary of the material terms of the Subscription Agreement are set out in Section 7.1 above.
- (h) the Tranche 2 Subscription Shares are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is set out in the Notice.

8.5 Board Recommendation

The Directors believe Resolution 5 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

9. Resolutions 6 to 8 – Approval to issue Performance Rights to Directors (Mr Christopher Daws, Mr Leslie Pereira and Mr John Kingswood)

9.1 General

The Company has agreed, subject to Shareholder approval, to issue a total of 60,000,000 performance rights (**Performance Rights**) to the Directors (or their respective nominees), comprising of the following tranches:

| Tranche | Vesting Milestone | Expiry Date |
|-----------|---|---|
| Tranche 1 | Tranche 1 Performance Rights will vest into fully paid ordinary shares of the Company (1:1 basis) upon the Company being granted a mining license Timor Leste.. | 5:00pm AWST 3 years from date of issue. |
| Tranche 2 | Tranche 2 Performance Rights will vest into fully paid ordinary shares of the Company (1:1 basis) upon the Company | 5:00pm AWST 3 years from |

| | | |
|-----------|---|---|
| | achieving a market capitalisation of \$150 million over a period of 10 trading days. | date of issue. |
| Tranche 3 | Tranche 3 Performance Rights will vest into fully paid ordinary shares of the Company (1:1 basis) upon the Company commencing mining operations at Timor Leste. | 5:00pm AWST 3 years from date of issue. |
| Tranche 4 | Tranche 4 Performance Rights will vest into fully paid ordinary shares of the Company (1:1 basis) upon the Company receiving payment for the first 10,000 tonne of Ore from Timor Leste campaign. | 5:00pm AWST 3 years from date of issue. |

The Performance Rights are proposed to be issued to the Directors (or their respective nominees), as follows:

- (a) 20,000,000 Performance Rights to be issued to Mr Christopher Daws (or his nominees) (Resolution 6), comprising:
 - (i) 5,000,000 Tranche 1 Performance Rights;
 - (ii) 5,000,000 Tranche 2 Performance Rights;
 - (iii) 5,000,000 Tranche 3 Performance Rights; and
 - (iv) 5,000,000 Tranche 4 Performance Rights;
- (b) 20,000,000 Performance Rights to be issued to Mr Leslie Pereira (or his nominees) (Resolution 7), comprising:
 - (i) 5,000,000 Tranche 1 Performance Rights;
 - (ii) 5,000,000 Tranche 2 Performance Rights;
 - (iii) 5,000,000 Tranche 3 Performance Rights; and
 - (iv) 5,000,000 Tranche 4 Performance Rights;
- (c) 20,000,000 Performance Rights to be issued to Mr John Kingswood (or his nominees) (Resolution 8), comprising:
 - (i) 5,000,000 Tranche 1 Performance Rights;
 - (ii) 5,000,000 Tranche 2 Performance Rights;
 - (iii) 5,000,000 Tranche 3 Performance Rights; and
 - (iv) 5,000,000 Tranche 4 Performance Rights,

(together, the **Director Performance Rights**).

The Director Performance Rights are being issued to incentivise and reward the Directors of the Company.

Resolutions 6 to 8 (inclusive) seek Shareholder approval pursuant to section 195(4) and 208 of the Corporations Act and ASX Listing Rule 10.11, for the issue of the Director Performance

Rights to the Directors (or their respective nominees). For the avoidance of doubt, Resolutions 6-8 are not conditional upon one another.

9.2 Section 195(4) of the Corporations Act

Each of the Directors have a material personal interest in the outcome of Resolutions 6 to 8 (as applicable to each Director) by virtue of the fact that Resolutions 6 to 8 are concerned with the issue of the Director Performance Rights to Directors of the Company.

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered. In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions. The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to determine.

9.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party of that public company unless one of a number of exceptions applies.

A “financial benefit” is defined in the Corporations Act in broad terms and includes the issue of securities. For the purpose of the Annual General Meeting, a related party includes a director of the Company.

For the purposes of Chapter 2E of the Corporations Act, the Directors are related parties of the Company by virtue of the fact that they are Directors of the Company.

Section 208 of the Corporations Act provides that 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 manners set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Director Performance Rights constitutes giving a financial benefit and each Director is a related party of the Company by reason of being a Director.

Given that all the Directors have material personal interest in Resolutions 6-8, the Directors are unable to form a quorum to consider whether the giving of the financial benefit falls within an exception set out in Section 210 to 216 of the Corporations Act. Accordingly, Shareholder approval for the issue of the Director Performance Rights is sought in accordance with Chapter 2E of the Corporations Act.

9.4 ASX Listing Rule 10.11

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

- (a) a related party;

- (b) 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) 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) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- (e) 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 of Director Performance Rights falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 6 to 8 (inclusive) seek the required Shareholder approval for the issue of the Director Performance Rights under and for the purposes of Listing Rule 10.11.

9.5 Technical information required by Listing Rule 14.1A

If Resolutions 6 to 8 are passed, the Company will be able to proceed with the issue of the Director Performance Rights to the Directors (or their respective nominees) within one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Performance Rights (because approval is being obtained under Listing Rule 10.11), the issue of the Director Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolutions 6 to 8 are not passed, the Company will not be able to proceed with the issue of the Director Performance Rights and the Company may consider alternative forms of remuneration in lieu of such issue.

9.6 Technical information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 6 to 8:

- (a) the Director Performance Rights will be issued to the following persons, each of whom falls within the category set out in Listing Rule 10.11.1, by virtue of being a Director:
 - (i) Mr Christopher Daws (or his nominees) pursuant to Resolution 6;
 - (ii) Mr Leslie Pereira (or his nominees) pursuant to Resolution 7; and
 - (iii) Mr John Kingswood (or his nominee) pursuant to Resolution 8;
- (b) the maximum number of Director Performance Rights to be issued to the Directors (or their respective nominees) is 60,000,000 Director Performance Rights, as follows:
 - (i) 20,000,000 Performance Rights to Mr Daws (or his nominees) pursuant to Resolution 6 (comprising 5,000,000 Tranche 1 Performance Rights, 5,000,000 Tranche 2 Performance Rights, 5,000,000 Tranche 3 Performance Rights and 5,000,000 Tranche 4 Performance Rights);

- (ii) 20,000,000 Performance Rights to Mr Pereira (and/or his nominee) pursuant to Resolution 7 (comprising 5,000,000 Tranche 1 Performance Rights, 5,000,000 Tranche 2 Performance Rights, 5,000,000 Tranche 3 Performance Rights and 5,000,000 Tranche 4 Performance Rights);
 - (iii) 20,000,000 Performance Rights to Mr Kingswood (or his nominees) pursuant to Resolution 8 (comprising 5,000,000 Tranche 1 Performance Rights, 5,000,000 Tranche 2 Performance Rights, 5,000,000 Tranche 3 Performance Rights and 5,000,000 Tranche 4 Performance Rights);
- (c) the total remuneration package for each of the Directors for the previous financial year and the proposed total remuneration package for the current financial year (on an annualised basis and excluding the value of the Director Performance Rights) are set out below:

| Director | FY 2024 | FY 2025 |
|----------------------------------|-----------|-----------|
| Mr Christopher Daws ¹ | \$415,792 | \$362,138 |
| Mr Leslie Pereira ² | \$55,000 | \$65,333 |
| Mr John Kingswood ³ | \$49,992 | \$50,000 |

Notes:

1. Mr Daws was appointed as Managing Director on 18 November 2020. For FY24, Mr Daws received \$326,313 in director salary/fees, \$35,888 worth of superannuation, \$45,269 worth of long service leave and \$8,322 worth of equity-based payments. For FY25, Mr Daws is entitled to a salary of \$363,769 per annum (inclusive of superannuation). At this time, the Company is unable to anticipate what equity-based payments (if any) Mr Daws may receive for FY25.
 2. Mr Pereira was appointed Non-Executive Director on 1 February 2019. For FY24, Mr Pereira received \$50,000 in director fees, \$5,500 worth of superannuation and \$8,322 worth of equity-based payments. For FY25, Mr Pereira is entitled to director fees of \$65,041 per annum (inclusive of superannuation). At this time, the Company is unable to anticipate what equity-based payments (if any) Mr Pereira may receive for FY25.
 3. Mr Kingswood was appointed Non-Executive Director on 6 January 2017. For FY24, Mr Kingswood received \$49,992 in director fees and \$8,322 worth of equity-based payments. For FY25, Mr Kingswood is entitled to director fees of \$50,000 per annum. At this time, the Company is unable to anticipate what equity-based payments (if any) Mr Kingswood may receive for FY25.
- (d) the terms and conditions of the Director Performance Rights are set out in Schedule 3;
 - (e) the Director Performance Rights will be issued no later than one (1) month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Performance Rights will occur on the same date;
 - (f) the issue price of the Director Performance Rights will be nil. The Company will not receive any other consideration in respect of the issue of the Director Performance Rights;
 - (g) the purpose of the issue of Director Performance Rights is to provide an additional performance linked incentive component in the remuneration package for the Directors to further align their interests with those of Shareholders, to motivate and reward their performance and to provide a cost effective way for the Company to remunerate the Directors, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors;

- (h) the Company has agreed to issue the Director Performance Rights to the Directors (subject to Shareholder approval) for the following reasons:
- (i) to provide cost effective remuneration to the Directors for their ongoing commitment and contribution to the Company in their respective roles as Directors, whilst allowing the Company to maintain cash reserves for acquisitions and operations;
 - (ii) the milestones attaching to the Director Performance Rights will align with interests of the Company with those of Shareholders;
 - (iii) the Director Performance Rights are unquoted, therefore the issue of the Performance Rights has no immediate dilutionary impact on Shareholders; and
 - (iv) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Performance Rights on the terms proposed;
- (i) the number of Director Performance Rights to be issued to each of the Directors has been determined upon a consideration of:
- (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the remuneration of the Directors; and
 - (iii) incentives to attract and ensure continuity of service of the Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves;
- (j) the value of the Performance Rights and the pricing methodology is set out in Schedule 4;
- (k) the Performance Rights proposed to be issued pursuant to Resolutions 6 to 8 are not being issued under an agreement;
- (l) the relevant interests of the Directors in securities of the Company as at the date of this Notice are set out below (excluding the Director Performance Rights each Director would receive if resolutions 6 to 8 were passed):

| Director | Shares | Options | Performance Rights |
|----------------------------------|------------|------------|--------------------|
| Mr Christopher Daws ¹ | 38,762,265 | 11,656,226 | 12,000,000 |
| Mr Leslie Pereira ² | 7,790,769 | 8,049,269 | 12,000,000 |
| Mr John Kingswood ³ | 3,380,000 | 6,000,000 | 12,000,000 |

Notes:

1. Comprising:
 - a. 23,757,265 Shares, 3,000,000 unlisted Options (exercisable at \$0.06 and expiring on 21 January 2025), 5,000,000 unlisted Options (exercisable at \$0.03 and expiring on 1 December 2025), and 12,000,000 Performance Rights subject to vesting conditions (comprising 2,000,000 Class A Performance Rights, 4,000,000 Class B Performance Rights and 6,000,000 Class C Performance Rights), held directly;

- b. 9,305,000 Shares and 3,656,226 listed Options (ASX: ESROB) (exercisable at \$0.018 and expiring on 13 December 2026), held indirectly via Christopher John Daws and Kylie Ann Campbell <The Moongold Super Fund A/C>, an entity associated with Mr Daws; and
- c. 5,700,000 Shares held indirectly via Nimbus Mines Pty Ltd, an entity associated with Mr Daws.
2. Comprising:
- a. 3,075,769 Shares and 307,576 listed Options (ASX: ESROB) (exercisable at \$0.018 and expiring 13 December 2026), held indirectly via Carmine Lion group Pty Ltd, an entity associated with Mr Pereira;
- b. 3,050,000 Shares, 2,000,000 unlisted Options (exercisable at \$0.06 and expiring 21 January 2025), 5,000,000 unlisted Options (exercisable at \$0.03 and expiring 1 December 2025); 305,000 listed Options (ASX: ESROB) (exercisable at \$0.018 and expiring 13 December 2026), and 12,000,000 Performance Rights subject to vesting conditions (comprising 2,000,000 Class A Performance Rights, 4,000,000 Class B Performance Rights and 6,000,000 Class C Performance Rights), held indirectly via Nannook Holdings Pty Ltd, an entity associated with Mr Pereira; and
- c. 1,665,000 Shares and 741,500 listed Options (ASX: ESROB) (exercisable at \$0.018 and expiring 13 December 2026), held indirectly via Nannook Holdings Pty Ltd <Pereira Superannuation A/C>, being an entity associated with Mr Pereira.
3. Comprising:
- a. 1,600,000 Shares and 12,000,000 Performance Rights subject to vesting conditions (comprising 2,000,000 Class A Performance Rights, 4,000,000 Class B Performance Rights and 6,000,000 Class C Performance Rights) held directly; and
- b. 1,780,000 Shares, 2,000,000 unlisted Options (exercisable at \$0.06 and expiring on 21 January 2025) and 5,000,000 unlisted Options (exercisable at \$0.03 and expiring on 1 December 2025), held indirectly via John Timothy Kingswood <Kingswood Family A/C> being an entity associated with Mr Kingswood.
- (m) if all the Director Performance Rights are exercised, a total of 60,000,000 Shares would be issued. This will increase the number of Shares on issue from 1,817,705,202 (being the total number of Shares on issue as at the date of this Notice) to 1,877,705,202 (assuming that no other Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 3.30%;
- (n) the trading history of the Shares on ASX in the twelve (12) months before the date of this Notice is set out below:

| | Price | Date |
|---------|---------|---|
| Highest | \$0.015 | 30 September 2024 |
| Lowest | \$0.003 | 26 February 2024, 8 March 2024, 11 March 2024 |
| Last | \$0.013 | 11 October 2024 |

- (o) a voting exclusion is set out in respect of Resolutions 6 to 8 in the Notice;
- (p) each Director has a material personal interest in the outcome of Resolutions 6 to 8 on the basis that all of the Directors (and/or their nominees) are to be issued Director Performance Rights should Resolutions 6 to 8 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 6 to 8; and
- (q) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 6 to 8.

10. Resolution 9 – Ratification of Prior Issue of Facilitation Options

10.1 General

The Company issued 8,000,000 listed Options (ASX: ESROB) (exercisable at \$0.018 and expiring 13 December 2026) (**Facilitation Options**) to advisors of MJ Ratta Investments Pty Ltd (or its nominee), for the facilitation and introduction of the Subscription Agreement.

Section 7.1 provides further information regarding the Subscription Agreement.

Resolution 9 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of up to 8,000,000 Facilitation Options issued to advisors of MJ Ratta Investments Pty Ltd (or its nominee), under the Company's 7.1 Listing Rule capacity.

10.2 ASX Listing Rules 7.1 and 7.4

A summary of ASX Listing Rules 7.1 and 7.4 is provided at Section 7.3 above.

The Facilitation Options do not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

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 Rule 7.1. To this end, Resolution 9 seeks Shareholder approval to subsequently approve the issue of the Facilitation Options under and for the purposes of Listing Rule 7.4.

10.3 Technical Information required by ASX Listing Rule 14.1A

If Resolution 9 is passed, the Facilitation Options will be excluded in calculating the Company's 15% and 10% limit in Listing Rule 7.1 and 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 9 is not passed, the Facilitation Options will be included in calculating the Company's 15% and 10% limit in Listing Rule 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

10.4 Technical Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 9:

- (a) the Facilitation Options were issued to advisors of MJ Ratta Investments Pty Ltd (or its nominees);
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the advisors of MJ Ratta Investments Pty Ltd:
 - (i) are related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) were issued more than 1% of the issued capital of the Company;

- (c) a total of 8,000,000 Facilitation Options were issued, pursuant to the Company's Listing Rule 7.1 capacity;
- (d) the terms and conditions of the Facilitation Options are set out in Schedule 2;
- (e) the Facilitation Options were issued on 3 September 2024;
- (f) the Facilitation Options were issued for nil consideration and no funds were raised from the issue;
- (g) the purpose of the issue of the Facilitation Shares was as a facilitation/introduction fee;
- (h) the Facilitation Options were not issued under an agreement; and
- (i) a voting exclusion statement is set out in the Notice in respect of Resolution 9.

10.5 Board Recommendation

The Directors of the Company believe Resolution 9 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolution.

11. Resolution 10 – Ratification of Prior Issue of Service Provider Options

11.1 General

The Company issued 5,000,000 listed Options (ASX: ESROB) (exercisable at \$0.018 and expiring 13 December 2026) (**Service Provider Options**) to Leon Merington (or its nominee), for services provided in respect of the Company's Timor Leste Project.

Resolution 10 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of up to 5,000,000 Service Provider Options issued to Leon Merington (or its nominee), under the Company's 7.1 Listing Rule capacity.

11.2 ASX Listing Rules 7.1 and 7.4

A summary of ASX Listing Rules 7.1 and 7.4 is provided at Section 7.3 above.

The Service Provider Options do not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

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 Rule 7.1. To this end, Resolution 10 seeks Shareholder approval to subsequently approve the issue of the Service Provider Options under and for the purposes of Listing Rule 7.4.

11.3 Technical Information required by ASX Listing Rule 14.1A

If Resolution 10 is passed, the Service Provider Options will be excluded in calculating the Company's 15% and 10% limit in Listing Rule 7.1 and 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 10 is not passed, the Service Provider Options will be included in calculating the Company's 15% and 10% limit in Listing Rule 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

11.4 Technical Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 10:

- (a) the Service Provider Options were issued to Leon Merington (or its nominees), who is not a related party of the Company;
- (b) a total of 5,000,000 Service Provider Options were issued, pursuant to the Company's Listing Rule 7.1 capacity;
- (c) the terms and conditions of the Service Provider Options are set out in Schedule 2;
- (d) the Service Provider Options were issued on 4 October 2024;
- (e) the Service Provider Options were issued for nil consideration and no funds were raised from the issue;
- (f) the purpose of the issue of the Facilitation Shares was as a fee for services provided to the Company on its Timor Leste Project;
- (g) the Service Provider Options were not issued under an agreement; and
- (h) a voting exclusion statement is set out in the Notice in respect of Resolution 10.

11.5 Board Recommendation

The Directors of the Company believe Resolution 10 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolution.

SCHEDULE 1 – Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 6.1.

10% Placement Period has the meaning given in Section 6.2(f).

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ending 30 June 2024.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chair means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Estrella Resources Limited (ACN 151 155 207).

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Director Performance Rights has the meaning given in Section 9.1.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities contained in the Annual Report.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Facilitation Options has the meaning given in Section 10.1.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

MJ Investments has the meaning given in Section 7.1.

Notice means this notice of meeting.

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

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

Service Provider Options has the meaning given in Section 11.1.

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

Shareholder means a shareholder of the Company.

Subscription Agreement has the meaning given in Section 7.1.

Timor Leste Project means the Company's project in Timor-Leste comprising of exploration concessions in Timor Leste.

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

Tranche 1 Performance Rights has the meaning given in Section 9.1.

Tranche 1 Subscription Shares has the meaning given in Section 7.1.

Tranche 2 Performance Rights has the meaning given in Section 9.1.

Tranche 2 Subscription Shares has the meaning given in Section 7.1.

Tranche 3 Performance Rights has the meaning given in Section 9.1.

Tranche 4 Performance Rights has the meaning given in Section 9.1.

Two Strikes Rule has the meaning in Section 4.

VWAP means volume weight average price.

WST means Western Standard Time, being the time in Perth, Western Australia.

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

For personal use only

SCHEDULE 2– Terms and conditions of Facilitation Options and Service Provider Options

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.018 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 13 December 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **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.

(f) **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**).

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

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) 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 (g)(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.

(h) **Quotation of Options**

The Company will seek quotation of the Options in accordance with the Listing Rules and Corporations Act, subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules. In the event that quotation of the Options cannot be obtained, the Options will remain unquoted.

(i) **Shares issued on exercise**

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

(j) **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.

(k) **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.

(l) **Change in exercise price**

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.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3 –Terms and Conditions of the Director Performance Rights

1. Definitions

In these terms and conditions, unless the context otherwise requires:

ASX means ASX Limited ACN 008 624 691 or, where the context requires, the financial market operated by it.

Board means the board of directors of the Company.

Business Day means a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth, Australia.

Change of Control Event has the meaning given in condition 14(b).

Company means Estrella Resources Limited (ACN 151 155 207)

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

Expiry Date means 5:00pm (WST) on the date the expiry date is applicable to the relevant class of Performance Right, as set out in the table at Condition 3.

Holder means a holder of a Performance Right.

Listing Rules means the official Listing Rules of the ASX as they apply to the Company from time to time.

Performance Right means the right to acquire a Share on these terms and conditions.

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

Timor Leste means the the Company's project in Timor-Leste comprising of exploration concessions in Timor Leste.

Vesting Condition has the meaning given in condition 3.

2. Performance Rights

Each Performance Right is a right of the Holder (and/or its nominees) to acquire a Share subject to these terms and conditions.

3. Vesting Conditions

Performance Rights will vest on the achievement of the following milestones (**Vesting Conditions**):

| Tranche | Vesting Milestone | Expiry Date |
|-----------|---|--|
| Tranche 1 | Tranche 1 Performance Rights will vest into fully paid ordinary shares of the Company (1:1 basis) upon the Company being granted a mining license in Timor Leste. | 5:00pm AWST 3 years from the date of issue |

For personal use only

| | | |
|-----------|---|--|
| Tranche 2 | Tranche 2 Performance Rights will vest into fully paid ordinary shares of the Company (1:1 basis) upon the Company achieving a market capitalisation of \$150 million over a period of 10 trading days. | 5:00pm AWST 3 years from the date of issue |
| Tranche 3 | Tranche 3 Performance Rights will vest into fully paid ordinary shares of the Company (1:1 basis) upon the Company commencing mining operations in Timor Leste. | 5:00pm AWST 3 years from the date of issue |
| Tranche 4 | Tranche 4 Performance Rights will vest into fully paid ordinary shares of the Company (1:1 basis) upon the Company receiving payment for the first 10,000 tonne of Ore from Timor Leste. | 5:00pm AWST 3 years from the date of issue |

4. Exercise

Upon the Vesting Condition being satisfied for the relevant class of Performance Right, the Holder may exercise a Performance Right by delivering a written notice of exercise (**Notice of Exercise**) to the Company Secretary at any time prior to the Expiry Date. The Holder is not required to pay a fee in order to exercise Performance Rights.

5. Expiry

Any Performance Rights that have not been exercised prior to the Expiry Date will automatically expire on the Expiry Date.

6. Transfer

A Performance Right is not transferable.

7. Entitlements and bonus issues

The holder of a Performance Right will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

8. Reorganisation of capital

In the event that the issued capital of the Company is reconstructed, all the Holder's rights will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation provided that, subject to compliance with the Listing Rules, following such reorganisation the Holder's economic and other rights are not diminished or terminated.

9. Right to receive Notices and attend general meetings

Each Performance Right confers on the Holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to Shareholders. A Holder has the right to attend general meetings of the Company.

10. Voting rights

A Performance Right does not entitle the Holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.

11. Dividend rights

A Performance Right does not entitle the Holder to any dividends.

12. Return of capital rights

The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

13. Rights on winding up

The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.

14. Change in control

- (a) If prior to the earlier of the conversion or the Expiry Date a Change in Control Event occurs, then each Performance Right will automatically and immediately convert into a Share. However, if the number of Shares to be issued as a result of the conversion of the Performance Rights is in excess of 10% of the total fully diluted share capital of the Company at the time of the conversion, then the number of Performance Rights to be converted will be reduced so that the aggregate number of Shares to be issued on conversion of the Performance Rights is equal to 10% of the entire fully diluted share capital of the Company.
- (b) A Change of Control Event occurs when:
 - (i) takeover bid: the occurrence of the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 50.1% of shares and that takeover bid has become unconditional; or
 - (ii) scheme of arrangement: the announcement by the Company that the Shareholders have at a Court-convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Company securities are to be either cancelled transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement.
- (c) The Company must ensure the allocation of shares issued under sub- paragraph (a) is on a pro rata basis to all Holders in respect of their respective holdings of Performance Rights and all remaining Performance Rights held by each Holder will remain on issue until conversion or expiry in accordance with the terms and conditions set out herein.

15. Timing of issue of Shares on exercise

Within 10 Business Days of receiving an Exercise Notice, the Company will:

- (a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights specified in the Notice of Exercise;
- (b) 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
- (c) 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 Performance Rights.

16. Ceasing to be engaged by the Company

If a Performance Right holder ceases to be employed or engaged with the Company, the holder will continue to have legal ownership of all Performance Rights that remain unvested from the date of termination until the date which is 1 month from the date of termination. On the date which is 1 month from termination, unless the Board determines otherwise, any Performance Rights that remain unvested will be forfeited by the holder and cancelled by the Company. For the avoidance of doubt, if any Performance Rights vest during the 1 month period, those performance Rights may be exercised by the holder and converted into shares in accordance with these terms and conditions.

17. Compliance with law

The conversion of the Performance Rights is subject to compliance at all times with the Corporations Act and the Listing Rules.

18. Application to ASX

Performance Rights will not be quoted on ASX. On conversion of Performance Rights into Shares, the Company will within five (5) Business Days after the conversion, apply for official quotation on ASX of the Shares issued upon such conversion.

19. Ranking of Shares

Shares into which the Performance Rights will convert will rank parri passu in all respects with existing Shares.

20. No other rights

A Performance Right does not give a Holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 4 – Value of Director Performance Rights

The Director Performance Rights to be issued to the Directors pursuant to Resolutions 6 to 8 have been valued by Hall Chadwick WA Audit Pty Ltd.

Performance Rights

The Hoadleys Hybrid Model (Monte Carlo Simulation Model) and the assumptions set out below have been used to determine the indicative values of the Director Performance Rights proposed to be issued to the Directors pursuant to Resolutions 6 to 8:

| Assumptions: | |
|--|------------------|
| Valuation date | 14 October 2024 |
| Market price of Shares | \$0.013 |
| Exercise price | N/A |
| Expiry date | 14 October 2027 |
| Risk free interest rate | 3.74% |
| Volatility (discount) | 142% |
| Indicative value per class of Director Performance Right: | |
| Tranche 1: | \$0.013 |
| Tranche 2: | \$0.0078 |
| Tranche 3: | \$0.013 |
| Tranche 4: | \$0.013 |
| Total value of Performance Rights: | \$702,198 |
| Christopher Daws (Resolution 6) | \$234,066 |
| Leslie Pereira (Resolution 7) | \$234,066 |
| John Kingswood (Resolution 8) | \$234,066 |

For personal use only

Your proxy voting instruction must be received by **08.30am (AWST) on Tuesday, 26 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

