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**WINSOME RESOURCES LIMITED**  
**ACN 649 009 889**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 3.00 pm (WST)  
**DATE:** Thursday, 28 November 2024  
**PLACE:** Marshall Room  
Claremont Football Club  
3 Davies Road  
CLAREMONT WA 6010

***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 (WST) on 26 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 30 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 – ELECTION OF DIRECTOR - SIMON IACOPETTA

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 14.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Simon Iacopetta, a Director who was appointed casually on 10 October 2024, retires, and being eligible, is elected as a Director.”*

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#### 4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR - DR QINGTAO ZENG

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 and for all other purposes, Dr Qingtao Zeng, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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#### 5. RESOLUTION 4 – 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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#### 6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS TO KIM NGUYEN

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 200,000 Performance Rights to Kim Nguyen on the terms and conditions set out in the Explanatory Statement.”*

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#### 7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS TO SIMON IACOPETTA

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 975,000 Performance Rights to Simon Iacopetta on 10 October 2024 on the terms and conditions set out in the Explanatory Statement.”*

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**8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS TO BILL OLIVER**

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 100,000 Performance Rights to Bill Oliver on 10 October 2024 on the terms and conditions set out in the Explanatory Statement.”*

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**9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS TO WALTER MADEL**

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 100,000 Performance Rights to Walter Madel on 10 October 2024 on the terms and conditions set out in the Explanatory Statement.”*

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**10. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS TO REGIS NERONI**

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 40,000 Performance Rights to Regis Neroni on 10 October 2024 on the terms and conditions set out in the Explanatory Statement.”*

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**11. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF SHARES TO PEARTREE SECURITIES INC – LISTING RULE 7.1A**

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 all other purposes, Shareholders ratify the issue of 10,325,246 Shares on the terms and conditions set out in the Explanatory Statement.”*

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**12. RESOLUTION 11 – RATIFICATION OF PRIOR ISSUE OF SHARES TO INSTITUTIONAL INVESTORS (LISTING RULE 7.1)**

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 all other purposes, Shareholders ratify the issue of 13,923,896 Shares on the terms and conditions set out in the Explanatory Statement.”*

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**13. RESOLUTION 12 – APPROVAL TO ISSUE INCENTIVE PERFORMANCE RIGHTS TO DIRECTOR - CHRISTOPHER EVANS**

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

*“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 1,700,000 Performance Rights to Christopher Evans (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement.”*

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**14. RESOLUTION 13 – APPROVAL TO ISSUE INCENTIVE PERFORMANCE RIGHTS TO DIRECTOR – DR QINGTAO ZENG**

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

*“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 250,000 Performance Rights to Dr Qingtao Zeng (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement.”*

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15. **RESOLUTION 14 – APPROVAL TO ISSUE INCENTIVE PERFORMANCE RIGHTS TO DIRECTOR - JUSTIN BOYLSON**

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

*“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 250,000 Performance Rights to Justin Boylson (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement.”*

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16. **RESOLUTION 15 – APPROVAL TO ISSUE INCENTIVE PERFORMANCE RIGHTS TO DIRECTOR – STEPHEN BIGGINS**

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

*“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 250,000 Performance Rights to Stephen Biggins (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement.”*

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17. **RESOLUTION 16 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO DIRECTOR – DR QINGTAO ZENG**

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

*“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 500,000 Options to Dr Qingtao Zeng (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement.”*

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18. **RESOLUTION 17 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO DIRECTOR – JUSTIN BOYLSON**

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

*“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 500,000 Options to Justin Boylson (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement.”*

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19. **RESOLUTION 18 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO DIRECTOR – STEPHEN BIGGINS**

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

*“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 500,000 Options to Stephen Biggins (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement.”*

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20. **RESOLUTION 19 – APPROVAL TO ISSUE SHARES – RENARD OPTION**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to an aggregate of 30,000,000 Shares to the Vendors on the terms and conditions set out in the Explanatory Statement.”*

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21. **RESOLUTION 20 – APPROVAL TO INCREASE MAXIMUM SECURITIES UNDER THE COMPANY'S EMPLOYEE SECURITIES INCENTIVE PLAN**

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 7.2 (Exception 13(b)) and for all other purposes, approval is given to increase the maximum number of Securities that may be issued under the Company's Employee Securities Incentive Plan from the present maximum of 15,000,000 Securities to a maximum of 20,000,000 Securities under that plan, on the terms and conditions set out in the Explanatory Statement.”*

## Voting Prohibition Statements

<p><b>Resolution 1– Adoption of Remuneration Report</b></p>	<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>
<p><b>Resolution 12 – approval to issue Incentive Performance Rights to Director - Christopher Evans</b></p>	<p>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 (<b>Resolution 12 Excluded Party</b>). However, the above 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 12 Excluded Party.</p> <p>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 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>Provided the Chair is not a Resolution 12 Excluded Party, 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>
<p><b>Resolution 13 and Resolution 16 - approval to issue Incentive Performance Rights and Incentive Options to Director – Dr Qingtao Zeng</b></p>	<p>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 (<b>Resolution 13 and Resolution 16 Excluded Party</b>). However, the above 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 13 and Resolution 16 Excluded Party.</p> <p>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 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>Provided the Chair is not a Resolution 13 and Resolution 16 Excluded Party, 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>
<p><b>Resolution 14 and Resolution 17- approval to issue Incentive Performance Rights and Incentive Options to Director – Justin Boylson</b></p>	<p>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 (<b>Resolution 14 and Resolution 17 Excluded Party</b>). However, the above 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 14 and Resolution 17 Excluded Party.</p> <p>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 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> </ul>

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	<p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 14 and Resolution 17 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(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.</p>
<b>Resolution 15 and Resolution 18- approval to issue incentive Performance Rights and Incentive Options to Director – Stephen Biggins</b>	<p>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 (<b>Resolution 15 and Resolution 18 Excluded Party</b>). However, the above 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 15 and Resolution 18 Excluded Party.</p> <p>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 this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 15 and Resolution 18 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(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.</p>
<b>Resolution 20 - Approval to increase maximum securities under the Company's Employee Securities Incentive Plan</b>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(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.</p>

### 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 – Ratification of prior issue of Performance Rights to Kim Nguyen</b>	Kim Nguyen or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 6 – Ratification of prior issue of Performance Rights to Simon Iacopetta</b>	Simon Iacopetta 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 Performance Rights to Bill Oliver</b>	Bill Oliver or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 8 - Ratification of prior issue of Performance Rights to Walter Madel</b>	Walter Madel or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 9 - Ratification of prior issue of Performance Rights to Regis Neroni</b>	Regis Neroni or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 10 – Ratification of prior issue of Shares to PearTree Securities Inc. (Listing Rule 7.1A)</b>	PearTree Securities Inc. or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 11 – Ratification of prior issue of Shares to Institutional Investors</b>	Any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 12 – approval to issue incentive Performance Rights to Director - Christopher Evans</b>	Christopher Evans or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
<b>Resolution 13 and Resolution 16 - approval to issue incentive</b>	Dr Qingtao Zeng or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in

<b>Performance Rights and Incentive Options to Director – Dr Qingtao Zeng</b>	question or an associate of that person or those persons.
<b>Resolution 14 and Resolution 17- approval to issue incentive Performance Rights and Incentive Options to Director – Justin Boylson</b>	Justin Boylson or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
<b>Resolution 15 and Resolution 18- approval to issue incentive Performance Rights and Incentive Options to Director – Stephen Biggins</b>	Stephen Biggins or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
<b>Resolution 19 – Approval to issue Shares - Renard Option</b>	Stornoway Diamonds (Canada) Inc. and 11272420 Canada Inc. or any other 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 Company) or an associate of that person (or those persons).
<b>Resolution 20- Approval to increase maximum securities under the Company's Employee Securities Incentive Plan</b>	A person who is eligible to participate in the employee incentive plan 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**

To vote by proxy, please complete and return the Proxy Form 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**

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 will need to verify your identity. You can register from 2:00pm (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 (0)400 556 471.***

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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 [www.winsomeresources.com.au](http://www.winsomeresources.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.

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**3. RESOLUTION 2 – ELECTION OF DIRECTOR SIMON IACOPETTA****3.1 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.

Mr Simon Iacopetta, having been appointed by other Directors on 10 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 Simon Iacopetta is set out below.

<b>Qualifications, experience and other material directorships</b>	<p>Mr Iacopetta has been the Chief Development Officer at the Company since 2023 and was integral in securing the option to acquire the Renard operation.</p> <p>Mr Iacopetta was the Former Core Lithium (ASX:CXO) Chief Financial Officer and has more than 20 years of corporate, commercial and financial management experience in the natural resources sector. Mr Iacopetta holds a B.Com (Corporate Finance and Accounting) and is a member of the Institute of Chartered Accountants in Australia and New Zealand. His expertise and qualifications make him a valuable addition to Winsome's growing executive team. His primary focus is on supporting and enhancing the company's strategic industry and capital markets engagements.</p>
<b>Term of office</b>	Mr Iacopetta has served as a Director since 10 October 2024.
<b>Independence</b>	If re-elected, the Board does not consider that Mr Iacopetta will be an independent Director given his role as Chief Development Officer and as he has received performance-based remuneration (including options and performance rights) from, or participated in an employee incentive scheme of, the Company.
<b>Other material information</b>	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Simon Iacopetta and nothing was revealed which would preclude him from being appointed as Director.
<b>Board recommendation</b>	Having received an acknowledgement from Simon Iacopetta that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Simon Iacopetta since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Simon Iacopetta) recommend that Shareholders vote in favour of this Resolution.

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

If this Resolution is passed, Simon Iacopetta will be elected to the Board as an executive Director.

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If this Resolution is not passed, Simon Iacopetta will not continue in their role as an executive Director.

#### 4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR - DR QINGTAO ZENG

##### 4.1 General

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

Dr Qingtao Zeng, who has held office without re-election since 18 November 2022, and being eligible retires by rotation and seeks re-election.

Further information in relation to Dr Qingtao Zeng is set out below.

<b>Qualifications, experience and other material directorships</b>	<p>Dr Zeng completed a PhD in geology at the University of Western Australia in 2013. He has been engaged as a consulting geologist, principally working with CSA Global based in Perth and has a range of geological and commercial specialities.</p> <p>Since 2015, Dr Zeng has been extensively involved in the lithium exploration and development sector and through his strong network of contacts throughout China has helped clients complete a range of contracts relating to the supply or purchase of lithium products and ores. Dr Zeng is Managing Director of Australasian Metals Ltd and a Non-Executive Director of Oceana Lithium Limited.</p> <p>Dr Zeng has not held any other listed directorships over the past three years.</p>
<b>Term of office</b>	Dr Zeng has served as a Director since 6 April 2021 and was last re-elected on 18 November 2022.
<b>Independence</b>	If re-elected, the Board considers that Dr Zeng will be an independent Director.
<b>Board recommendation</b>	Having received an acknowledgement from Dr Zeng that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Dr Zeng since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Dr Zeng) recommend that Shareholders vote in favour of this Resolution.

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

If this Resolution is passed, Dr Zeng will be re-elected to the Board as an independent Director.

If this Resolution is not passed, Dr Zeng will not continue in their role as non-executive Director.

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

##### 5.1 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.

### 5.2 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.

### 5.3 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: <ul style="list-style-type: none"> <li>(a) the date that is 12 months after the date of this Meeting;</li> <li>(b) the time and date of the Company's next annual general meeting; and</li> <li>(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).</li> </ul>
<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: <ul style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ul>
<b>Use of funds</b>	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for <ul style="list-style-type: none"> <li>(a) exploration and evaluation of the Company's existing lithium projects in the Quebec region in Canada;</li> <li>(b) ongoing targeting and evaluation of new exploration and growth opportunities;</li> <li>(c) general working capital; and</li> <li>(d) administrative expenses.</li> </ul>
<b>Risk of economic and voting dilution</b>	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.  If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A

REQUIRED INFORMATION		DETAILS																																																
		<p>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 or proposed to be issued as at 24 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"> <thead> <tr> <th colspan="2"></th> <th colspan="4">DILUTION</th> </tr> <tr> <th colspan="2" rowspan="2">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th> <th rowspan="2">Shares issued – 10% voting dilution</th> <th colspan="3">Issue Price</th> </tr> <tr> <th>\$0.2575</th> <th>\$0.515</th> <th>\$0.7725</th> </tr> <tr> <th colspan="2"></th> <th></th> <th>50% decrease</th> <th>Issue Price</th> <th>50% increase</th> </tr> <tr> <th colspan="2"></th> <th></th> <th colspan="3">Funds Raised</th> </tr> </thead> <tbody> <tr> <td><b>Current</b></td> <td>251,499,193 Shares</td> <td>25,149,919 Shares</td> <td>\$6,476,104</td> <td>\$12,952,208</td> <td>\$19,428,312</td> </tr> <tr> <td><b>50% increase</b></td> <td>377,248,790 Shares</td> <td>37,724,879 Shares</td> <td>\$9,714,156</td> <td>\$19,428,313</td> <td>\$29,142,469</td> </tr> <tr> <td><b>100% increase</b></td> <td>502,998,386 Shares</td> <td>50,299,838 Shares</td> <td>\$12,952,208</td> <td>\$25,904,417</td> <td>\$38,856,625</td> </tr> </tbody> </table>						DILUTION				Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price			\$0.2575	\$0.515	\$0.7725				50% decrease	Issue Price	50% increase				Funds Raised			<b>Current</b>	251,499,193 Shares	25,149,919 Shares	\$6,476,104	\$12,952,208	\$19,428,312	<b>50% increase</b>	377,248,790 Shares	37,724,879 Shares	\$9,714,156	\$19,428,313	\$29,142,469	<b>100% increase</b>	502,998,386 Shares	50,299,838 Shares	\$12,952,208	\$25,904,417	\$38,856,625
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		<p><b>The table above uses the following assumptions:</b></p> <ol style="list-style-type: none"> <li>There are currently 251,499,193 Shares on issue comprising: <ol style="list-style-type: none"> <li>221,499,193 existing Shares as at the date of this Notice; and</li> <li>30,000,000 Shares which may be issued if Resolution 19 is passed at this Meeting.</li> </ol> </li> <li>The issue price set out above is the closing market price of the Shares on the ASX on 24 October 2024 (being \$0.515) (<b>Issue Price</b>). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.</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, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.</li> <li>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.</li> <li>This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</li> <li>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%.</li> <li>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.</li> </ol>																																																

REQUIRED INFORMATION	DETAILS								
	<p>Shareholders should note that there is a risk that:</p> <ul style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ul>								
<b>Allocation policy under 7.1A Mandate</b>	<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> <ul style="list-style-type: none"> <li>(a) the purpose of the issue;</li> <li>(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;</li> <li>(c) the effect of the issue of the Equity Securities on the control of the Company;</li> <li>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</li> <li>(e) prevailing market conditions; and</li> <li>(f) advice from corporate, financial and broking advisers (if applicable).</li> </ul>								
<b>Previous approval under Listing Rule 7.1A.2</b>	<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 10,325,246 Shares pursuant to the Previous Approval (<b>Previous Issue</b>), which represent approximately 5% of the total diluted number of Equity Securities on issue in the Company on 30 November 2023, which was 209,565,051 Securities.</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> <table border="1" style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td style="background-color: #002060; color: white;"><b>Date of Issue and Appendix 2A</b></td> <td><b>Date of Issue:</b> 21 June 2024 <b>Date of Appendix 2A:</b> 21 June 2024</td> </tr> <tr> <td style="background-color: #002060; color: white;"><b>Number and Class of Equity Securities Issued</b></td> <td>10,325,246 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>CAD\$1.162 (A\$1.275) per Share (32% premium to the last closing price before announcement of A\$0.965 per share on 12 June 2024).</td> </tr> <tr> <td style="background-color: #002060; color: white;"><b>Recipients</b></td> <td>PearTree Securities Inc. as part of a placement announced by the Company on 17 June 2024.</td> </tr> </tbody> </table>	<b>Date of Issue and Appendix 2A</b>	<b>Date of Issue:</b> 21 June 2024 <b>Date of Appendix 2A:</b> 21 June 2024	<b>Number and Class of Equity Securities Issued</b>	10,325,246 Shares <sup>2</sup>	<b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b>	CAD\$1.162 (A\$1.275) per Share (32% premium to the last closing price before announcement of A\$0.965 per share on 12 June 2024).	<b>Recipients</b>	PearTree Securities Inc. as part of a placement announced by the Company on 17 June 2024.
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REQUIRED INFORMATION	DETAILS	
	<b>Total Cash Consideration and Use of Funds</b>	<b>Amount raised:</b> \$13,164,689 <b>Amount spent:</b> \$2,000,000 <b>Use of funds:</b> Exploration activities and ongoing working capital. <b>Amount remaining:</b> \$11,164,689 <b>Proposed use of remaining funds:<sup>3</sup></b> Project development activities, exploration activities and ongoing working capital.
	<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 premium is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date the placement was announced by the Company.</li> <li>Fully paid ordinary shares in the capital of the Company, ASX Code: WR1 (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.	

6. **RESOLUTIONS 5 AND 6 - RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS TO SIMON IACOPETTA AND KIM NGUYEN**

6.1 **General**

These Resolutions seek Shareholder approval to ratify:

- the issue of 200,000 Performance Rights, on 11 June 2024, to Ms Kim Nguyen, Vice President of Projects of the Company, as part of the remuneration for services provided to the Company (**Nguyen Performance Rights**) (Resolution 5); and
- the issue of 975,000 Performance Rights on 10 October 2024 to Mr Simon Iacopetta in reliance on Listing Rule 10.11 (Exception 12) (**Iacopetta Performance Rights**) under the terms of Mr Iacopetta's employment agreement, which is set out below, (Resolution 6).

The material terms of the Mr Iacopetta's employment agreement are as follows:

TERMS OF MR IACOPETTA'S EMPLOYMENT	DETAILS
<b>Position</b>	Executive Director – Development and Finance
<b>Commencement date</b>	10 October 2024
<b>Remuneration</b>	\$380,000 per annum plus superannuation
<b>Equity incentives</b>	In reliance on Listing Rule 10.11 (Exception 12), the Company will issue Mr Iacopetta 975,000 Performance Rights.
<b>Termination and notice</b>	Mr Iacopetta may resign from the office of Director by giving notice in writing.  The Company may terminate Mr Iacopetta in his capacity as Executive by giving 3 months' notice in writing to Mr Iacopetta.



TERMS OF MR IACOPETTA'S EMPLOYMENT	DETAILS
	Mr Iacopetta's appointment may also end by operation of a provision in the Constitution, <i>Corporations Act</i> or the ASX Listing Rules.

### 6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

The issues 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, 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 date of the issue.

### 6.3 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.

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

If these Resolutions are passed, the issues of the Nguyen Performance Rights and Iacopetta Performance Rights 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 issue.

If this Resolution is not passed, the issues of the Nguyen Performance Rights and Iacopetta Performance Rights 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 issue.

### 6.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	<p>The Nguyen Performance Rights were issued to Ms Kim Ngyuen, Vice President of Projects of the Company.</p> <p>The Iacopetta Performance Rights were issued to Mr Simon Iacopetta, Director of the Company.</p> <p>The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.</p>
<b>Number and class of Securities issued</b>	200,000 Nguyen Performance Rights were issued and 975,000 Iacopetta Performance Rights were issued.
<b>Terms of Securities</b>	<p>The Nguyen Performance Rights were issued on the terms and conditions set out in Schedule 1.</p> <p>The Iacopetta Performance Rights were issued on the terms and conditions set out in Schedule 2.</p>
<b>Date(s) on or by which the Securities were issued.</b>	The Nguyen Performance Rights were issued on 11 June 2024 and the Iacopetta Performance Rights were issued on 10 October 2024.

REQUIRED INFORMATION	DETAILS
<b>Price or other consideration the Company received for the Securities</b>	The Securities were issued at a nil issue price as they were issued as part of remuneration for services provided.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	<p>The purpose of the issue of the Nguyen Performance Rights was to provide a non-cash bonus for Ms Nguyen as part of remuneration for services provided in respect of her engagement by the Company whilst reserving the Company's cash balance.</p> <p>The purpose of the issue of the Iacopetta Performance Rights was to provide a non-cash incentive component to Mr Iacopetta's remuneration for services provided, whilst reserving the Company's cash balance.</p>
<b>Summary of material terms of agreement to issue</b>	<p>The Nguyen Performance Rights were not issued under any formal agreement with Ms Nguyen.</p> <p>The Iacopetta Performance Rights were issued under, a summary of the material terms of which is set out in Section 6.1.</p>
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to these Resolution.
<b>Compliance</b>	The issues did not breach Listing Rule 7.1.

## 7. RESOLUTIONS 7 TO 9 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS

### 7.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of the following Performance Rights to consultants of the Company in consideration for consultancy services provided to the Company under their respective consultancy agreement (**Consultancy Agreements**):

CLASS	QUANTUM	RECIPIENT	RESOLUTION	ISSUE DATE
N and O	100,000	Bill Oliver	7	10 October 2024
N and O	100,000	Walter Madel	8	10 October 2024
AA, AB, AC and AD	40,000	Regis Neroni	9	10 October 2024

The material terms of the Consultancy Agreements are set out below:

CONSULTANT	BILL OLIVER
<b>Services</b>	Act in the position of Technical Services Manager.
<b>Commencement Date</b>	1 January 2024.
<b>Fees</b>	<p>Consulting fee of A\$22,500 per month. Additional allowance of 10% of consulting fee to account for statutory superannuation for the nominated person.</p> <p>The Company will issue the Consultant (or its nominee) 100,000 Performance Rights under the Company's Incentive Plan.</p>
<b>Bonus</b>	The consultant will be eligible for a bonus in December each calendar year, equivalent to 20% of the total consulting fee invoiced in the current calendar year. For example, if the consultant

CONSULTANT	BILL OLIVER
	has invoiced A\$270,000 in the calendar year, the consultant will be eligible to invoice A\$54,000.
<b>Expenses</b>	The Consultant will be reimbursed for all expenses which are in the Company's opinion reasonably and properly incurred by the Consultant in the course of this Agreement, subject to provision of receipts or other documentary evidence to the Company's satisfaction.

CONSULTANT	WALTER MADEL
<b>Services</b>	Act in the position of Processing Consultant.
<b>Commencement Date</b>	2 April 2024.
<b>Fees</b>	€123 / hour to a maximum of \$984 / day.
<b>Travel</b>	<p>The Consultant acknowledges that as part of the conditions of its consultancy, the Nominated Person may be required (even at very short notice) to travel to other places both within and outside Europe in the course of the Engagement and the nominated person agrees to undertake this travel on behalf of the Company.</p> <p>The Company covenants to provide the Nominated Person a reasonable level of travel insurance for all travel undertaken by the Nominated Person outside Europe. The Company shall provide for the Nominated Person to fly economy class on all flights with a duration of four (4) hours or less is necessary for the nominated person or the Consultant to conduct business on behalf of the Company.</p> <p>The Company shall provide for the Consultant to fly business class on all international flights where international air travel is necessary for the nominated person or the Consultant to conduct business on behalf of the Company.</p>
<b>Expenses</b>	The Consultant will be reimbursed for all expenses which are in the Company's opinion reasonably and properly incurred by the Consultant in the course of this Agreement, subject to provision of receipts or other documentary evidence to the Company's satisfaction.
<b>Notice period</b>	3 months.

CONSULTANT	REGIS NERONI
<b>Services</b>	Act in the position of Consultant.
<b>Commencement Date</b>	1 November 2023.
<b>End Date</b>	1 November 2024.
<b>Fees</b>	<p>\$13,500 per month + GST.</p> <p>The Company will issue the nominated person (or its nominee) 40,000 Performance Rights under the Incentive Plan.</p>
<b>Travel</b>	The Consultant acknowledges that as part of the conditions of its consultancy, the Nominated Person may be required (even at very short notice) to travel to other places both within and outside Australia in the course of the Engagement and the nominated person agrees to undertake this travel on behalf of the Company.

CONSULTANT	REGIS NERONI
	The Company covenants to provide the Nominated Person a reasonable level of travel insurance for all travel undertaken by the Nominated Person outside Australia. The Company shall provide for the nominated person to fly economy class on all domestic Australian flights. The Company shall provide for the Consultant to fly business class on all international flights where international air travel is necessary for the Consultant to conduct business on behalf of the Company.
<b>Expenses</b>	The Consultant will be reimbursed for all expenses which are in the Company's opinion reasonably and properly incurred by the Consultant in the course of this Agreement, subject to provision of receipts or other documentary evidence to the Company's satisfaction.
<b>Notice period</b>	3 months.

## 7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

The issue does not fit within any of the exceptions set out 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 date of the issue.

## 7.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 6.3 above.

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 issue.

## 7.4 Technical information required by Listing Rule 14.1A

If these Resolutions 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 issue.

If this Resolutions 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 issue.

## 7.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	Bill Oliver (or his nominee), Walter Madel (or his nominee) and Regis Neroni (or his nominee).  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>	100,000 Performance Rights were issued to Bill Oliver. 100,000 Performance Rights were issued to Walter Madel. 40,000 Performance Rights were issued to Regis Neroni.
<b>Terms of Securities</b>	The Performance Rights issued were issued on the terms and conditions set out in Schedule 4.

REQUIRED INFORMATION	DETAILS
<b>Date(s) on or by which the Securities were issued.</b>	10 October 2024.
<b>Price or other consideration the Company received for the Securities</b>	The Performance Rights were issued at a nil issue price, in consideration for services provided by each of Bill Oliver, Walter Madel and Regis Neroni under their respective Consultancy Agreement.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Consultancy Agreements.
<b>Summary of material terms of agreement to issue</b>	The Securities were all issued under the respective consultancy agreement entered into with each of the recipients, the material terms of which are set out in Section 7.1.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to each Resolution.
<b>Compliance</b>	The issues did not breach Listing Rule 7.1.

## 8. RESOLUTION 10 - RATIFICATION OF PRIOR ISSUE OF SHARES TO PEARTREE SECURITIES INC – LISTING RULE 7.1A

### 8.1 Background

On 17 June 2024, the Company announced it executed a Subscription and Renunciation Agreement, pursuant to which PearTree Securities Inc. (**PearTree**) was engaged as an agent for certain investors (**Investors**) and agreed to subscribe for an aggregate of 10,325,246 Shares at an issue price of C\$1.1622 (A\$1.2750) per Share to raise approximately C\$12,000,000 (A\$ 13,164,689) (before costs) (**Placement**).<sup>1</sup>

On 19 June 2024, the Company lodged a Prospectus with ASIC under which 10,325,246 Shares were issued to facilitate the secondary trading of the Shares.

The Shares issued pursuant to the Prospectus qualified as "flow-through shares" as defined in the Income Tax Act (Canada). If the Company and the Investors comply with the rules under the Act, the Investors will be entitled to deduct the amount renounced in computing income for Canadian income tax purposes and receive additional tax credits for expenditures targeting critical minerals. The tax benefits associated with the Shares were available only to the Investors (who are Canadian residents) and not to any other person who acquires the Shares through the on-sale or transfer of those Shares.

Pursuant to a block trade agreement between PearTree and Canaccord Genuity (Australia) Limited (**Canaccord**) and Euroz Hartleys Limited (**Euroz**), Canaccord and Euroz facilitated the secondary sale of the "flow through shares" acquired by PearTree clients to select institutional investors by way of a block trade at A\$0.85 per Share (**Flow Through Share Placement**). The "flow through shares" ceased to be "flow through shares" on completion of the Flow Through Share Placement.

PearTree did not receive any fees or commissions for its services as agent in relation to the Placement. Canaccord and Euroz acted as the Joint Lead Managers and Joint Bookrunner to the Flow Through Share Placement and for their services Canaccord received a fee from the Company on funds raised through the Flow Through Share Placement, being A\$263,294 and Euroz received a fee of \$175,529.

The Shares issued pursuant to the Placement rank equally with the existing Shares on issue.

<sup>1</sup> Using an exchange rate of A\$1 = C\$0.91153, being the same exchange rate used by the Company in its 17 June 2024 announcement with respect to the Placement.

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of the 10,325,246 Shares to PearTree. The Shares were issued on 21 June 2024 pursuant to the Company's capacity under Listing Rule 7.1A.

## 8.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 30 November 2023. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 4 being passed at this Meeting.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, 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 issue.

## 8.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 6.3 above.

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 issue.

## 8.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 10% limit in Listing Rule 7.1A, 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 issue.

### 8.5 Technical information required by Listing Rules 7.4 and 7.5

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 PearTree Securities Inc.
<b>Number and class of Securities issued</b>	10,325,246 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>	21 June 2024.
<b>Price or other consideration the Company received for the Securities</b>	C\$1.1622 (A\$1.2750) per Share <sup>2</sup> . The Company has not and will not receive any other consideration for the issue of the Shares.

<sup>2</sup> Using an exchange rate of A\$1 = C\$0.91153, being the same exchange rate used by the Company in its 17 June 2024 announcement with respect to the Placement.

REQUIRED INFORMATION	DETAILS
<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 for: <ul style="list-style-type: none"> <li>(a) expedited follow-up drilling at priority targets at Adina-Jackpot; prospecting, gravity, stripping and channel sampling and CEE eligible staffing expenses at Adina (totalling approximately A\$10.0 million);</li> <li>(b) expedited follow-up drilling at priority targets at Cancet; prospecting, gravity, stripping and channel sampling and CEE eligible staffing expenses at Cancet (totalling approximately A\$1.5 million);</li> <li>(c) expedited follow-up drilling at priority targets at Tilly; exploration, prospecting, gravity, stripping and channel sampling and CEE eligible staffing expenses at Tilly (totalling approximately A\$1.5 million); and</li> <li>(d) surveys, field work and preliminary drilling campaigns at Winsome's other projects: Sirmac-Clapier (totalling approximately A\$0.2m).</li> </ul>
<b>Summary of material terms of agreement to issue</b>	The Shares were issued pursuant to the Subscription and Renunciation Agreement that the Company executed with PearTree Securities Inc on 17 June 2024, the key terms of which are summarised in Section 8.1 above.
<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.

## 9. RESOLUTION 11 – RATIFICATION OF PRIOR ISSUE OF SHARES TO INSTITUTIONAL INVESTORS (LISTING RULE 7.1)

### 9.1 Background

The Background to the Placement is set out in Section 8.1 above.

On 21 June 2024, the Company issued 13,923,896 Shares at an issue price of \$0.85 per Share to raise \$11,835,311.60 as part of a placement to institutional investors (**Institutional Placement**) pursuant to its placement capacity under Listing Rule 7.1.

Canaccord acted as the Global Coordinator and Joint Lead Manager and Joint Bookrunner alongside Euroz acting as Joint Lead Manager and Joint Bookrunner. Foster Stockbroking Pty Ltd was appointed as the Co-Manager.

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of the 13,923,896 Shares under the Institutional Placement.

### 9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

The issue does not fit within any of the exceptions set out 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 date of the issue.

### 9.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 6.3 above.

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 issue.

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

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

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

#### 9.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	<p>The participants in the Institutional Placement were professional and sophisticated investors who are clients of Canaccord and Euroz. The recipients were identified through a bookbuild process, which involved Canaccord and Euroz seeking expressions of interest to participate in the Institutional Placement.</p> <p>In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:</p> <ul style="list-style-type: none"> <li>(a) 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</li> <li>(b) issued more than 1% of the issued capital of the Company.</li> </ul>
<b>Number and class of Securities issued</b>	13,923,896 Shares were issued under the Institutional Placement.
<b>Terms of Securities</b>	The Shares issued under the Institutional Placement 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.
<b>Date(s) on or by which the Securities were issued</b>	21 June 2024.
<b>Price or other consideration the Company received for the Securities</b>	\$0.85 per Share. The Company has not and will not receive any other consideration for the issue of the Shares under the Institutional Placement.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	<p>The purpose of the issue was to raise capital for:</p> <ul style="list-style-type: none"> <li>(a) exploration programs across Winsome's Quebec lithium project portfolio primarily at the Adina project;</li> <li>(b) work studies, including Adina Lithium Project greenfield and brownfield Preliminary Economic Assessment and Scoping Studies</li> <li>(c) provide funds to pursue corporate opportunities; and</li> </ul>



REQUIRED INFORMATION	DETAILS
	(d) general working capital and costs of the Institutional Placement; and (e) the Shares issued under the Institutional Placement were not issued under an agreement.
<b>Summary of material terms of agreement to issue</b>	The Shares were not issued under an 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.

## 10. RESOLUTIONS 12 TO 15 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO DIRECTORS

### 10.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.14 for the issue of up to an aggregate of 2,450,000 Performance Rights to Christopher Evans, Dr Qingtao Yeng, Justin Boylson and Stephen Biggins, (or their nominee(s)) (the **Directors**) pursuant to the Incentive Plan (**Plan**) on the terms and conditions set out below.

Further details in respect of the Performance Rights proposed to be issued are set out in the table below.

CLASS	QUANTUM	RECIPIENT	RESOLUTION	EXPIRY DATE
AE, AF, AG, AH, AI AND AJ	1,700,000	Christopher Evans (or their nominee)	12	5 years from the date of issue.
AK	250,000	Dr Qingtao Zeng (or their nominee)	13	5 years from the date of issue.
AK	250,000	Justin Boylson (or their nominee)	14	5 years from the date of issue.
AK	250,000	Stephen Biggins (or their nominee)	15	5 years from the date of issue.

### 10.2 Director Recommendation

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

### 10.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires 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:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- 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 constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Securities are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of

the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

#### 10.4 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

The Company notes that as the issue of Securities to related parties under the Plan requires separate approval under Listing Rule 10.14, if approved, the issue of Securities contemplated in these Resolutions will not count towards to the maximum number of Securities that the Company can issue in reliance on Listing Rule 7.2 (Exception 13(b)) (see Section 13.1).

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

If these Resolutions are passed, the Company will be able to proceed with the issue within three years 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 (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolution are not passed, the Company will not be able to proceed with the issue and may need to seek to incentivise the Directors by other means.

#### 10.6 Technical information required by Listing Rule 10.15 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
<b>Name of the persons to whom Securities will be issued</b>	The proposed recipients of the Securities are set out in Section 10.1.
<b>Categorisation under Listing Rule 10.14</b>	Each of the proposed recipients falls within the category set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of being a Director.  Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.
<b>Number of Securities and class to be issued</b>	The maximum number of Performance Rights to be issued (being the nature of the financial benefit proposed to be given) is 2,450,000 Performance Rights which will be allocated as set out in the table included at Section 10.1 above.
<b>Terms of Securities</b>	The Performance Rights will be issued to Christopher Evans on the terms and conditions set out in Schedule 3.  The Performance Rights will be issued to Dr Qingtao Zeng, Justin Boylson and Stephen Biggins on the terms and conditions set out in Schedule 5.
<b>Material terms of the Plan</b>	A summary of the material terms and conditions of the Plan is set out in Schedule 9.

REQUIRED INFORMATION	DETAILS
<b>Material terms of any loan</b>	No loan is being made in connection with the acquisition of the Securities.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Securities will be issued at a nil issue price.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for each Director to motivate and reward their performance as a Director and to provide cost effective remuneration to each Director, enabling 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 each Director.
<b>Consideration of type of Security to be issued</b>	<p>The Company has agreed to issue the Options for the following reasons:</p> <ul style="list-style-type: none"> <li>(a) the issue of Performance Rights has no immediate dilutionary impact on Shareholders;</li> <li>(b) the milestones attaching to the Performance Rights to each Director will align the interests of the recipient with those of Shareholders;</li> <li>(c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit 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 each Director; and</li> <li>(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Performance Rights on the terms proposed.</li> </ul>
<b>Consideration of quantum of Securities to be issued</b>	<p>The number of Securities to be issued has been determined based upon a consideration of:</p> <ul style="list-style-type: none"> <li>(a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;</li> <li>(b) the remuneration of the proposed recipients; and</li> <li>(c) incentives to attract and retain the service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.</li> </ul> <p>The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options upon the terms proposed.</p>
<b>Remuneration package</b>	The total remuneration package for each of the recipients for the previous financial year and the proposed total

REQUIRED INFORMATION	DETAILS																								
	<p>remuneration package for the current financial year are set out below:</p> <table border="1" data-bbox="643 315 1390 618"> <thead> <tr> <th data-bbox="643 315 890 416">Related Party</th> <th data-bbox="890 315 1139 416">Current Financial Year ending 30 June 2025</th> <th data-bbox="1139 315 1390 416">Previous Financial Year ended 30 June 2024</th> </tr> </thead> <tbody> <tr> <td data-bbox="643 416 890 465">Christopher Evans</td> <td data-bbox="890 416 1139 465">1,511,000<sup>1</sup></td> <td data-bbox="1139 416 1390 465">2,619,750<sup>5</sup></td> </tr> <tr> <td data-bbox="643 465 890 515">Dr Qingtao Zeng</td> <td data-bbox="890 465 1139 515">328,900<sup>2</sup></td> <td data-bbox="1139 465 1390 515">905,500<sup>6</sup></td> </tr> <tr> <td data-bbox="643 515 890 564">Justin Boylson</td> <td data-bbox="890 515 1139 564">328,900<sup>3</sup></td> <td data-bbox="1139 515 1390 564">905,500<sup>7</sup></td> </tr> <tr> <td data-bbox="643 564 890 618">Stephen Biggins</td> <td data-bbox="890 564 1139 618">353,900<sup>4</sup></td> <td data-bbox="1139 564 1390 618">843,682<sup>8</sup></td> </tr> </tbody> </table> <p><b>Notes:</b></p> <ol style="list-style-type: none"> <li>Comprising consulting fee of \$499,500, and share-based payments of \$1,011,500 (being the value of the Performance Rights to be issued under Resolution 12).</li> <li>Comprising Directors' fees of \$75,000, and share-based payments of \$253,900 (being the value of the Performance Rights to be issued under Resolution 13 and Options to be issued pursuant to Resolution 16).</li> <li>Comprising Directors' fees of \$75,000, and share-based payments of \$253,900 (being the value of the Performance Rights to be issued under Resolution 14 and Options to be issued pursuant to Resolution 17).</li> <li>Comprising salary of \$90,090, a superannuation payment of \$9,910 and share-based payments of \$253,900 (being the value of the Performance Rights to be issued under Resolution 15 and Options to be issued pursuant to Resolution 18).</li> <li>Comprising consulting fees of \$499,500 and share-based payments of \$2,120,250.</li> <li>Comprising Directors' fees of \$75,000 and share-based payments of \$830,500.</li> <li>Comprising Directors' fees of \$75,000 and share-based payments of \$830,500.</li> <li>Comprising Directors' fees of \$90,090, a superannuation payment of \$9,910 and share based payments of \$743,642.</li> </ol>	Related Party	Current Financial Year ending 30 June 2025	Previous Financial Year ended 30 June 2024	Christopher Evans	1,511,000 <sup>1</sup>	2,619,750 <sup>5</sup>	Dr Qingtao Zeng	328,900 <sup>2</sup>	905,500 <sup>6</sup>	Justin Boylson	328,900 <sup>3</sup>	905,500 <sup>7</sup>	Stephen Biggins	353,900 <sup>4</sup>	843,682 <sup>8</sup>									
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Stephen Biggins	353,900 <sup>4</sup>	843,682 <sup>8</sup>																							
<b>Valuation</b>	<p>The Company values the Performance Rights to be issued to Christopher Evans at \$1,011,500 (being \$0.595 per Performance Right) based on a pricing model that incorporates a Monte Carlo simulation.</p> <p>The Company values the Performance Rights to be issued to the other Directors at \$104,100 each (being \$0.4164 per Performance Right) based on a pricing model that incorporates a Monte Carlo simulation.</p> <p>Further information in respect of the valuation of the Securities and the pricing methodology is set out in Schedule 6.</p>																								
<b>Interest in Securities</b>	<p>The relevant interests of the recipients in Securities as at the date of this Notice and following completion of the issue are set out below:</p> <p><b>As at the date of this Notice</b></p> <table border="1" data-bbox="643 1845 1390 2107"> <thead> <tr> <th data-bbox="643 1845 778 1917">Related Party</th> <th data-bbox="778 1845 903 1917">Shares<sup>1</sup></th> <th data-bbox="903 1845 1023 1917">Options</th> <th data-bbox="1023 1845 1166 1917">Performance Rights</th> <th data-bbox="1166 1845 1286 1917">Undiluted</th> <th data-bbox="1286 1845 1390 1917">Fully Diluted</th> </tr> </thead> <tbody> <tr> <td data-bbox="643 1917 778 1980">Christopher Evans</td> <td data-bbox="778 1917 903 1980">5,823,333</td> <td data-bbox="903 1917 1023 1980">2,000,000<sup>2</sup></td> <td data-bbox="1023 1917 1166 1980">1,000,000<sup>3</sup></td> <td data-bbox="1166 1917 1286 1980">0.8%</td> <td data-bbox="1286 1917 1390 1980">0.8%</td> </tr> <tr> <td data-bbox="643 1980 778 2042">Dr Qingtao Zeng</td> <td data-bbox="778 1980 903 2042">3,753,506<sup>4</sup></td> <td data-bbox="903 1980 1023 2042">2,500,000<sup>5</sup></td> <td data-bbox="1023 1980 1166 2042">350,000<sup>6</sup></td> <td data-bbox="1166 1980 1286 2042">0.5%</td> <td data-bbox="1286 1980 1390 2042">0.6%</td> </tr> <tr> <td data-bbox="643 2042 778 2107">Justin Boylson</td> <td data-bbox="778 2042 903 2107">2,120,000<sup>7</sup></td> <td data-bbox="903 2042 1023 2107">2,500,000<sup>5</sup></td> <td data-bbox="1023 2042 1166 2107">350,000<sup>6</sup></td> <td data-bbox="1166 2042 1286 2107">0.3%</td> <td data-bbox="1286 2042 1390 2107">0.4%</td> </tr> </tbody> </table>	Related Party	Shares <sup>1</sup>	Options	Performance Rights	Undiluted	Fully Diluted	Christopher Evans	5,823,333	2,000,000 <sup>2</sup>	1,000,000 <sup>3</sup>	0.8%	0.8%	Dr Qingtao Zeng	3,753,506 <sup>4</sup>	2,500,000 <sup>5</sup>	350,000 <sup>6</sup>	0.5%	0.6%	Justin Boylson	2,120,000 <sup>7</sup>	2,500,000 <sup>5</sup>	350,000 <sup>6</sup>	0.3%	0.4%
Related Party	Shares <sup>1</sup>	Options	Performance Rights	Undiluted	Fully Diluted																				
Christopher Evans	5,823,333	2,000,000 <sup>2</sup>	1,000,000 <sup>3</sup>	0.8%	0.8%																				
Dr Qingtao Zeng	3,753,506 <sup>4</sup>	2,500,000 <sup>5</sup>	350,000 <sup>6</sup>	0.5%	0.6%																				
Justin Boylson	2,120,000 <sup>7</sup>	2,500,000 <sup>5</sup>	350,000 <sup>6</sup>	0.3%	0.4%																				

REQUIRED INFORMATION	DETAILS					
	Stephen Biggins	2,500,000	2,500,000 <sup>8</sup>	Nil	0.3%	0.4%
	<b>Post issue of Options and Performance Rights</b>					
	Related Party	Shares <sup>1</sup>	Options	Performance Rights		
	Christopher Evans	5,823,333	2,000,000 <sup>2</sup>	2,700,000		
	Dr Qingtao Zeng	3,753,506 <sup>4</sup>	3,000,000 <sup>9</sup>	600,000		
Justin Boylson	2,120,000 <sup>7</sup>	3,000,000 <sup>9</sup>	600,000			
Stephen Biggins	2,500,000	3,000,000 <sup>9</sup>	250,000			
<b>Notes:</b>						
1 Fully paid ordinary shares in the capital of the Company (ASX: WR1).						
2 Comprising 2,000,000 unlisted Options exercisable at \$0.53 per Option expiring on 25 November 2025 and 1,000,000 unlisted Options exercisable at \$2.50 per Option on or before 1 December 2026.						
3 Comprising 750,000 Class E Performance Eights and 250,000 Class N Performance Rights.						
4 Comprising 253,500 Shares held directly, 2,140,006 Shares held indirectly by Geosmart Consulting Pty Ltd of which Dr Zeng is a director and shareholder and 1,360,000 Shares held indirectly by Woodsouth Asset Management Pty Ltd <Woodsouth Trust A/C> of which Dr Zeng's wife is the sole director and shareholder.						
5 Comprising 500,000 unlisted Options exercisable at \$2.50 per Option on or before 1 December 2026 and 2,000,000 unlisted Options exercisable at \$0.53 per Option expiring on 25 November 2025.						
6 Class E Performance Rights.						
7 Comprising 890,000 Shares held indirectly by Enfilade Defilade Pty Ltd of which Mr Boylson is a director and shareholder, 700,000 Shares held indirectly by Rocondo Pty Ltd of which Mr Boylson is a shareholder, 100,000 Shares held by JSAP Pty Ltd <JSAP Superannuation A/C> of which Mr Boylson is a beneficiary, and 430,000 Share held indirectly by Mutual Support Pty Ltd of which Mr Boylson is a director and shareholder.						
8 Comprising of 1,000,000 unlisted Options exercisable at \$1.30 per Option on or before 21 April 2026, 1,000,000 unlisted Options exercisable at \$2.00 per Option on or before 21 April 2026 and 500,000 unlisted Options exercisable at \$2.50 per Option on or before 1 December 2026.						
9 Refer to Resolutions 16 to 18.						
<b>Dilution</b>	If the milestones attaching to the Performance Rights issued under these Resolutions are met and the Performance Rights are converted, a total of 2,450,000 Shares would be issued. This will increase the number of Shares on issue from 221,499,193 (being the total number of Shares on issue as at the date of this Notice) to 225,449,193 Shares (including the issue of the 1,500,000 Options the subject of Resolution 16 to 18) assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.75%, comprising 0.75% by Christopher Evans, 0.33% by Dr Qingtao Zeng, 0.33% by Justin Boylson and 0.33% by Stephen Biggins.					
<b>Trading history</b>	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:					

REQUIRED INFORMATION	DETAILS		
		Price	Date
	Highest	\$1.49	11 April 2024
	Lowest	\$0.43	10 September 2024
	Last	\$0.515	24 October 2024
<b>Securities previously issued to the recipients under the Plan</b>	<p>The Company has issued the following Securities under the Plan:</p> <p>(a) 3,000,000 Options have previously been issued to Christopher Evans for nil cash consideration under the Plan.</p> <p>(b) 2,500,000 Options have previously been issued to Justin Boylson for nil cash consideration under the Plan.</p> <p>(c) 2,500,000 Options have previously been issued to Dr Qingtao Zeng for nil cash consideration under the Plan.</p> <p>(d) 2,500,000 Options have previously been issued to Stephen Biggins for nil cash consideration under the Plan. 6,550,000 Performance Rights have previously been issued to Christopher Evans for nil cash consideration under the Plan.</p> <p>(e) 2,230,000 Performance Rights have previously been issued to Justin Boylson for nil cash consideration under the Plan.</p> <p>(f) 2,860,000 Performance Rights have previously been issued to Dr Qingtao Zeng for nil cash consideration under the Plan.</p> <p>(g) 2,500,000 Performance Rights have previously been issued to Stephen Biggins for nil cash consideration under the Plan.</p>		
<b>Additional Information</b>	<p>Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.</p>		
<b>Other information</b>	<p>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 these Resolutions.</p>		
<b>Voting exclusion statements</b>	<p>Voting exclusion statements apply to these Resolutions.</p>		
<b>Voting prohibition statements</b>	<p>Voting prohibition statements apply to these Resolutions.</p>		

## 11. RESOLUTIONS 16 TO 18 – ISSUE OF INCENTIVE OPTIONS TO DIRECTORS

### 11.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.14 for the issue of an aggregate of 1,500,000 Options to Dr Qingtao Zeng, Justin Boylson and Stephen Biggins (or their nominee(s)) pursuant to the Plan on the terms and conditions set out below.

Further details in respect of the Options proposed to be issued are set out in the table below.

QUANTUM	RECIPIENT	RESOLUTION	EXERCISE PRICE	EXPIRY DATE
500,000	Dr Qingtao Zeng (or their nominee)	16	\$1.00 per Option	The date that is 3 years from the date of issue.
500,000	Justin Boylson (or their nominee)	17	\$1.00 per Option	The date that is 3 years from the date of issue.
500,000	Stephen Biggins (or their nominee)	18	\$1.00 per Option	The date that is 3 years from the date of issue.

Each Director (other than Christopher Evans) has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Securities should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

#### 11.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 10.3 above.

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Securities are proposed to be issued to all of the Directors other than Christopher Evans, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

#### 11.3 Listing Rule 10.14

A summary of Listing Rule 10.14 is set out in Section 10.5 above.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

The Company notes that as the issue of Securities to related parties under the Plan requires separate approval under Listing Rule 10.14, if approved, the issue of Securities contemplated in these Resolutions will not count towards to the maximum number of Securities that the Company can issue in reliance on Listing Rule 7.2 (Exception 13(b)) (see Section 13.1).

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

If these Resolutions are passed, the Company will be able to proceed with the issue within three years 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 (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and may need to seek to incentivise the Directors by other means.

**11.5 Technical information required by Listing Rule 10.15 and section 219 of the Corporations Act**

<b>REQUIRED INFORMATION</b>	<b>DETAILS</b>
<b>Name of the persons to whom Securities will be issued</b>	The proposed recipients of the Securities are set out in Section 11.1.
<b>Categorisation under Listing Rule 10.14</b>	Each of the proposed recipients falls within the category set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of being a Director.  Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.
<b>Number of Securities and class to be issued</b>	The maximum aggregate number of Options to be issued (being the nature of the financial benefit proposed to be given) is 1,500,000 which will be allocated as set out in the table included at Section 11.1 above.
<b>Terms of Securities</b>	The Options will be issued on the terms and conditions set out in Schedule 7.
<b>Material terms of the Plan</b>	A summary of the material terms and conditions of the Plan is set out in Schedule 9.
<b>Material terms of any loan</b>	No loan is being made in connection with the acquisition of the Securities.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Securities will be issued at a nil issue price.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the Directors set out in Section 11.1 to motivate and reward their performance as a Director and to provide cost effective remuneration to the Directors, enabling 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.
<b>Consideration of type of Security to be issued</b>	The Company has agreed to issue the Options for the following reasons:  (a) the issue of Options has no immediate dilutionary impact on Shareholders;  (b) the issue will align the interests of the recipient with those of Shareholders;  (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would

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REQUIRED INFORMATION	DETAILS
	<p>if alternative cash forms of remuneration were given to the Directors;</p> <p>(d) the deferred taxation benefit which is available to the recipient in respect of an issue of Options is also beneficial to the Company as it means the recipient is not required to immediately sell the Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and</p> <p>(e) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options on the terms proposed.</p>
<p><b>Consideration of quantum of Securities to be issued</b></p>	<p>The number of Securities to be issued has been determined based upon a consideration of:</p> <p>(a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;</p> <p>(b) the remuneration of the proposed recipients; and</p> <p>(c) incentives to attract and retain the service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.</p> <p>The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options upon the terms proposed.</p>
<p><b>Remuneration package</b></p>	<p>Refer to Section 10.6 above.</p>
<p><b>Valuation</b></p>	<p>The Company values the Options at \$449,400 (being \$0.22996 per Option) based on the Black-Scholes methodology. Further information in respect of the valuation of the Securities and the pricing methodology is set out in Schedule 8.</p>
<p><b>Interest in Securities</b></p>	<p>Refer to Section 10.6 above.</p>
<p><b>Dilution</b></p>	<p>Refer to Section 10.6 above.</p>
<p><b>Market price</b></p>	<p>The market price for Shares during the term of the Options would normally determine whether or not the Options are exercised. If, at any time any of the Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company.</p>
<p><b>Trading history</b></p>	<p>Refer to Section 10.6 above.</p>
<p><b>Securities previously issued to the recipient/(s) under the Plan</b></p>	<p>Refer to Section 10.6 above.</p>
<p><b>Additional Information</b></p>	<p>Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a</p>

REQUIRED INFORMATION	DETAILS
	statement that approval for the issue was obtained under Listing Rule 10.14.  Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
<b>Other information</b>	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 these Resolutions.
<b>Voting exclusion statements</b>	Voting exclusion statements apply to these Resolutions.
<b>Voting prohibition statements</b>	Voting prohibition statements apply to these Resolutions.

## 12. RESOLUTION 19 – APPROVAL TO ISSUE SHARES – RENARD OPTION

### 12.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of an aggregate of up to 30,000,000 Shares<sup>3</sup> in consideration for the exclusive option to acquire the Renard Project (**Option Agreement**). The Shares are being issued under an agreement with Stornoway Diamonds (Canada) Inc. and 11272420 Canada Inc. (together, the **Vendors**).

Further information in relation to the acquisition of the Renard Project and the Option Agreement are set out in the Company's announcements dated 3 April 2024 and 1 August 2024. The material terms of the Option Agreement are set out in the following table.

TERM	DESCRIPTION
Option	The option under the Option Agreement entitles the Company to acquire, at its election, the assets comprising Renard or all of the issued capital in Stornoway Diamonds (Canada) Inc..
Option price	C\$4 million in cash
Option period	Until 31 December 2024 (as extended at a cost of C\$2 million in cash)
Obligations	The Company will use the Option Period to assess the potential technical, economic, environmental, and social feasibility of repurposing Renard, as well as identify the optimal transaction structure and negotiate definitive transaction documents to give effect to the acquisition.

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

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

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

<sup>3</sup> Calculated on the basis that C\$15,000,000 @ C\$0.91 = ~A\$16,500,000 @ A\$0.57 = 30,000,000 Shares. The six-month average Canadian/Australian exchange rate and the average closing price for the last 74 days of the Company's Shares trading on the ASX = A\$0.57.

If this Resolution is not passed, the Company will not be able to proceed with the issue. As a consequence, the Company will need to rely on its capacity under Listing Rule 7.1 and Listing Rule 7.1A to make the issue. This will restrict the number of shares available for issue to fund project development, exploration activity and working capital.

### 12.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	The Vendors.
<b>Number of Securities and class to be issued</b>	30,000,000 Shares will be issued.
<b>Terms of Securities</b>	The Shares 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.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Securities will be issued at a nil issue price, in consideration for the Company's exclusive option to acquire the Renard Project.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Option Agreement.
<b>Summary of material terms of agreement to issue</b>	The Securities are being issued under the Option Agreement, a summary of the material terms of which is set out in Section 12.1 above.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 13. RESOLUTION 20 – APPROVAL TO INCREASE MAXIMUM SECURITIES UNDER THE COMPANY'S EMPLOYEE SECURITIES INCENTIVE PLAN

### 13.1 General

Resolution 20 seeks Shareholder approval to increase the maximum number of securities proposed to be issued under the existing Employee Securities Incentive Plan (**Incentive Plan**) from the existing maximum of 15,000,000 Securities to a maximum of 20,000,000 Securities, and for the issue of securities under the Incentive Plan in accordance with Listing Rule 7.2 (Exception 13(b)).

The objective of the Incentive Plan is to attract, motivate and retain key employees and the Company considers the future issue of securities under the Incentive Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

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

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

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

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

If Resolution 20 is passed, the Company will be able to issue an increased number of Securities under the Incentive Plan to eligible participants over a period of 3 years from the date of the Meeting. The issue of any Securities to eligible participants under the Incentive Plan (up to the proposed maximum number of Securities stated in below) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 20 is not passed, the Company will not be able to issue an increased number of Securities under the Incentive Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of those securities.

### 13.3 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
<b>Terms of the Incentive Plan</b>	A summary of the material terms and conditions of the Incentive Plan is set out in Schedule 9.
<b>Number of Securities previously issued under the Incentive Plan</b>	As at the date of this Notice, the Company has issued 14,970,000 Securities under the Incentive Plan since the Company's listing on the ASX.
<b>Maximum number of Securities proposed to be issued under the Incentive Plan</b>	The maximum number of Securities proposed to be issued under the Incentive Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 20,000,000 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.  The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Incentive Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.
<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.

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## GLOSSARY

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**\$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 5.1.

**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 Winsome Resources Limited (ACN 649 009 889).

**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.

**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.

**Performance Right** means a right to acquire a Share subject to satisfaction of performance milestones.

**Plan** means the Company's incentive securities plan adopted at the time of its listing on the ASX.

**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, Option, Performance Right or Performance Share (as applicable).

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

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

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

**Vendors** means Stornoway Diamonds (Canada) Inc. and 11272420 Canada Inc.

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

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## SCHEDULE 1 – TERMS AND CONDITIONS OF NGYUEN PERFORMANCE RIGHTS

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The following is a summary of the key terms and conditions of the Ngyuen Performance Rights:

(a) **Milestones**

The Performance Rights will vest upon satisfaction of the following milestones:

TRANCHE	MILESTONE	EXPIRY DATE
<b>Existing class of performance rights</b>		
<b>Class G2 (100,000)</b>	Each Class G2 Performance Right will vest and convert (at the election of the holder) into fully paid ordinary shares in the capital of the Company (Shares) on the Company announcing a verified positive Prefeasibility Study for any Project by an Independent Technical Consultant.	13 June 2028
<b>Class Y (100,000)</b>	Each Class Y Performance Right will vest and convert (at the election of the holder) into fully paid ordinary shares in the capital of the Company (Shares) on the Company announcing that it has successfully completed a Definitive Feasibility Study at any one of the Company's Projects as verified by an Independent Technical Consultant.	27 November 2028

(b) **Notification to holder**

The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

(c) **Conversion**

Subject to paragraph (o), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.

(d) **Expiry Date**

Each Performance Right shall otherwise expire on or before the date that is set out in section (a) above (**Expiry Date**). If the relevant Milestone attached to the Performance Right has been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.

(e) **Consideration**

The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.

(f) **Share ranking**

All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other existing Shares.

(g) **Application to ASX**

The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

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

Within 5 business days after the date that the Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;

- (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 conversion of the Performance Rights.

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

(i) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(j) **Participation in new issues**

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.

(k) **Reorganisation of capital**

If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

(l) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) no changes will be made to the Performance Rights.

(m) **Dividend and voting rights**

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(n) **Change in control**

Subject to paragraph (o), upon:

- (i) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
  - (A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
  - (B) having been declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (iii) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.



(o) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of a Performance Right under paragraphs (c) or (n) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001 (Cth)* (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and
- (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (o)(i) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

(p) **No rights to return of capital**

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(q) **Rights on winding up**

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(r) **ASX Listing Rule compliance**

The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.

(s) **No other rights**

A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

## SCHEDULE 2 – TERMS AND CONDITIONS OF IACOPETTA PERFORMANCE RIGHTS

The following is a summary of the key terms and conditions of the Iacopetta Performance Rights:

(a) **Milestones**

The Performance Rights will vest upon satisfaction of the following milestones (together, the **Milestones** and each being a **Milestone**):

CLASS	NUMBER OF PERFORMANCE RIGHTS	MILESTONES
<b>Class N</b>	200,000	The Class N Performance Rights will vest and convert (at the election of the holder) into Shares on the Company announcing it has successfully signed a binding agreement with a strategic partner on or prior to 31 December 2025 to secure financing of at least \$50,000,000 with respect to: (a) an equity or debt financing; (b) an offtake agreement; or (c) a share or asset acquisition.
<b>Class P</b>	100,000	The Class P Performance Rights will vest and convert (at the election of the holder) into one Share upon announcement by the Company of a JORC Mineral Resource, with a minimum of 100 million tonnes containing a Lithium Oxide (Li <sub>2</sub> O) grade of greater than 1.0% as defined in the JORC Code 2012 Edition (JORC Code) at any one of the Company's Projects as verified by an Independent Technical Consultant
<b>Class Y</b>	275,000	The Class Y Performance Rights will vest and convert (at the election of the holder) into Shares on the Company announcing it has successfully completed a Definitive Feasibility Study at any one of the Company's Projects as verified by an Independent Technical Consultant.
<b>Class Z</b>	250,000	The Class Z Performance Rights will vest and convert (at the election of the holder) into one Share upon the achievement of a volume weighted average price of at least \$2.00 per Share over 20 consecutive trading days on which trades were recorded.
<b>Class E2</b>	100,000	The Class E2 Performance Rights convert to shares upon Company's successful attainment of at least \$50M financing through debt, equity, asset sale, or strategic participation.
<b>Class H2</b>	50,000	The Class H2 Performance Rights convert to shares when the 20-day volume weighted average price of ASX-traded Shares reaches or exceeds \$2.50 per Share (consecutively).

(b) **Notification to holder**

The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

(c) **Conversion**

Subject to paragraph (o), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.

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(d) **Expiry Date**

Each Performance Right shall otherwise expire on the earliest of:

- (i) in the case of the Class N Performance Rights only, 31 December 2025; or
- (ii) in the case of all of the other Performance Rights being offered to Mr Iacopetta, five years from the date of issue; or
- (iii) the date that is three months following the date that the Holder ceases to be employed or engaged by the Company,

(each being an **Expiry Date**).

If the relevant Milestone attached to the Performance Right has been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.

(e) **Consideration**

The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.

(f) **Share ranking**

All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other existing Shares.

(g) **Application to ASX**

The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

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

Within 5 business days after the date that the Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
- (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 conversion of the Performance Rights.

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

(i) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(j) **Participation in new issues**

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.

(k) **Reorganisation of capital**

If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

(l) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) no changes will be made to the Performance Rights.

(m) **Dividend and voting rights**

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(n) **Change in control**

Subject to paragraph (o), upon:

- (i) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
  - (A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
  - (B) having been declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (iii) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Milestones, Performance Rights will accelerate the Milestones and will automatically convert into Shares on a one-for-one basis.

(o) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of a Performance Right under paragraphs (c) or (n) would result in any person being in contravention of section 606(1) of the Corporations Act (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and
- (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (o)(i) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

(p) **No rights to return of capital**

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(q) **Rights on winding up**

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding

(r) **ASX Listing Rule compliance**

The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.

(s) **No other rights**

A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

## SCHEDULE 3 - TERMS AND CONDITIONS OF PERFORMANCE RIGHTS TO CONSULTANTS

The following is a summary of the key terms and conditions of the Performance Rights:

(a) **Milestones**

The Performance Rights to be issued to Bill Oliver and Walter Madel have the following milestones:

CLASS	MILESTONE	EXPIRY DATE
<b>Existing class of performance rights</b>		
<b>Class N</b>	Each Class N Performance Right will vest and convert (at the election of the holder) into fully paid ordinary shares in the capital of the Company (Shares) on the Company announcing that it has successfully signed a binding agreement with a strategic partner on or prior to 31 December 2025 to secure financing of at least \$50,000,000 with respect to: (a) an equity or debt financing; (b) an offtake agreement; or (c) a share or asset acquisition.	31 December 2025
<b>Class O</b>	Each Class O Performance Right will vest and convert (at the election of the holder) into one Share upon announcement by the Company of a JORC Mineral Resource, with a minimum of 75 million tonnes containing a Lithium Oxide (Li <sub>2</sub> O) grade of greater than 1.0% as defined in the JORC Code 2012 Edition (JORC Code) at any one of the Company's Projects as verified by an Independent Technical Consultant.	27 June 2028

The Performance Rights to be issued to Regis Neroni have the following milestones:

CLASS	MILESTONE	EXPIRY DATE
<b>Existing class of performance rights</b>		
<b>Class AA</b>	Each Class AA Performance Rights will vest and convert (at the election of the holder) into fully paid ordinary shares in the Company (Share) upon announcement by the Company of a maiden JORC Mineral Resource, with a minimum of 60 million tonnes containing a Lithium Oxide (Li <sub>2</sub> O) grade of greater than 1.0% with at least 25% of the resource in the Indicated Category as defined in the JORC Code in total at any of the Projects as verified by an Independent Technical Consultant	10 November 2028
<b>Class AB</b>	Each Class AB Performance Rights will vest and convert (at the election of the holder) into Shares upon announcement by the Company of a new Zone of mineralisation at Adina. A new zone is defined as one in which the Company completes a drill program within the Property and intersects a mineralised interval of not less than 5m >1% Li <sub>2</sub> O across at least 3 individual drill holes. Each of the newly discovered drill holes is at least 1km from previously mineralised drill holes as defined above and publicly announced by the Company	10 November 2028

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CLASS	MILESTONE	EXPIRY DATE
<b>Existing class of performance rights</b>		
<b>Class AC</b>	Each Class AC Performance Rights will vest and convert (at the election of the holder) into Shares upon announcement by the Company of a new Zone of mineralisation at Cancet. A new zone is defined as one in which the Company completes a drill program within the Property and intersects a mineralised interval of not less than 5m >1% Li <sub>2</sub> O across at least 3 individual drill holes. Each of the newly discovered drill holes is at least 1km from previously mineralised drill holes as defined above and publicly announced by the Company	10 November 2028
<b>Class AD</b>	Each Class AD Performance Rights will vest and convert (at the election of the holder) into Shares upon announcement by the Company of a new discovery outside of the Project areas currently owned by the Company (Adina, Cancet, Tilly, Jackpot and Sirmac). A new discovery is defined as one in which the Company completes a drill program within a new property and intersects a mineralised interval of not less than 5m >1% Li <sub>2</sub> O across at least 3 individual drill holes	10 November 2028

(together, the **Milestones** and each, a **Milestone**).

(b) **Notification to holder**

The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

(c) **Conversion**

Subject to paragraph (o), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.

(d) **Expiry Date**

Each Performance Right shall otherwise expire on or before the date that is set out under the applicable Milestone above. If the relevant Milestone attached to the Performance Right has been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.

(e) **Consideration**

The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.

(f) **Share ranking**

All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other existing Shares.

(g) **Application to ASX**

The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

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

Within 5 business days after the date that the Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;

- (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 conversion of the Performance Rights.

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

(i) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(j) **Participation in new issues**

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.

(k) **Reorganisation of capital**

If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

(l) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) no changes will be made to the Performance Rights.

(m) **Dividend and voting rights**

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(n) **Change in control**

Subject to paragraph (o), upon:

- (i) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
  - (A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
  - (B) having been declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (iii) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.



(o) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of a Performance Right under paragraphs (c) or (n) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001 (Cth)* (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and
- (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (o)(i) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

(p) **No rights to return of capital**

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(q) **Rights on winding up**

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(r) **ASX Listing Rule compliance**

The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.

(s) **No other rights**

A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

**SCHEDULE 4 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS  
CHRISTOPHER EVANS**

(a) **Milestones**

The Performance Rights will vest upon satisfaction of the following milestones (together, the **Milestones** and each being a **Milestone**):

<b>CLASS</b>	<b>NUMBER OF PERFORMANCE RIGHTS</b>	<b>MILESTONES</b>
<b>Class AE</b>	300,000	Each Class AE Performance Right will vest and convert (at the election of the holder) into one Share upon announcement by the Company of a JORC Mineral Resource, with a minimum of 100 million tonnes containing a Lithium Oxide (Li <sub>2</sub> O) grade of greater than 1.1% as defined in the JORC Code 2012 Edition (JORC Code) or National Instrument 43-101 (NI 43-101) with synergies to Adina or Renard as verified by an Independent Technical Consultant by no later than 31 December 2025.
<b>Class AF</b>	200,000	Each Class AF Performance Right will vest and convert (at the election of the holder) into one Share upon the first to occur of the:  (a) announcement by the Company announcing it has successfully completed a Prefeasibility Feasibility Study as defined in the JORC Code 2012 Edition (JORC Code) or National Instrument 43-101 (NI 43-101) at the Adina Project as verified by an Independent Technical Consultant by no later than 30 June 2025; or  (b) announcement by the Company that it has successfully completed a Definitive Feasibility Study as defined in the JORC Code 2012 Edition (JORC Code) or National Instrument 43-101 (NI 43-101) at the Adina Project as verified by an Independent Technical Consultant by no later than 30 June 2026,
<b>Class AG</b>	300,000	Each Class AG Performance Right will vest and convert (at the election of the holder) into one Share upon the announcement by the Company that it has successfully completed a Definitive Feasibility Study as defined in the JORC Code 2012 Edition (JORC Code) or National Instrument 43-101 (NI 43-101) at the Adina Project as verified by an Independent Technical Consultant by no later than 30 June 2026.
<b>Class AH</b>	300,000	Each Class AH Performance Right will vest and convert (at the election of the holder) into one Share upon announcement by the Company of the signing of a formal binding agreement with the representative First Nations Group in James Bay in relation to the Adina Lithium Project which either modifies an existing Impact Benefits Agreement (IBA) or is a new Pre Development Agreement (PDA) or IBA by no later than 31 December 2026.

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CLASS	NUMBER OF PERFORMANCE RIGHTS	MILESTONES
<b>Class AI</b>	300,000	Each Class AI Performance Right will vest and convert (at the election of the holder) into one Share upon the development and execution of financing agreement with respect to funding the ongoing care and maintenance and acquisition of the Renard Facility that involves the issue of less than 75m Shares, by no later than 31 December 2027.
<b>Class AJ</b>	300,000	Each Class AJ Performance Right will vest and convert (at the election of the holder) into one Share upon the lodgement of the Environmental Impact Assessment for the development of the Adina Mine and Haul Road by no later than 30 June 2026

(b) **Notification to holder**

The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

(c) **Conversion**

Subject to paragraph (o), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.

(d) **Expiry Date**

Each Performance Right shall expire on the first to occur of:

- (a) the date specified in paragraph (a) (each being an **Expiry Date**); and
- (b) the date that is three months following the date that the Holder ceases to be employed or engaged by the Company.

If the relevant Milestone attached to the Performance Right has been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.

(e) **Consideration**

The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.

(f) **Share ranking**

All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other existing Shares.

(g) **Application to ASX**

The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

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

Within 5 business days after the date that the Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
- (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 conversion of the Performance Rights.

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

(i) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(j) **Participation in new issues**

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.

(k) **Reorganisation of capital**

If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

(l) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) no changes will be made to the Performance Rights.

(m) **Dividend and voting rights**

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(n) **Change in control**

Subject to paragraph (o), upon:

- (i) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
  - (A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
  - (B) having been declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (iii) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Milestones, Performance Rights will accelerate the Milestones and will automatically convert into Shares on a one-for-one basis.

(o) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of a Performance Right under paragraphs (c) or (n) would result in any person being in contravention of section 606(1) of the Corporations Act (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and
- (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (o)(i) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

(p) **No rights to return of capital**

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(q) **Rights on winding up**

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(r) **ASX Listing Rule compliance**

The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.

(s) **No other rights**

A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

**SCHEDULE 5 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS DR QINGTAO ZENG, JUSTIN BOYLSON AND STEPHEN BIGGINS**

(a) **Milestones**

The Performance Rights will vest upon satisfaction of the following milestones (together, the **Milestones** and each being a **Milestone**):

CLASS	NUMBER OF PERFORMANCE RIGHTS	MILESTONES
Class AK	250,000	Each Class AJ Performance Right will vest and convert (at the election of the holder) into one Share upon the achievement of a volume weighted average price of at least \$1.00 per Share over 20 consecutive trading days on which trades were recorded.

(b) **Notification to holder**

The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

(c) **Conversion**

Subject to paragraph (o), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.

(d) **Expiry Date**

Each Performance Right shall otherwise expire on the first to occur of:

- (i) five years from the date of issue (**Expiry Date**); and
- (ii) the date that is three months from the date that the Holder ceases to be employed or engaged with the Company.

If the relevant Milestone attached to the Performance Right has been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.

(e) **Consideration**

The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.

(f) **Share ranking**

All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other existing Shares.

(g) **Application to ASX**

The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

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

Within 5 business days after the date that the Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
- (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

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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 conversion of the Performance Rights.

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

(i) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(j) **Participation in new issues**

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.

(k) **Reorganisation of capital**

If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

(l) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) no changes will be made to the Performance Rights.

(m) **Dividend and voting rights**

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(n) **Change in control**

Subject to paragraph (o), upon:

- (i) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
  - (A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
  - (B) having been declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (iii) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Milestones, Performance Rights will accelerate the Milestones and will automatically convert into Shares on a one-for-one basis.

(o) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of a Performance Right under paragraphs (c) or (n) would result in any person being in contravention of section 606(1) of the Corporations Act (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and
- (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (o)(i) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

(p) **No rights to return of capital**

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(q) **Rights on winding up**

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(r) **ASX Listing Rule compliance**

The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.

(s) **No other rights**

A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.



## SCHEDULE 6 – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued pursuant to Resolutions 12 have been independently valued.

Using a pricing model that incorporates a Monte Carlo simulation and based on the assumptions set out below, the Performance Rights were ascribed the following value:

ASSUMPTIONS:	
Valuation date	11 October 2024
Market price of Shares	\$0.595 cents
Exercise price	Nil
Expiry date (length of time from issue)	5 Years from date of issue
Risk free interest rate	3.88%
Volatility (discount)	95%
<b>Indicative value per Performance Right</b>	\$0.595 cents
<b>Total Value of Performance Rights</b>	<b>\$1,011,500</b>
- Christopher Evans (Resolution 12)	\$1,011,500

The Performance Rights to be issued pursuant to Resolutions 13 to 15 have been independently valued.

Using a pricing model that incorporates a Monte Carlo simulation and based on the assumptions set out below, the Performance Rights were ascribed the following value:

ASSUMPTIONS:	
Valuation date	11 October 2024
Market price of Shares	\$0.595 cents
Exercise price	Nil
Expiry date (length of time from issue)	5 years from date of issue
Risk free interest rate	3.78%
Volatility (discount)	95%
<b>Indicative value per Performance Right</b>	\$0.4164 cents
<b>Total Value of Performance Rights</b>	<b>\$312,300</b>
- Dr Qingtao Yeng (Resolution 13)	\$104,100
- Justin Boylson (Resolution 14)	\$104,100
- Stephen Biggins (Resolution 15)	\$104,100

**Note:** The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

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## SCHEDULE 7 – TERMS AND CONDITIONS OF OPTIONS

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The terms and conditions attaching to the Options are set out below:

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of the Options will be \$1.00 per Option (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is three (3) years from the date of issue (**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**

Within five (5) Business Days after the Exercise Date, 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) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **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.

(k) **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.

(l) **Transferability**

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

**SCHEDULE 8 – VALUATION OF OPTIONS**

The Options to be issued pursuant to Resolutions 16 to 18 have been independently valued.

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

<b>ASSUMPTIONS:</b>	
Valuation date	11 October 2024
Market price of Shares	\$0.595 cents
Exercise price	\$1.00 cents
Expiry date (length of time from issue)	3 years
Risk free interest rate	3.78%
Volatility (discount)	95%
<b>Indicative value per Option</b>	\$0.2996 cents
<b>Total Value of Options</b>	<b>\$449,400</b>
- Dr Qingtao Zeng (Resolution 16)	\$149,800
- Justin Boylson (Resolution 17)	\$149,800
- Stephen Biggins (Resolution 18)	\$149,800

**Note:** The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

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## SCHEDULE 9 – TERMS AND CONDITIONS OF INCENTIVE PLAN

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The Company has adopted a Performance Rights and Option Plan (**Plan**) to allow eligible participants to be granted Performance Rights and Options in the Company.

The principle terms of the Plan are summarised below:

- (a) **Eligibility:** Participants in the Plan may be:
- (i) a Director (whether executive or non-executive) of the Company and any Associated Body Corporate of the Company (each, a Group Company);
  - (ii) a full or part time employee of any Group Company;
  - (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 as amended or replaced (Class Order); or
  - (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under subparagraphs (i), (ii), or (iii) above, who is declared by the Board to be eligible to receive grants of Options or Performance Rights (Awards) under the Plan (Eligible Participant).
- (b) **Offer:** The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant to apply for Awards, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines.
- (c) **Plan limit:** The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Awards offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
- (d) **Issue price:** Performance Rights granted under the Plan will be issued for nil cash consideration. Unless the Options are quoted on the ASX, Options issued under the Plan will be issued for no more than nominal cash consideration.
- (e) **Exercise price:** The Board may determine the Option exercise price (if any) for an Option offered under that Offer in its absolute discretion. To the extent the Listing Rules specify or require a minimum price, the Option exercise price must not be less than any minimum price specified in the Listing Rules.
- (f) **Vesting conditions:** An Award may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Awards (Vesting Conditions).
- (g) **Vesting:** Subject to the Listing Rules, the Board may in its absolute by written notice to a Participant (being an Eligible Participant to whom Awards have been granted under the Plan or their nominee where the Awards have been granted to the nominee of the Eligible Participant (Relevant Person)), resolve to waive any of the Vesting Conditions applying to Awards due to:
- (i) special circumstances arising in relation to a Relevant Person in respect of those Awards, being:
    - (A) a Relevant Person ceasing to be an Eligible Participant due to:
      - (I) death or total or permanent disability of a Relevant Person; or
      - (II) retirement or redundancy of a Relevant Person;
    - (B) a Relevant Person suffering severe financial hardship;
    - (C) any other circumstance stated to constitute "special circumstances" in the terms of the relevant offer made to and accepted by the Participant; or

- (D) any other circumstances determined by the Board at any time (whether before or after the offer) and notified to the relevant Participant which circumstances may relate to the Participant, a class of Participant, including the Participant or particular circumstances or class of circumstances applying to the Participant, (Special Circumstances), or
  - (E) a change of control occurring; or
  - (F) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
- (h) **Lapse of an Award:** An Award will lapse upon the earlier to occur of:
  - (i) an unauthorised dealing, or hedging of, the Award occurring;
  - (ii) (a Vesting Condition in relation to the Award is not satisfied by its due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to vest the Award in the circumstances set out in paragraph (g) or the Board resolves, in its absolute discretion, to allow the unvested Awards to remain unvested after the Relevant Person ceases to be an Eligible Participant;
  - (iii) in respect of unvested Awards only, a Relevant Person ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Award in the circumstances set out in paragraph (g) or the Board resolves, in its absolute discretion, to allow the unvested Awards to remain unvested after the Relevant Person ceases to be an Eligible Participant;
  - (iv) in respect of vested Awards only, a Relevant Person ceases to be an Eligible Participant and the Award granted in respect of that Relevant Person is not exercised within a one (1) month period (or such later date as the Board determines) of the date that person ceases to be an Eligible Participant;
  - (v) the Board deems that an Award lapses due to fraud, dishonesty or other improper behaviour of the Eligible Participant;
  - (vi) the Company undergoes a change of control or a winding up resolution or order is made and the Board does not exercise its discretion to vest the Award; and
  - (vii) the expiry date of the Award.
- (i) **Not transferrable:** Subject to the Listing Rules, Awards are only transferrable in Special Circumstances with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death, to the Participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
- (j) **Shares:** Shares resulting from the exercise of the Awards shall, subject to any Sale Restrictions (refer paragraph (k)) from the date of issue, rank on equal terms with all other Shares on issue.
- (k) **Sale restrictions:** The Board may, in its discretion, determine at any time up until exercise of Awards, that a restriction period will apply to some or all of the Shares issued to a Participant on exercise of those Awards (Restriction Period). In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive any such Restriction Period.
- (l) **Quotation of Shares:** If Shares of the same class as those issued under the Plan are quoted on the ASX, the Company will, subject to the Listing Rules, apply to the ASX for those Shares to be quoted on ASX within five (5) business days of the later of the date the Shares are issued and the date any Restriction Period applying to the Shares ends.
- (m) **No participation rights:** There are no participation rights or entitlements inherent in the Awards and Participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Awards without exercising the Award.
- (n) **Change in exercise price of number of underlying securities:** An Award does not confer the right to a change in exercise price or in the number of underlying Shares over which the Award can be exercised.

- (o) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.
- (p) **Amendments:** Subject to express restrictions set out in the Plan and complying with the Corporations Act, Listing Rules and any other applicable law, the Board may, at any time, by resolution amend or add to all or any of the provisions of the Plan, or the terms or conditions of any Award granted under the Plan including giving any amendment retrospective effect.
- (q) **Maximum Number of Awards:** The maximum number of equity securities proposed to be issued under the Plan is 20,000,000 Securities (subject to Resolution 20). It is not envisaged that the maximum number of Securities will be issued immediately.

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Your proxy voting instruction must be received by **03.00pm (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:

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#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au>

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1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

