



## Annual General Meeting Notice and Proxy Form

28 October 2024

Dear Shareholder,

### ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM

Black Cat Syndicate Limited's (Black Cat or the Company) Annual General Meeting of Shareholders is scheduled to be held at Quest, 54 Kings Park Road, West Perth, Western Australia on Wednesday 27 November 2024 at 3.00pm (AWST) (**Meeting**).

In accordance with the *Corporations Amendments (Meetings and Documents) Act 2022* which came into effect on 1 April 2022, the Company will not be sending physical copies of the Notice of Meeting, and accompanying Explanatory Memorandum, to shareholders who have not previously opted in to receiving electronic copies (unless physical copies are specifically requested). Instead, a copy of the Notice will be available under the "ASX announcements" section of the Company's website at <https://bc8.com.au/investor-centre/#asx-announcements> and the ASX Company's Announcement Platform at [asx.com.au](https://asx.com.au) (ASX:BC8).

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience.

The Directors **strongly encourage all shareholders to lodge a directed proxy form prior to the Meeting and appoint the Chair as their proxy** in accordance with the instructions set out in the proxy form. All voting at the Meeting will be conducted by poll.

You may submit your Proxy Form online at [www.investorvote.com.au](https://www.investorvote.com.au) (**enter Control ID: 184407**). You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

If Shareholders do not attend the Meeting in person, they will be able to participate by:

- a) voting their Shares prior to the Meeting by lodging the enclosed proxy form by no later than 3.00pm (AWST) on Monday 25 November 2024; and
- b) lodging questions in advance of the Meeting by emailing the questions to the Chairman at [admin@bc8.com.au](mailto:admin@bc8.com.au) by no later than Monday 25 November 2024.

Should the arrangements for the Meeting change, the Company will update shareholders by way of announcement on ASX and the details will also be made available on our website at [www.bc8.com.au](https://www.bc8.com.au).

If you have any difficulties obtaining a copy of the Meeting Materials, please contact the Company Secretary on +61 (0) 458 007 713.

Black Cat shareholders who wish to update their details to be able to receive communications and notices electronically can do so by visiting the Company's share registry website at <https://www.investorcentre.com/au>

Sincerely,

**Gareth Solly**  
Managing Director

For personal use only

**BLACK CAT SYNDICATE LIMITED**  
**ACN 620 896 282**  
**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Meeting will be held at:

**TIME:** 3:00pm (WST)  
**DATE:** 27 November 2024  
**PLACE:** The Quest, 54 Kings Park Road, WEST PERTH WA 6005

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

***This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm on Monday, 25 November 2024.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 20 June 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

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#### 3. RESOLUTION 2 – RE-ELECTION OF PAUL CHAPMAN AS A DIRECTOR

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

*"That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Paul Chapman, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

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#### 4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

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

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."*

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#### 5. RESOLUTION 4 – CONFIRMATION OF APPOINTMENT OF AUDITOR

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

*"That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, Grant Thornton Audit Pty Ltd having been nominated by a Shareholder and given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company."*

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#### 6. RESOLUTION 5 – INCREASE IN TOTAL AGGREGATE REMUNERATION FOR NON-EXECUTIVE DIRECTORS

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

*"That, for the purposes of clause 14.8 of the Constitution, Listing Rule 10.17 and for all other purposes, Shareholders approve an increase of the total aggregate amount of fees payable to non-executive Directors from \$350,000 per annum to \$600,000 per annum in accordance with the terms and conditions set out in the Explanatory Statement."*

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**7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,555,554 Shares to Tranche 1 Placement Participants on the terms and conditions set out in the Explanatory Statement.”*

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**8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES IN CONSIDERATION FOR SERVICES PROVIDED BY POWERWEST**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 408,365 Shares to Powerwest on the terms and conditions set out in the Explanatory Statement.”*

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**9. RESOLUTION 8 – ELECTION OF A DIRECTOR – DAVIDE BOSIO**

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

*“That, for the purpose of clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Davide Bosio, a Director who was appointed as an additional Director on 1 October 2024, retires, and being eligible, is elected as a Director.”*

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**10. RESOLUTION 9 – ELECTION OF A DIRECTOR – RICHARD LAUFMANN**

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

*“That, for the purpose of clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Richard Laufmann, a Director who was appointed as an additional Director on 15 October 2024, retires, and being eligible, is elected as a Director.”*

## Voting Prohibition Statements

<b>Resolution 1 - Adoption of Remuneration Report</b>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> <li>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</li> <li>(b) a Closely Related Party of such a member.</li> </ul> <p>However, a person (the <b>voter</b>) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> <li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li> <li>(b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> <li>(i) does not specify the way the proxy is to vote on this Resolution; and</li> <li>(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</li> </ul> </li> </ul>
<b>Resolution 5 - Increase in total aggregate remuneration for Non-Executive Directors</b>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(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.</li> </ul>

## Voting Exclusion Statements

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

<b>Resolution 5 - Increase in total aggregate remuneration for Non-Executive Directors</b>	A Director or an associate of that person or those persons.
<b>Resolution 6 - Ratification of prior issue of Tranche 1 Placement Shares</b>	The Tranche 1 Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 7 - Ratification of prior issue of Shares in consideration for services provided by Powerwest</b>	Powerwest or any other person who participated in the issue or an associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

## Voting in person

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

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automic Group will need to verify your identity. You can register from 2.30pm (WST) on the day of the Meeting.

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 458 007 713.***

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [bc8.com.au](http://bc8.com.au).

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

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

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

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

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

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

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

#### 2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

### 3. RESOLUTION 2 – RE-ELECTION OF PAUL CHAPMAN AS A DIRECTOR

#### 3.1 General

Listing Rule 14.4 and clause 14.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Paul Chapman, having held office without re-election since 25 November 2021 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Paul Chapman is set out below.

<b>Qualifications, experience and other material directorships</b>	<p>Mr Chapman is a chartered accountant with over 30 years' experience in the resources sector gained in Australia and the United States. Mr Chapman has experience across a range of commodity businesses including gold, nickel, uranium, manganese, bauxite/alumina and oil/gas and has held managing director and other senior management roles in public companies. Mr Chapman was a founding shareholder/director of the following ASX listed companies: Reliance Mining; Encounter Resources; Rex Minerals; Paringa Resources; Silver Lake Resources and Black Cat Syndicate.</p> <p>Mr Chapman is currently a director of Western Australia based explorers, including Dreadnought Resources Limited (ASX:DRE), Meeka Metals Limited (ASX:MEK) as Non-Executive Chairman, and Queensland focussed explorer Sunshine Gold Limited (ASX:SHN) as a Non-Executive Director.</p> <p>Mr Chapman retired as Non-Executive Chairman of Encounter Resources Limited (ASX:ENR) effective 24 November 2023.</p>
<b>Term of office</b>	<p>Paul Chapman has served as a Director since 4 August 2017 and was last re-elected on 27 November 2021.</p>
<b>Independence</b>	<p>If re-elected, the Board considers that Paul Chapman will be an independent Director.</p>
<b>Board recommendation</b>	<p>Having received an acknowledgement from Paul Chapman that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Paul Chapman since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Paul Chapman) recommend that Shareholders vote in favour of this Resolution.</p>

#### 3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Paul Chapman will be re-elected to the Board as non-executive Chair.

If this Resolution is not passed, Paul Chapman will not continue in their role as non-executive Chair. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.



## 4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

### 4.1 General

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

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

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). The Company is an Eligible Entity.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

### 4.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

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

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

### 4.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
<b>Period for which the 7.1A Mandate is valid</b>	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
<b>Minimum price</b>	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
<b>Use of funds</b>	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for:

REQUIRED INFORMATION	DETAILS																																							
	<p>(a) advancing the Company's existing operations;</p> <p>(b) business development, promotion and marketing services;</p> <p>(c) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition); and</p> <p>(d) general working capital.</p>																																							
<b>Risk of economic and voting dilution</b>	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue proposed to be issued as at 22 October 2024.</p> <p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2"></th> <th colspan="4" style="background-color: #002060; color: white;">Dilution</th> </tr> <tr> <th colspan="2" rowspan="2" style="background-color: #d9e1f2;">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th> <th rowspan="2" style="background-color: #d9e1f2;">Shares issued – 10% voting dilution</th> <th colspan="3" style="background-color: #d9e1f2;">Issue Price</th> </tr> <tr> <th style="background-color: #d9e1f2;">\$0.325 50% decrease</th> <th style="background-color: #d9e1f2;">\$0.65 Issue Price</th> <th style="background-color: #d9e1f2;">\$0.975 50% increase</th> </tr> <tr> <th colspan="2"></th> <th></th> <th colspan="3" style="background-color: #d9e1f2;">Funds Raised</th> </tr> </thead> <tbody> <tr> <td style="background-color: #d9e1f2;"><b>Current</b></td> <td style="background-color: #d9e1f2;">443,569,677 Shares</td> <td style="background-color: #d9e1f2;">44,356,968 Shares</td> <td style="background-color: #d9e1f2;">\$14,416,015</td> <td style="background-color: #d9e1f2;">\$28,832,029</td> <td style="background-color: #d9e1f2;">\$43,248,044</td> </tr> <tr> <td style="background-color: #d9e1f2;"><b>50% increase</b></td> <td style="background-color: #d9e1f2;">665,354,516 Shares</td> <td style="background-color: #d9e1f2;">66,535,452 Shares</td> <td style="background-color: #d9e1f2;">\$21,624,022</td> <td style="background-color: #d9e1f2;">\$43,248,044</td> <td style="background-color: #d9e1f2;">\$64,872,065</td> </tr> <tr> <td style="background-color: #d9e1f2;"><b>100% increase</b></td> <td style="background-color: #d9e1f2;">887,139,354 Shares</td> <td style="background-color: #d9e1f2;">88,713,935 Shares</td> <td style="background-color: #d9e1f2;">\$28,832,029</td> <td style="background-color: #d9e1f2;">\$57,664,058</td> <td style="background-color: #d9e1f2;">\$86,496,087</td> </tr> </tbody> </table> <p>*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.</p> <p><b>The table above uses the following assumptions:</b></p> <ol style="list-style-type: none"> <li>There are currently 443,569,677 Shares on issue as at the date of this Notice.</li> <li>The issue price set out above is the closing market price of the Shares on the ASX on 22 October 2024 (being \$0.65).</li> <li>The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.</li> <li>The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.</li> <li>The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options,</li> </ol>			Dilution				Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price			\$0.325 50% decrease	\$0.65 Issue Price	\$0.975 50% increase				Funds Raised			<b>Current</b>	443,569,677 Shares	44,356,968 Shares	\$14,416,015	\$28,832,029	\$43,248,044	<b>50% increase</b>	665,354,516 Shares	66,535,452 Shares	\$21,624,022	\$43,248,044	\$64,872,065	<b>100% increase</b>	887,139,354 Shares	88,713,935 Shares	\$28,832,029	\$57,664,058	\$86,496,087
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REQUIRED INFORMATION	DETAILS
	<p>it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.</p> <p>6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.</p> <p>7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</p> <p>8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.</p> <p>9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.</p> <p>Shareholders should note that there is a risk that:</p> <p>(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</p> <p>(b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.</p>
<p><b>Allocation policy under 7.1A Mandate</b></p>	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <p>(a) the purpose of the issue;</p> <p>(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;</p> <p>(c) the effect of the issue of the Equity Securities on the control of the Company;</p> <p>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</p> <p>(e) prevailing market conditions; and</p> <p>(f) advice from corporate, financial and broking advisers (if applicable).</p>
<p><b>Previous approval under Listing Rule 7.1A.2</b></p>	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 30 November 2023 (<b>Previous Approval</b>).</p> <p>During the 12-month period preceding the date of the Meeting, being on and from 30 November 2023, the Company issued 30,762,343 Shares pursuant to the Previous Approval (<b>Previous Issue</b>), which represent approximately 9.29% of the total diluted number of Equity Securities on issue in the Company on 30 November 2023, which was 331,244,071.</p> <p>Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.</p> <p>The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:</p>

REQUIRED INFORMATION	DETAILS										
	<table border="1"> <tr> <td style="background-color: #002060; color: white;"><b>Date of Issue and Appendix 2A</b></td> <td> <b>Date of Issue:</b> 13 June 2024  <b>Date of Appendix 2A:</b> 13 June 2024 </td> </tr> <tr> <td style="background-color: #002060; color: white;"><b>Number and Class of Equity Securities Issued</b></td> <td>30,762,343 Shares<sup>2</sup></td> </tr> <tr> <td style="background-color: #002060; color: white;"><b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b></td> <td>\$0.27 per Share (at a discount 7.5% to Market Price).</td> </tr> <tr> <td style="background-color: #002060; color: white;"><b>Recipients</b></td> <td> Professional and sophisticated investors as part of a placement announced on 4 June 2024. The placement participants were identified through a bookbuild process, which involved Jett Capital Advisors LLC seeking expressions of interest to participate in the placement from non-related parties of the Company.   None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21. </td> </tr> <tr> <td style="background-color: #002060; color: white;"><b>Total Cash Consideration and Use of Funds</b></td> <td> <b>Amount raised:</b> \$8,305,832 (being only the amount raised pursuant to the Shares issued under the Previous Issue)  <b>Amount spent:</b> \$8,305,832  <b>Use of funds:</b> Processing facility refurbishment, commencement of mining at the Paulsen's Gold Project and mining high-grade material stockpile for processing and ongoing working capital.  <b>Amount remaining:</b> \$Nil  <b>Proposed use of remaining funds:</b><sup>3</sup> N/a. </td> </tr> </table>	<b>Date of Issue and Appendix 2A</b>	<b>Date of Issue:</b> 13 June 2024 <b>Date of Appendix 2A:</b> 13 June 2024	<b>Number and Class of Equity Securities Issued</b>	30,762,343 Shares <sup>2</sup>	<b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b>	\$0.27 per Share (at a discount 7.5% to Market Price).	<b>Recipients</b>	Professional and sophisticated investors as part of a placement announced on 4 June 2024. The placement participants were identified through a bookbuild process, which involved Jett Capital Advisors LLC seeking expressions of interest to participate in the placement from non-related parties of the Company.  None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.	<b>Total Cash Consideration and Use of Funds</b>	<b>Amount raised:</b> \$8,305,832 (being only the amount raised pursuant to the Shares issued under the Previous Issue) <b>Amount spent:</b> \$8,305,832 <b>Use of funds:</b> Processing facility refurbishment, commencement of mining at the Paulsen's Gold Project and mining high-grade material stockpile for processing and ongoing working capital. <b>Amount remaining:</b> \$Nil <b>Proposed use of remaining funds:</b> <sup>3</sup> N/a.
	<b>Date of Issue and Appendix 2A</b>	<b>Date of Issue:</b> 13 June 2024 <b>Date of Appendix 2A:</b> 13 June 2024									
	<b>Number and Class of Equity Securities Issued</b>	30,762,343 Shares <sup>2</sup>									
	<b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b>	\$0.27 per Share (at a discount 7.5% to Market Price).									
	<b>Recipients</b>	Professional and sophisticated investors as part of a placement announced on 4 June 2024. The placement participants were identified through a bookbuild process, which involved Jett Capital Advisors LLC seeking expressions of interest to participate in the placement from non-related parties of the Company.  None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.									
<b>Total Cash Consideration and Use of Funds</b>	<b>Amount raised:</b> \$8,305,832 (being only the amount raised pursuant to the Shares issued under the Previous Issue) <b>Amount spent:</b> \$8,305,832 <b>Use of funds:</b> Processing facility refurbishment, commencement of mining at the Paulsen's Gold Project and mining high-grade material stockpile for processing and ongoing working capital. <b>Amount remaining:</b> \$Nil <b>Proposed use of remaining funds:</b> <sup>3</sup> N/a.										
<b>Notes:</b> <ol style="list-style-type: none"> <li>Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.</li> <li>Fully paid ordinary shares in the capital of the Company, ASX Code: BC8 (terms are set out in the Constitution).</li> <li>This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.</li> </ol>											
<b>Voting exclusion statement</b>	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.										

## 5. RESOLUTION 4 – CONFIRMATION OF APPOINTMENT OF AUDITOR

### 5.1 Background

On 10 May 2024, in accordance with section 327C of the Corporations Act 2001, the Company appointed Grant Thornton Audit Pty Ltd (**Grant Thornton**) as auditor of the

Company following ASIC's consent to the resignation of the previous auditor of the Company, Crowe Perth, in accordance with section 329(5) of the Corporations Act.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, Grant Thornton holds office as auditor of the Company until the Company's next annual general meeting, being the meeting the subject of this Notice.

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of Grant Thornton as the auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act 2001, notice in writing nominating Grant Thornton as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice as Annexure A.

Grant Thornton has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

If this Resolution is passed, the appointment of Grant Thornton as the Company's auditor will take effect at the close of this Meeting.

Crowe Perth, the Company's current auditor, has given notice of its intention to resign as auditor of the Company to ASIC in accordance with section 329(5) of the Corporations Act.

## **5.2 Board Recommendation**

The Board recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

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## **6. RESOLUTION 5 – INCREASE IN TOTAL AGGREGATE REMUNERATION FOR NON-EXECUTIVE DIRECTORS**

### **6.1 General**

This Resolution seeks Shareholder approval for the purposes of clause 14.7 of the Constitution and Listing Rule 10.17 to increase the total aggregate amount of fees payable to non-executive Directors from \$350,000 to \$600,000.

Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

Directors' fees include all fees payable by the entity or any of its child entities to a non-executive director for acting as a director of the entity or any of its child entities (including attending and participating in any board committee meetings), superannuation contributions for the benefit of a non-executive director and any fees which a non-executive director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine "special exertion" fees paid in accordance with an entity's constitution, or securities issued to a non-executive director under Listing Rules 10.11 or 10.14 with the approval of the holders of its ordinary securities.

Clauses 14.7 and 14.8 of the Constitution provides that total aggregate remuneration payable to the non-executive Directors will not exceed the sum initially set by the Constitution and subsequently increased by ordinary resolution of Shareholders in a general meeting.

### **6.2 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, the maximum aggregate amount of fees payable to the non-executive Directors will increase by \$250,000 to \$600,000.

If this Resolution is not passed, the maximum aggregate amount of fees payable to non-executive Directors will remain at \$350,000. This may inhibit the ability of the Company to remunerate, attract and retain appropriately skilled non-executive directors.

### 6.3 Technical information required by Listing Rule 10.17

REQUIRED INFORMATION	DETAILS
<b>Maximum aggregate amount of director's fees</b>	<p>This Resolution seeks to increase the maximum aggregate amount of fees payable to the non-executive Directors by an amount of \$250,000 to \$600,000.</p> <p>This amount has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.</p> <p>Whilst it is not envisaged that the maximum amount sought will be utilised immediately, the increase to maximum aggregate amount of fees payable may enable the Company to:</p> <ul style="list-style-type: none"> <li>(a) fairly remunerate both existing and any new non-executive directors joining the Board;</li> <li>(b) remunerate its non-executive Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates; and</li> <li>(c) have the ability to attract and retain non-executive directors whose skills and qualifications are appropriate for a company of the size and nature of the Company.</li> </ul>
<b>Securities issued to non-executive Directors</b>	<p>In the past 3 years, the Company has issued an aggregate of 1,956,397 Shares and 2,377,778 Options to current non-executive Directors pursuant to Listing Rules 10.11.</p> <p>These Securities were issued to the following current non-executive Directors:</p> <ul style="list-style-type: none"> <li>(a) 1,394,359 Shares and 1,222,222 Options were issued to Paul Chapman; and</li> <li>(b) 562,038 Shares and 1,155,556 Options were issued to Les Davis.</li> </ul>
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution
<b>Voting prohibition statement</b>	A voting prohibition statement applies to this Resolution

### 6.4 Board Recommendation

Given the interest of the non-executive Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

## 7. RESOLUTIONS 6 TO 7 – RATIFICATION OF PRIOR ISSUES OF SECURITIES

### 7.1 Background to Resolution 6

On 4 June 2024, the Company announced a two-tranche placement to raise \$36 million at \$0.27 per new Share (**Placement**).

Since announcing the Placement, the Company has issued an aggregate of 133,916,664 Shares under the Placement, comprising:

- (a) 69,316,774 Shares issued under tranche 1 of the Placement on 13 June 2024, which were ratified by Shareholders at the general meeting held on 25 July 2024;

- (b) 59,044,336 Shares issued under tranche 2 of the Placement on 31 July 2024, following receipt of Shareholder approval at the general meeting held on 25 July 2024; and
- (c) 5,555,554 Shares issued under tranche 1 of the Placement on 16 July 2024, which have not yet been ratified or approved by Shareholders.

Resolution 6 seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 5,555,554 Shares to unrelated professional and sophisticated investors under tranche 1 of the Placement (**Tranche 1 Placement Shares**).

## 7.2 Background to Resolution 7

As announced by the Company on 12 August 2024, the Company has issued 408,365 Shares at a deemed issue price of \$0.292 per Share to Powerwest Pty Ltd (**Powerwest**) in consideration for power supply services provided to the Company at the Paulsen's Gold Project.

Powerwest is a leading Australian power provider and operates the power station at the Paulsen's Gold Project. Under the power supply contract in existence between Powerwest and the Company, Powerwest has the ability to elect to receive Shares in consideration for services provided to the Company. In a show of support for the Company, Powerwest elected to receive Shares for services provided from 1 April 2024 to 30 June 2024. These Shares were issued on 12 August 2024.

Resolution 7 seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 408,365 Shares to Powerwest (**Powerwest Shares**).

## 7.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The issues the subject of Resolutions 6 to 7 do not fit within any of the exceptions set out in Listing Rule 7.2 and, as they have not yet been approved by Shareholders, they effectively use 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 date of the issues.

## 7.4 Listing Rule 7.4

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 in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issues.

## 7.5 Technical information required by Listing Rule 14.1A

If Resolutions 6 to 7 are passed, the issues will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issues.

If Resolutions 6 to 7 are not passed, the issues will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issues.

7.6 Technical information required by Listing Rules 7.4 and 7.5 for Resolution 6

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	Professional and sophisticated investors who were identified through a bookbuild process, which involved Jett Capital Advisors LLC seeking expressions of interest to participate in the capital raising from non-related parties of the Company.  The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
<b>Number and class of Securities issued</b>	5,555,554 Shares were issued.
<b>Terms of Securities</b>	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities were issued</b>	16 July 2024.
<b>Price or other consideration the Company received for the Securities</b>	\$0.27 per Share.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue was to raise capital, which the Company intends to apply towards: (a) processing facility refurbishment; (b) commencement of mining at the Paulsen's Gold Project; (c) mining high-grade material to stockpile for processing,  all for processing after mill commissioning expected during December 2024.
<b>Summary of material terms of agreement to issue</b>	The Shares were not issued under any agreement.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

7.7 Technical information required by Listing Rules 7.4 and 7.5 for Resolution 7

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	The Shares were issued to Powerwest.  The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
<b>Number and class of Securities issued</b>	408,365 Shares were issued.
<b>Terms of Securities</b>	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities were issued.</b>	12 August 2024.



REQUIRED INFORMATION	DETAILS
<b>Price or other consideration the Company received for the Securities</b>	The Shares were issued in consideration for power supply services provided to the Company by Powerwest.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The Shares were issued at a deemed issue price of \$0.292 in consideration for power supply services provided to the Company by Powerwest.
<b>Summary of material terms of agreement to issue</b>	The Shares were issued under a service supply agreement on terms considered standard for agreement of this nature.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

## 8. RESOLUTION 8 – ELECTION OF DAVIDE BOSIO AS A DIRECTOR

### 8.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Davide Bosio, having been appointed by other Directors on 1 October 2024 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Davide Bosio is set out below.

<b>Qualifications, experience and other material directorships</b>	<p>Davide is an experienced company director with significant resources and gold sector experience including having served on the board of De Grey Mining Ltd as well as Spectrum Metals Ltd which was ultimately acquired by Ramelius Resources Ltd. In addition, Davide is currently a non-executive director at Yojee Ltd.</p> <p>Most recently, Davide served as the WA State Manager and Director of Corporate Finance at investment and wealth management firm Shaw and Partners (“<b>Shaw</b>”) having overseen the sale of the historic WA broking firm, DJ Carmichael Pty Limited to Shaw in 2019. For over 23 years, Davide has been immersed in the WA finance industry offering corporate services and strategic advice to private and public organisations, specifically in relation to capital management and M&amp;A.</p> <p>Davide (and associates) has been a strong supporter and significant shareholder in Black Cat having worked alongside the Company as lead manager to the listing in 2018.</p>
<b>Term of office</b>	Davide Bosio has served as a Director since 1 October 2024.
<b>Independence</b>	If re-elected, the Board considers that Davide Bosio will be an independent Director.
<b>Other material information</b>	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the

	Board. The Company undertook such checks prior to the appointment of Davide Bosio.
<b>Board recommendation</b>	Having received an acknowledgement from Davide Bosio that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Davide Bosio since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Davide Bosio) recommend that Shareholders vote in favour of this Resolution.

## 8.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Davide Bosio will be elected to the Board as an independent Director.

If this Resolution is not passed, Davide Bosio will not continue in their role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

## 9. RESOLUTION 9 – ELECTION OF RICHARD LAUFMANN AS A DIRECTOR

### 9.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Richard Laufmann, having been appointed by other Directors on 15 October 2024 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Richard Laufmann is set out below.

<b>Qualifications, experience and other material directorships</b>	<p>Richard, a graduate of the WA School of Mines, is a mining engineer with broad experience in the resources sector – specifically in copper, gold and nickel – both corporately and operationally.</p> <p>Richard is currently a founding director and Chief Executive Officer (“<b>CEO</b>”) and Managing Director of Rex Minerals, currently the subject of a shareholder approved ~\$400M takeover by MACH Metals Australia. Richard was instrumental in driving this transaction.</p> <p>Before becoming CEO of Rex Minerals, Richard was CEO of Indophil Resources which had ownership in and management of one of the world's largest undeveloped copper projects (Tampakan). Indophil operated in an extremely challenging commodity price and geo-political environment and was subject to a \$360M takeover by Alsons Group in 2014.</p> <p>Prior to Indophil, Richard was CEO of Ballarat Goldfields. On joining, he recapitalised and led the company, through feasibility, financing, construction and commissioning of the Ballarat Gold Mine. In early 2007, Ballarat was taken over by Lihir Gold. Previously, Richard was the General Manager of Gold for Western Mining Corporation, with some of the largest and most diverse surface and underground operations in the country. Of particular</p>
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	<p>relevance to Black Cat, Richard ran the large St Ives Gold Operation south of Kalgoorlie.</p> <p>Richard is a past Chairman of the State Council of the Minerals Council of Australia (Victorian division) at the time the State Council merged into the national MCA.</p>
<b>Term of office</b>	Richard Laufmann has served as a Director since 15 October 2024.
<b>Independence</b>	If re-elected, the Board considers that Richard Laufmann will be an independent Director.
<b>Other material information</b>	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. The Company undertook such checks prior to the appointment of Richard Laufmann.
<b>Board recommendation</b>	Having received an acknowledgement from Richard Laufmann that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Richard Laufmann since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Richard Laufmann) recommend that Shareholders vote in favour of this Resolution.

## 9.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Richard Laufmann will be elected to the Board as an independent Director.

If this Resolution is not passed, Richard Laufmann will not continue in their role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

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## GLOSSARY

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**\$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 4.1.

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

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

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

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

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Black Cat Syndicate Limited (ACN 620 896 282).

**Constitution** means the Company's constitution.

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

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

**Eligible Entity** means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Grant Thornton** means Grant Thornton Pty Ltd.

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

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

**Material Person** means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

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

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

**Option** means an option to acquire a Share.

**Placement** has the meaning given in Section 7.1.

**Powerwest** means Powerwest Pty Ltd.

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

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2024.

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

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

**Security** means a Share or Option (as applicable).

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

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

**Tranche 1 Placement Participants** means unrelated professional and sophisticated investors who participated in tranche of the Placement.

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

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

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**ANNEXURE A – NOMINATION OF AUDITOR LETTER**

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22 October 2024

Black Cat Syndicate Limited  
Level 4, 507 Murray Street  
Perth WA 6000

I, Gareth Solly, being a member of Black Cat Syndicate Limited (**Company**), nominate Grant Thornton Audit Pty Ltd in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Corporations Act.

Signed and dated:



Gareth Solly  
22 October 2024

For personal use only



**Black Cat Syndicate Limited**  
ABN 63 620 896 282

BC8RM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00pm (AWST) on Monday, 25 November 2024.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### PARTICIPATING IN THE MEETING

#### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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

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

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



IND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Black Cat Syndicate Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Black Cat Syndicate Limited to be held at The Quest, 54 Kings Park Road, West Perth, WA 6005 on Wednesday, 27 November 2024 at 3:00pm (AWST) and at any adjournment or postponement of that meeting.

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

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

## Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Paul Chapman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of 7.1A Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Confirmation of Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Increase in Total Aggregate Remuneration for Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Ratification of prior issue of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Ratification of prior issue of Shares in Consideration for Services Provided by Powerwest	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Election of a Director - Davide Bosio	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Election of a Director - Richard Laufmann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

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



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