ASX ANNOUNCEMENT

29 OCTOBER 2024

NOTICE OF ANNUAL GENERAL MEETING 2024

Magnetite Mines Limited (ASX:MGT) (**Company**) wishes to advise that the following documents will be distributed to shareholders on Tuesday, 29 October 2024, in relation to the 2024 Annual General Meeting to be held on Wednesday, 27 November 2024, at 10.00 am (ACDT) in the Torrens Room 2&3, Hotel Grand Chancellor, 65 Hindley Street, Adelaide:

- Shareholder Notice and Access Letter;
- Notice of Annual General Meeting (including the Explanatory Memorandum);
- Proxy Form; and
- 2024 Annual Report (if requested).

The Shareholder Notice and Access Letter, Notice of Annual General Meeting and 2024 Annual Report will be available on the Company's website at www.magnetitemines.com.

This announcement has been authorised for release to the market by the Board.

For further information contact:

Gemma Brosnan, Director, External Affairs

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+61 8 8427 0516

ABOUT MAGNETITE MINES

Magnetite Mines Ltd is an ASX-listed iron ore company focused on the development of magnetite iron ore resources in the highly-prospective Braemar iron region of South Australia. The Company has a 100% owned Mineral Resource of 6 billion tonnes of iron ore and is developing the Razorback Iron Ore Project, located 240km from Adelaide, to meet accelerating market demand for premium iron ore products created by iron & steel sector decarbonisation, with the potential to produce high-value Direct Reduction (DR) grade concentrates. Razorback is set to become a very long-life iron ore project with expansion optionality in a tier 1 jurisdiction that will produce a superior iron ore product sought by steelmakers globally. For more information visit magnetitemines.com.

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NOTICE OF ANNUAL GENERAL MEETING – SHAREHOLDER NOTICE AND ACCESS

Dear Shareholder

The Annual General Meeting (**Meeting**) of Shareholders of Magnetite Mines Limited (ABN 34 108 102 432) (**Company**) will be held in the Torrens Room 2&3, Hotel Grand Chancellor, 65 Hindley Street, Adelaide on Wednesday, 27 November 2024, at 10.00 am (ACDT) for the purpose of transacting the business set out in the accompanying Notice of Annual General Meeting.

In accordance with the provisions of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Annual General Meeting to Shareholders (**Notice of Meeting**) unless a Shareholder has requested to receive documents from the Company in physical form. The Notice of Annual General Meeting can be viewed and downloaded from this website link: https://magnetitemines.com/asx-announcements.

A copy of your personalised proxy form is enclosed for your convenience. If you would like to vote by proxy in lieu of attending the Meeting in person, please ensure that your proxy form is completed and lodged before 10.00am (ACDT) on Monday, 25 November 2024 in accordance with the instructions on that form.

Shareholders can also submit questions in advance of the Meeting by emailing the questions to the Company at investor.relations@magnetitemines.com by no later than 10.00am (ACDT) on Monday, 25 November 2024.

We encourage you to read the Company's 2024 Annual Report prior to the Meeting, which can be located on the Company's website at https://magnetitemines.com/company-reports.

The Notice of Annual General Meeting and accompanying explanatory memorandum should be read in its entirety. If any Shareholder is in doubt as to how to vote, that Shareholder should seek advice from an accountant, solicitor or other professional adviser prior to voting.

Further information in relation to the Meeting is contained in the Notice of Annual General Meeting. If you have any difficulties obtaining a copy of the Notice of Annual General Meeting, please contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

The Board of Directors look forward to your participation at the AGM and thank you for your continued support.

Yours sincerely,

Paul White
Chair
Magnetite Mines Limited
29 October 2024

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MAGNETITE MINES

ABN 34 108 102 432

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NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting

Wednesday, 27 November 2024

Time of Meeting

10.00 am (ACDT)

Place of Meeting

Torrens Room 2&3, Hotel Grand Chancellor, 65 Hindley Street, Adelaide
(Physical Meeting Only)

A Proxy Form is enclosed

Please read this Notice of Annual General Meeting, together with the accompanying Explanatory Memorandum, carefully.

If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the specified directions.

MAGNETITE MINES

ABN 34 108 102 432

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Magnetite Mines Limited ABN 34 108 102 432 will be held in the Torrens Room 2&3, Hotel Grand Chancellor, 65 Hindley Street, Adelaide, SA 5000, on Wednesday, 27 November 2024, at 10.00 am (ACDT) for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

AGENDA

Financial Reports

To receive and consider the financial report of the Company and its controlled entities for the year ended 30 June 2024, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

Note: there is no requirement for shareholders to approve these reports.

Resolution 1 – Non-Binding Resolution to adopt Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2024 as set out in the 2024 Annual Report be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

***Voting exclusion statement**: The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties. However, the Company need not disregard a vote if:*

(a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution or the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and

*(b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties (collectively, a **Restricted Voter**).*

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on the Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

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*For the purpose of these voting exclusions, **Closely Related Party** is defined in the Corporations Act and includes a spouse, dependant, and certain other close family members, as well as any companies controlled by a member of the Key Management Personnel.*

Resolution 2 – Re-election of Paul White as a Director

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

"That, Paul White, who retires as a Director in accordance with clause 7.1(f) of the Constitution and, being eligible for re-election, be re-elected as a Director."

Resolution 3 – Approval to issue Performance Rights and Options to Managing Director, Tim Dobson

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, in accordance with the terms of the Managing Director's employment contract, the Company is authorised to issue for nil cash consideration to Tim Dobson, the Managing Director of the Company, or his Associate(s):

- *1,258,812 Performance Rights, representing $375,000 worth of Performance Rights as a short term incentive; and*
- *$250,000 worth of Options as a long term incentive,*

on the terms and conditions set out in the Explanatory Memorandum (including Annexure A to the Explanatory Memorandum)."

***Voting exclusion statement:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:*

(a) Tim Dobson;

(b) any other person who will obtain a material benefit as a result of the issue of the proposed securities to Tim Dobson (except a benefit solely by reason of being a Shareholder); or

(c) an Associate of those persons described in paragraphs (a) and (b).

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

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

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

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

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

*Further, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties (collectively, a **Restricted Voter**) who is appointed as a proxy will not vote on the Resolution unless:*

(a) the appointment specifies the way the proxy is to vote on the Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

*For the purpose of these voting exclusions, **Closely Related Party** is defined in the Corporations Act and includes a spouse, dependant, and certain other close family members, as well as any companies controlled by a member of the Key Management Personnel.*

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Resolution 4 – Ratification of issue of Loyalty Options issued to Shareholders

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 2,698,688 Loyalty Options to certain shareholders of the Company on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: *The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:*

(a) any shareholder who participated in the issue of the Loyalty Options; or

(b) an Associate of those persons described in paragraph (a).

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

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

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

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

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

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

Resolution 5 – Issue of Loyalty Options to Peter Schubert

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 322,580 Loyalty Options to Peter Schubert, being a Director of the Company, or his Associate, on the terms and conditions set out in the Explanatory Memorandum."

Resolution 6 – Issue of Loyalty Options to Paul White

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 246,851 Loyalty Options to Paul White, being a Director of the Company, or his Associate, on the terms and conditions set out in the Explanatory Memorandum."

Resolution 7 – Issue of Loyalty Options to Tim Dobson

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 106,351 Loyalty Options to Tim Dobson, being a Director of the Company, or his Associate, on the terms and conditions set out in the Explanatory Memorandum."

Resolution 8 – Issue of Loyalty Options to Jim McKerlie

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 3,225 Loyalty Options to Jim McKerlie, being a Director of the Company, or his Associate, on the terms and conditions set out in the Explanatory Memorandum."

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Resolution 9 – Issue of Loyalty Options to Dr. Carmen Letton

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 40,000 Loyalty Options to Dr. Carmen Letton, being a Director of the Company, or her Associate, on the terms and conditions set out in the Explanatory Memorandum."

Resolution 10 – Issue of Loyalty Options to Simon Wandke

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 21,713 Loyalty Options to Simon Wandke, being a Director of the Company, or his Associate, on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: *The Company will disregard any votes cast in favour of Resolutions 5 to 10 (inclusive) by or on behalf of:*

(a) each Director (being the person who will receive the benefit of the Loyalty Options in question); or

(b) any other person who will obtain a material benefit as a result of the issue of the proposed Loyalty Options in question (except a benefit solely by reason of being a Shareholder); or

(c) an Associate of those persons described in paragraphs (a) and (b).

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

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

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

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

Shareholders may also choose to direct the Chair to vote against the applicable Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

Resolution 11 – Ratification of issue, and agreement to issue, Broker Options to Mahe Capital

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue, and agreement to issue, up to 2,050,000 Broker Options to Mahe Capital Pty Ltd on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: *The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:*

(a) Mahe Capital Pty Ltd; or

(b) an Associate of the person described in paragraph (a).

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

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

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

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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.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

Resolution 12 – Approval of Additional 10% Placement Capacity

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

"That, for the purpose of Listing Rule 7.1A and all other purposes, Shareholders approve the issue of further equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."

Resolution 13 – Renewal of proportional takeover provisions in Constitution

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

"That, pursuant to and in accordance with section 648G of the Corporations Act 2001 (Cth), the existing proportional takeover provisions in the form set out in Rule 15 of the Constitution of the Company tabled at the Meeting and signed by the Chairman of the Meeting for the purposes of identification, are renewed for a period of three years commencing on the date of the Meeting."

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board

Inthu Siva
Company Secretary

Dated: 29 October 2024

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How to vote

Shareholders can vote by either:

- attending the Meeting in person and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend the Meeting and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. Written proof of the representative's appointment (including any authority under which it is signed) must be lodged with, or presented to the Company before the Meeting.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed on how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.

  However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolution 1 and Resolutions 3 to 11 (inclusive), if required, in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their Proxy Forms with a direction on how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction on how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- To be effective, proxies must be lodged and received by **10.00am (ACDT)** on **Monday, 25 November 2024**. Proxies received after this time will be invalid.
- Proxies may be lodged using any of the following methods:
  - **Online**: www.investorvote.com.au
  - **By mobile**: Scan the QR Code on your proxy form and follow the prompts.
  - **By mail**:

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

- **By facsimile**

  (within Australia) 1800 783 447
  (outside Australia) +61 3 9473 2555

- **Custodian voting**: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

- **For all enquiries call**:

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

- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, email or by facsimile, and by **10.00am (ACDT)** on **Monday, 25 November 2024**. If facsimile transmission is used, the Power of Attorney must be certified.

Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at **7.00pm (AEDT)** on **Monday, 25 November 2024**.

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to this Explanatory Memorandum.

Financial Reports

The first item of business in the Notice deals with the presentation of the consolidated annual financial report of the Company and its controlled entities for the financial year ended 30 June 2024, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

(a) the conduct of the audit;

(b) the preparation and content of the independent audit report;

(c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the Auditor by the Company in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

Resolution 1 – Non-Binding Resolution to adopt Remuneration Report

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2024 Annual Report be adopted (**Remuneration Report**).

The Remuneration Report includes information regarding:

(a) the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation; and

(b) the structure of Key Management Personnel (KMP) remuneration arrangements, and details on how the Company seeks to align senior executive remuneration with the interests of all stakeholders, including customers, the community and shareholders.

The letter from the Chair of the People and Culture Committee and the Remuneration Report is set out in the Company's 2024 Annual Report, a copy of which is available on the Company's website https://magnetitemines.com/announcements/.

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

If 25% or more of the votes that are cast on Resolution 1 are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Directors must go up for election. The spill resolution is an ordinary resolution. In respect of Resolution 1, Key Management Personnel (whose remuneration details are included in the Remuneration Report) and their Closely Related Parties must not cast a vote on the Remuneration Report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1 (see relevant voting exclusion statement for details).

No Board recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board abstains from providing a recommendation on Resolution 1.

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Retirement of Mr Peter Schubert, Mr Jim McKerlie and Dr. Carmen Letton as Directors

Following a review of the Company's Board structure and the Company's objectives and priorities, as previously announced to the ASX on 23 September 2024 Peter Schubert has decided to not stand for re-election by rotation at this year's AGM and he will retire as a Director at the conclusion of the AGM. In addition, Dr. Carmen Letton (announced to the ASX on 23 September 2024) and Jim McKerlie (announced to the ASX on 29 October 2024) have taken the decision to retire as Directors at the conclusion of the AGM.

Mr Schubert has served on the Board for over eight years, including a period as executive chairman, and also a period as chief executive officer. The Board extends its sincere appreciation to Mr Schubert for his loyal service and valuable contributions made during his tenure on the Board, through his previous executive leadership and through his personal investment in the Company as a major shareholder. His vision and commitment have been essential in positioning the Company for future success.

Dr. Letton has served on the Board since January 2023. The Board takes the opportunity to acknowledge Dr. Letton's valuable contributions and commitment during her tenure on the Board. Dr Letton is an accomplished mining engineer and mineral economist and her technical expertise will remain available to the Company via a consulting relationship once her Board tenure ends.

Mr McKerlie has served on the Board since January 2022 and was chair of the Board from 25 September 2023 until 23 September 2024. The Board extends its sincere appreciation to Mr McKerlie for his valuable contributions to the Company, including in his role as Chair. Mr McKerlie has provided the Company with strong guidance in the area of people and culture and deep financial acumen as a member of the Audit Committee. His knowledge in this area will remain available to the Company via a consulting relationship once his Board tenure ends.

As a consequence of no Director standing for re-election by rotation, in accordance with clause 7.1(f) of the Constitution and Listing Rule 14.5, the Company must ensure it still holds an election of a Director at the AGM. For this reason, as the longest serving director without re-election, recently appointed Chair, Mr Paul White, has been put forward for re-election at this year's AGM.

Resolution 2 – Re-election of Mr Paul White as a Director

Pursuant to clause 7.1(f) of the Company's Constitution, Paul White, being a Non-Executive Director, retires by way of rotation and, being eligible, offers himself for re-election as a Non-Executive Director.

Qualifications
Master of Business Administration, Member of AICD.

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Skills and Experience

Mr White is a highly accomplished and experienced business leader with a track record of driving organisational performance and delivering superior outcomes in both corporate and board positions. He has substantial executive experience with global mining companies including FTSE-listed Anglo American and Xstrata, with expertise in people strategy, business transformation and community stakeholder relations. Until 28 February 2021, Mr. White was the CEO of ASX-listed Brisbane Broncos, a position he held for a decade.

Prior to his role with the Broncos, Mr. White gained considerable experience within the mining sector over an 8-year period in a variety of senior leadership and executive roles, both within site-based operations and corporate roles. He also spent 17 years in the Queensland Police Service finishing his career as the Officer in Charge of Mount Isa. Paul is currently the Independent Chair of the Coal Network Capacity Company, established in 2019 by major Queensland coal industry participants as the Independent Expert overseeing the capacity of the Central Queensland Coal Network.

Mr White was first appointed to the board on 12 January 2022 as a Non-Executive Director and was appointed as Chair effective 23 September 2024.

Mr White serves as the Chair of the Audit & Risk Committee and is a member of the People & Culture Committee.

The Board considers Mr White to be an independent director.

Other material directorships
Independent Chairman - Coal Network Capacity Company
Director - Country to Coast PHN, Queensland

Board recommendation
The Board (with Mr White abstaining) supports the appointment of Mr White as a director of the Company and recommends that Shareholders vote in favour of Resolution 2. The Chair of the Meeting at the time of the vote on Resolution 2 intends to vote all undirected proxies in favour of this Resolution.

Resolution 3 – Approval to issue Performance Rights and Options to Managing Director, Tim Dobson

Background

In accordance with Tim Dobson's employment contract with the Company, and as detailed in the 2024 Annual Report, Mr Dobson's current remuneration consists of:

(a) a base salary of A$500,000 (excluding superannuation) per annum;

(b) an annual short-term incentive (**STI**) with a maximum value of 75% of base salary, including a proportion that is based on Board set 'stretch targets', to be granted as Performance Rights and subject to Board discretion; and

(c) an annual long-term incentive (**LTI**) with a value of 50% of base salary, to be granted as "Premium-Priced Options" with a vesting period of 3 years and an expiry period of 6 years, also subject to Board discretion.

Shareholder approval is being sought for the grant and issue to Mr Dobson of Performance Rights and Options in accordance with the terms in Annexure A in satisfaction of his FY25 remuneration.

The People and Culture Committee has employed considerable time and resources to systematically define a remuneration structure that is available to all executives and staff and it believes that appropriately designed equity-based remuneration is an important component of that structure. Such equity-based 'at risk' remuneration is a key element in attracting and retaining talented senior executives and in ensuring the interests of those executives are aligned with those of Shareholders in creating long-term shareholder value.

Information Requirements

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue Equity Securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

(a) a related party;

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

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;

(d) an Associate of a person referred to in (a) to (c) above; and

(e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As the Managing Director, Mr Dobson is a related party of the Company.

The number of short term incentive Performance Rights to be granted and issued to Mr Dobson is calculated based on the VWAP of the Shares over the 14 Trading Days immediately prior to 1 July 2024. This results in Mr Dobson being granted 1,258,812 Performance Rights for FY25, a proportion of which will be subject to 'stretch targets' at the discretion of the Board.

The number of long term incentive Options to be granted and issued to Mr Dobson is to be calculated based on the Monte Carlo simulation as outlined below. Mr Dobson will receive Options for FY25 with a total value of $250,000. Each Option will have an exercise price which is a 60% premium to the relevant VWAP of Shares used under the Monte Carlo simulation.

If Resolution 3 is approved by the requisite majority of Shareholders, then the Company will issue the Performance Rights and Options to Mr Dobson, and in addition to approval being given for the purposes of Listing Rule 10.11, the issue will not use up any of the Company's placement capacity under Listing Rule 7.1. If Resolution 3 is not approved by the requisite majority of Shareholders, despite a commitment to Mr Dobson, the Company will not be able to proceed with the issue of the Performance Rights and Options, and the Company will need to consider other methods of satisfying its contractual obligation to adequately remunerate Mr Dobson, which is likely to involve additional cash consideration which does not necessarily align with the rationale behind the equity-component of Mr Dobson's remuneration, nor does it benefit the Company's desire to preserve its cash reserves to advance its operational business plan.

Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided in relation to the issue of Performance Rights and Options to Mr Dobson:

(a) the Performance Rights and Options will be issued to Mr Dobson or his Associate(s);

(b) Mr Dobson is a related party under Listing Rule 10.11.1 since he is the Managing Director of the Company;

(c) under Resolution 3 Mr Dobson will receive 1,258,812 Performance Rights;

(d) under Resolution 3 Mr Dobson will receive the number of Options determined by dividing $250,000 by the value of the Options, as determined using the Monte Carlo simulation, further details for which are in Annexure A. The table below sets out the examples of the range of Options that may be issued to Mr Dobson depending on the VWAP of the Shares measured over the 14 Trading Days up to but excluding the date of issue:

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	Example 1	Example 2 (being actual share price as at 10 October 2024)	Example 3
VWAP	$0.1000	$0.1905	$0.3000
Exercise Price *(VWAP x 160%)*	$0.1600	$0.3048	$0.4800
Option value*	$0.0687	$0.1451	$0.2117
Number of Options to be issued	3,637,837	1,723,046	1,180,801

**Option value determined by the Board having taken appropriate independent third party valuation advice and using the Monte Carlo simulation based on the parameters and assumptions set out above and in Annexure A*

(e) the material terms of the Performance Rights and the Options are set out in Annexure A;

(f) the Performance Rights and the Options will be issued on a date which will be no later than 1 month after the date of the Meeting unless otherwise extended by way of ASX granting a waiver to the Listing Rules;

(g) the Performance Rights are part of Mr Dobson's short term incentive remuneration arrangement and the Options are part of Mr Dobson's long term incentive remuneration arrangement under the terms of his employment agreement and in each case will be issued to Mr Dobson for nil cash consideration (but instead, are compensation for services performed by Mr Dobson);

(h) the Performance Rights and the Options have been selected since the form of remuneration aligns with the Company's share price and share price growth which benefits all Shareholders and it is a cost-effective and efficient means to remunerate Mr Dobson as opposed to alternative forms of incentive, such as payment of cash compensation, and the Company wishes to retain its cash reserves to advance its operational business plan;

(h) details of Mr Dobson's current annual remuneration package are set out below, and other key terms of Mr Dobson's employment agreement are set out in Annexure A:

Base Salary	Base Salary (excl. superannuation)	STI Performance Rights	LTI Options
Target Remuneration	$500,000	$250,000	$250,000
Stretch Remuneration	-	$125,000	-

(i) a voting exclusion statement applies to Resolution 3 as set out in the Notice.

Related party transactions generally

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either the giving of the financial benefits falls within one of the nominated exceptions to the provision; or

(a) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr Dobson is a related party of the Company.

Details of the financial benefit, including reasons for giving the type and quantity of the benefit

Section 211 of the Corporations Act provides that Shareholder approval is not required for the purposes of section 208 in circumstances where the benefit constitutes remuneration which would be reasonable given the Company's and the related party's circumstances.

Accordingly, Shareholder approval is not being sought for the purposes of section 208 of the Corporations Act on the basis that the benefits are considered by the Board (with Mr Dobson abstaining) to constitute reasonable remuneration that is consistent with Mr Dobson's employment agreement with the Company and, therefore, the exception in section 211 of the Corporations Act applies to Resolution 3.

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Having considered the Company's circumstances and the Mr Dobson's position with the Company, the Board (with Mr Dobson abstaining) considers that the financial benefits conferred by the grant of the Performance Rights and the Options to Mr Dobson is appropriate as they:

(a) further align the STI and LTI interests of Mr Dobson with the Shareholders;

(b) are a cost effective and efficient means for the Company to remunerate Mr Dobson, as opposed to alternative forms of incentive, such as the payment of additional cash compensation. This will enable the Company to retain its cash reserves for other preferred uses;

(c) reflect the extensive experience and reputation of Mr Dobson within the mining industry;

(d) reflect the current price of Shares;

(e) together with the cash component of the total remuneration package, will ensure that the remuneration offered is competitive with market standards and practice; and

(f) will assist to retain and ensure continuity of service of Mr Dobson,

and therefore, it is considered that the **exception** in section 211 applies.

Board recommendation

The Board recommends Shareholders vote in favour of Resolution 3. The Chairman of the Meeting intends to vote all undirected proxies in favour of this Resolution.

Resolution 4 – Ratification of Loyalty Options issued to Shareholders

Resolution 4 seeks shareholder approval for the purposes of Listing Rule 7.4 to ratify the issue of 2,698,688 Loyalty Options issued previously to certain Shareholders.

In connection with the September Capital Raising, the Company announced an offer of Loyalty Options to acknowledge the loyalty of those Shareholders (including Directors and management) who participated in the June Capital Raising. Shareholders who participated in the June Capital Raising had the opportunity to subscribe for Loyalty Options on the basis of one Loyalty Option for every new Share purchased by that Shareholder as part of the June Capital Raising. The Loyalty Options were offered under the Company's prospectus dated 3 September 2024. A total of 2,698,888 Loyalty Options have been issued to shareholders under the prospectus to date.

The Loyalty Options are 'Equity Securities' for the purposes of the ASX Listing Rules. Listing Rule 7.1 generally limits the amount of Equity Securities that a listed entity can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities the entity had on issue at the start of that period. Any securities that are issued with shareholder approval do not count towards that 15% limit.

Listing Rule 7.4 sets out the procedure and effect of shareholder approval of a prior issue of securities and provides that where shareholders in general meeting ratify a previous issue of securities made without approval under Listing Rule 7.1, provided that the previous issue of securities did not breach ASX Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1.

By ratifying the prior issue of the Loyalty Options in accordance with Resolution 4, the Company will retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in ASX Listing Rule 7.1, without the requirement to obtain prior Shareholder approval. If Shareholders do not approve Resolution 4, then the Loyalty Options that have been issued in connection with the June Capital Raising will not be impacted, but the issue of the Loyalty Options will continue to utilise part of the Company's 15% placement capacity under ASX Listing Rule 7.1, meaning the Company will lose some of the flexibility to issue Equity Securities under ASX Listing Rule 7.1 during the 12 months after the date of issue of the Loyalty Options, should it choose to do so, or should that be necessary in connection with future transactions.

Information requirements

For the purposes of Listing Rule 7.5 the following information is provided in relation to Resolution 4:

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(a) the Loyalty Options were issued to certain shareholders who participated in the June Capital Raising and who applied for those Loyalty Options under the Company's prospectus dated 3 September 2024. Based on the guidelines in ASX Guidance Note 21, no material investors received Loyalty Options;

(b) a total of 2,698,688 Loyalty Options have been issued;

(c) the terms of the Loyalty Options are set out in Annexure B;

(d) the Loyalty Options were issued to the subscribing Shareholders on 2 October 2024;

(e) the Loyalty Options were issued for nil cash consideration;

(f) the Loyalty Options were issued to acknowledge the loyalty of those Shareholders who participated in the June Capital Raising; and

(g) a voting exclusion statement with respect to Resolution 4 is set out in the Notice.

Resolutions 5 to 10 – Issue of Loyalty Options to Directors

Resolutions 5 to 10 seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of Loyalty Options to each of the following related parties of the Company, or their Associate(s):

- Peter Schubert;
- Paul White;
- Tim Dobson;
- Jim McKerlie;
- Dr. Carmen Letton; and
- Simon Wandke.

As noted above, in connection with the September Capital Raising, the Company announced an offer of Loyalty Options to acknowledge the loyalty of those Shareholders (including Directors and management) who participated in the June Capital Raising. Shareholders who participated in the June Capital Raising were given the opportunity to subscribe for Loyalty Options on the basis of one Loyalty Option for every new Share purchased by that Shareholder as part of the June Capital Raising. The Loyalty Options were offered under the Company's prospectus dated 3 September 2024.

All of the Directors and senior executives of the Company participated in the June Capital Raising, providing important additional capital of $242,000 for the Company. In connection with the offer of Loyalty Options under the Company's prospectus dated 3 September 2024, each of the Directors who participated in the June Capital Raising were entitled to subscribe for Loyalty Options (alongside all other Shareholders who participated in the June Capital Raising), subject to Shareholder approval being obtained for the purposes of Listing Rule 10.11. This Shareholder approval is the subject of Resolutions 5 to 10 to be proposed at the AGM and is only being proposed because of the requirement under the Listing Rules for issues of Equity Securities to related parties (the Directors) requiring Shareholder approval.

The Company initially issued the Loyalty Options to each of the Directors on 2 October 2024 alongside the issue of the Loyalty Options to the other shareholders who had subscribed for Shares in the June Capital Raising. This resulted in an inadvertent breach of Listing Rule 10.11 since those Loyalty Options should not have been issued until such time as Shareholder approval was obtained. The Company announced this breach to ASX on 24 October 2024, and subsequently cancelled the Loyalty Options that had been inadvertently issued to the Directors. The Loyalty Options will be re-issued to each Director subject to Shareholder approval being obtained at the AGM.

Information Requirements

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue Equity Securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

(a) a related party;

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial

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(c) (30%+) holder in the Company;

(d) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;

(e) an Associate of a person referred to in (a) to (c) above; and

(f) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Directors, each of Peter Schubert, Paul White, Tim Dobson, Jim McKerlie, Dr. Carmen Letton and Simon Wandke is a related party of the Company.

If Resolutions 5 to 10 are approved by the requisite majority of Shareholders, then the Loyalty Options will be issued to the relevant Director, and in addition to approval being given for the purposes of Listing Rule 10.11, the issue will not utilise any of the Company's placement capacity under Listing Rule 7.1.

If any of Resolutions 5 to 10 is not approved by the requisite majority of Shareholders, the Company will not issue the Loyalty Options to that Director, and the Directors who participated in the June Capital Raising, and who supported the Company to the amount of $242,000, would not be treated in the same manner as the other Shareholders who participated in the June Capital Raising, resulting in an inequitable position. In that situation, and subject to applicable legal requirements, the Company may need to consider other methods of correcting this inequitable result, which may involve the payment of a cash amount to the Directors to compensate them for the value of the Loyalty Options that they are unable to obtain. This would not align with the rationale of issuing an equity instrument which aligns with Shareholders' interests and nor does it benefit the Company's desire to preserve its cash reserves to advance its operational business plan.

Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided in relation to the issue of the Loyalty Options to Directors:

(a) each of the following Directors (or their Associate(s)) are entitled to the number of Loyalty Options set out opposite their name:

  (i) Peter Schubert – 322,580;
  (ii) Paul White – 246,851;
  (iii) Tim Dobson – 106,351;
  (iv) Jim McKerlie – 3,225;
  (v) Dr. Carmen Letton – 40,000; and
  (vi) Simon Wandke – 21,713.

(b) each of the above persons is a related party of the Company by virtue of being a Director;

(c) a summary of the material terms of the Loyalty Options is set out in Annexure B;

(d) the Loyalty Options will be issued on a date which will be no later than 1 month after the date of the Meeting unless otherwise extended by way of ASX granting a waiver to the Listing Rules;

(e) the Loyalty Options will be granted to each Director for nil cash consideration;

(f) as noted above, the Loyalty Options are not intended to remunerate or incentivise the Directors, but are instead being issued to acknowledge the loyalty shown by those Directors ' participation in the June Capital Raising (alongside other Shareholders who also participated in the June Capital Raising and who have also been issued with Loyalty Options);

(g) a voting exclusion statement applies to Resolutions 5 to 10 (inclusive) as set out in the Notice.

Related Party Transactions Generally

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

(a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

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For the purposes of Chapter 2E of the Corporations Act, each of the Directors is a related party of the Company.

Details of the financial benefit, including reasons for giving the type and quantity of the benefit

Section 210 of the Corporations Act provides that Shareholder approval is not required for the purposes of section 208 in circumstances where the financial benefit would be reasonable in the circumstances if the public company and the related party were dealing at arm's length or are less favourable to the related party than those terms.

Accordingly, Shareholder approval is not being sought for the purposes of section 208 of the Corporations Act on the basis that the offer of the Loyalty Options to the Directors are considered by the Board (in the absence of each Director regarding its respective Loyalty Options) to be reasonable in the circumstances as though the Company and the related party were dealing at arm's length because the financial benefit is being received by each Director on exactly the same terms as the other Shareholders who have received Loyalty Options. Accordingly, the exception in section 210 of the Corporations Act is considered to apply to Resolutions 5 to 10.

Having considered the Company's circumstances and the Directors' position with the Company, the Board (in the absence of each Director regarding their respective Loyalty Options) considers that the financial benefits conferred by the grant of the Loyalty Options to the Directors is appropriate as they:

(a) reflect the same benefit received by other Shareholders who participated in the June Capital Raising;

(b) are being granted in consideration for the subscription by each Director (and the other relevant Shareholders who subscribed) for new Shares under the June Capital Raising;

(c) further align the interests of the Directors with the Shareholders, as the exercise price represents a premium to the Company's recent trading price; and

(d) are provided to each Director in their capacity as Shareholders, and not as Directors,

and therefore, the **exception** in section 210 applies.

Board recommendation

The Board (with each Director abstaining from the Resolution of which they are the subject) recommends Shareholders vote in favour of each of Resolutions 5 to 10 on the basis that they are receiving the same benefit that other Shareholders in the same situation have received. The Chairman of the Meeting at the time that each Resolution is proposed intends to vote all undirected proxies in favour of each of Resolutions 5 to 10.

Resolution 11 – Ratification of Broker Options to Mahe Capital

Resolution 11 seeks shareholder approval for the purposes of Listing Rule 7.4 to ratify the issue of up to 2,050,000 Broker Options issued, and agreed to be issued, to Mahe Capital.

In connection with the Company's capital raising announced on 3 September 2024, the Company agreed to issue 1,200,000 Options to Mahe Capital in consideration for lead manager services performed by Mahe Capital up to the close of the September Capital Raising, and agreed to issue up to a further 850,000 Options in consideration for lead manager services still to be performed by Mahe Capital with respect to the ongoing shortfall offer following the September Capital Raising. The Broker Options were issued on the same terms as the attaching options issued to Shareholders participating in the September Capital Raising (a summary of which are set out in Appendix B). The Loyalty Options were offered under a supplementary prospectus to the Company's prospectus dated 3 September 2024. A total of up to 2,050,000 Broker options will be issued under the prospectus, with 1,200,000 Broker Options already issued on 2 October 2024.

The Broker Options are 'Equity Securities' for the purposes of the ASX Listing Rules. Listing Rule 7.1 generally limits the amount of Equity Securities that a listed entity can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities the entity had on issue at the start of that period. Any securities that are issued with shareholder approval do not count towards that 15% limit.

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Listing Rule 7.4 sets out the procedure and effect of shareholder approval of an issue of securities, or agreement to issue securities, and provides that where shareholders in general meeting ratify a previous issue of securities, or an agreement to issue securities, made without approval under Listing Rule 7.1, provided that the issue of securities does not breach ASX Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1.

By ratifying the prior issue of 1,200,000 Broker Options, and the agreement to issue up to a further 850,000 Broker Options, in accordance with Resolution 11, the Company will retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in ASX Listing Rule 7.1, without the requirement to obtain prior Shareholder approval. If Shareholders do not approve Resolution 11, then the Broker Options that have been issued, and may be issued, to Mahe Capital, in connection with the September Capital Raising will not be impacted, but the issue of the Broker Options will continue to utilise part of the Company's 15% placement capacity under ASX Listing Rule 7.1, meaning the Company will lose some of the flexibility to issue Equity Securities under ASX Listing Rule 7.1 during the 12 months after the date of issue of the Broker Options, should it choose to do so, or should that be necessary in connection with future transactions.

Information requirements

For the purposes of Listing Rule 7.5 the following information is provided in relation to Resolution 11:

(a) the Broker Options were issued, and agreed to be issued, to Mahe Capital, the lead manager and underwriter to the September Capital Raising;

(b) a total of 1,200,000 Broker Options have been issued, and up to a further 850,000 Broker Options have been agreed to be issued;

(c) the terms of the Broker Options are set out in Annexure B;

(d) 1,200,000 of the Broker Options were issued to Mahe Capital on 2 October 2024, and up to a further 850,000 Broker Options will be issued to Mahe Capital on a date that is no later than 3 months after the date of the Meeting;

(e) the Broker Options were issued for nil cash consideration;

(f) the Broker Options were issued, and agreed to be issued in consideration for lead manager services in connection with the September Capital Raising and the subsequent shortfall offer on the basis of one new Broker Option for every $2 raised under the September Capital Raising and the subsequent shortfall offer; and

(g) a voting exclusion statement with respect to Resolution 11 is set out in the Notice.

Board recommendation

The Board recommends Shareholders vote in favour of Resolution 11. The Chairman of the Meeting intends to vote all undirected proxies in favour of this Resolution.

Resolution 12 – Approval of Additional 10% Placement Capacity

Background

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

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% (**Listing Rule 7.1A Mandate**).

An 'eligible entity' means an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company is an eligible entity for these purposes as it is not included in the S&P/ASX 300 Index and as at 11 October 2024 has a current market capitalisation of approximately $20.8 million, being below the maximum $300 million threshold required for ASX Listing Rule 7.1A.

Resolution 12 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A.

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If this Resolution is passed and subject to compliance with the Listing Rules, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A during the period which is up to 12 months after the date of the Meeting, without any further Shareholder approval, which would be beneficial to the Company as it seeks further capital to continue its operational business plan.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities provided for in Listing Rule 7.1A and the Company will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1. This could limit the Company's future operational ambitions.

The number of Equity Securities which may be issued pursuant to the Listing Rule 7.1A Mandate

As at the date of this Notice, the Company has 115,351,173 Shares on issue. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Listing Rule 7.1A Mandate is a moving calculation and will be based on the formula set out in Listing Rule 7.1A.2 at the time of issue of the Equity Securities. That formula is:

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

where:

A is the number of Shares on issue 12 months immediately preceding the date of issue or agreement (**Relevant Period**):

(a) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exceptions 9, 16 or 17;

(b) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(i) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or

(ii) the issue of, or agreement to issue, the convertible securities was approved or taken under the Listing Rules to have been approved, under Listing Rules 7.1 or 7.4;

(c) plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(i) the agreement was entered into before the commencement of the Relevant Period; or

(ii) the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or 7.4;

(d) plus the number of fully paid Shares issued in the Relevant Period with approval of holders of Shares under Listing Rules 7.1 and 7.4;

(e) plus the number of partly paid Shares that become fully paid in the Relevant Period;

(f) less the number of fully paid Shares cancelled in the Relevant Period.

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

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement to issue has not been subsequently approved by Shareholders under Listing Rule 7.4.

Specific information required by Listing Rule 7.3A

The following information in relation to the approval under Listing Rule 7.1A is provided to Shareholders for the purposes of Listing Rule 7.3A:

(a) If the Resolution is passed, the Listing Rule 7.1A Mandate will be valid during the period from the date of the Annual General Meeting and will expire on the earlier of:

(i) the date that is 12 months after the date of the Annual General Meeting;

(ii) the time and date of the Company's next Annual General Meeting; and

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(iii) the time and date on which the Company receives approval by Shareholders for a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(b) The Equity Securities to be issued will be in an existing class of quoted securities and will be issued for cash consideration at an issue price per Equity Security of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in the class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within ten Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) Under Listing Rule 7.1A, the Company may only issue Equity Securities under the 10% placement capacity for cash consideration. The purpose of any issue would be set out to Shareholders at the time of such an issue. However, in general terms, the Company could issue Equity Securities under the 10% Placement Capacity to raise cash for exploration activities, as cash consideration for the acquisition of new assets (should suitable assets be found), administration costs and general working capital. The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A and 3.10.3 upon issue of any Equity Securities.

(d) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the Listing Rule 7.1A Mandate, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date the Listing Rule 7.1A Mandate was approved; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities.

The table below demonstrates the potential dilution of existing Shareholders in three differing scenarios.

Variable 'A' (refer above for calculation)		**Dilution**		
		$0.09 Issue Price at half the current market price	$0.18 Issue Price at 11 Oct 2024 market price	$0.36 Issue Price at double the current market price
Current Variable 'A' 115,351,173 Shares	Shares issued	11,535,117	11,535,117	11,535,117
	Funds raised	$1,038,161	$2,076,321	$4,152,642
	Dilution	10%	10%	10%
50% increase in current Variable 'A' 17,302,676 Shares	Shares issued	17,302,676	17,302,676	17,302,676
	Funds raised	$1,557,241	$3,114,482	$6,228,963
	Dilution	10%	10%	10%
100% increase in current variable 'A' 23,070,234 Shares	Shares issued	20,070,234	20,070,234	20,070,234
	Funds raised	$2,076,321	$4,152,642	$8,305,284
	Dilution	10%	10%	10%

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Note: *This table assumes:*

- No Options on issue are exercised before the date of the issue of the Equity Securities.
- The issue of Equity Securities under the Listing Rule 7.1A Mandate consists only of Shares. If the issue of Equity Securities includes quoted Options, for the purposes of the above table, it is assumed that those quoted Options are exercised into Shares for the purposes of calculating the voting dilution effect on existing Shareholders.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Listing Rule 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.
- 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, with approval under Listing Rule 7.1 or ratified under Listing Rule 7.4.
- This table does not set out any dilution pursuant to ratification under Listing Rule 7.4.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- Market price has been rounded to the nearest $0.01 for convenience.

(e) The identity of the persons to whom Shares will be issued is not yet known and will be determined on a case by case basis having regard to market conditions at the time of the proposed issue of Equity Securities and the Company's allocation policy, which involves consideration of matters including, but not limited to:

(i) the ability of the Company to raise funds at the time of the proposed issue of Equity Securities and whether the raising of any funds under such placement could be carried out by means of an entitlement offer, or a placement and an entitlements offer;

(ii) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of the proposed issue of Equity Securities;

(iii) the financial situation and solvency of the Company; and

(iv) advice from its professional advisers, including corporate, financial and broking advisers (if applicable).

The persons to whom Shares will be issued under the Listing Rule 7.1A Mandate have not been determined as at the date of this Notice but will not include related parties (or their Associates) of the Company.

(f) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 23 November 2023. During the 12 month period preceding the date of the Meeting, the Company has not issued Equity Securities under Listing Rule 7.1A.

Board recommendation

The Board recommends Shareholders vote in favour of Resolution 12. The Chairman of the Meeting intends to vote all undirected proxies in favour of this Resolution.

Resolution 13 – Renewal of proportional takeover provisions

Background

The Corporations Act permits a company to include in its constitution provisions (called proportional takeover provisions) requiring that a proportional or partial takeover offer (ie an offer for less than 100% of the shares but for the same proportion of each shareholder's shares) be approved by a majority of shareholders, before it may proceed. In effect, the approval of Resolution 13 will enable the Company to refuse to register shares acquired under a proportional takeover bid unless that bid is approved by a majority of shareholders.

The Company's Constitution currently contains provisions dealing with proportional takeover bids under Rule 15. Such a provision in a company's constitution has a sunset date of three years since it was last approved by Shareholders. Rule 15 in the Company's Constitution was last renewed by Shareholders at the Company's AGM in 2021, in which case it is due for renewal at this year's AGM.

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Section 648G of the Corporations Act

The following information is provided pursuant to section 648G of the Corporations Act.

(a) Operation of the proportional takeover provisions

If the proportional takeover provisions set out in Rule 15 of the Company's Constitution are renewed, the registration of a transfer of Shares acquired under a proportional takeover offer will be prohibited unless an approving resolution is passed by Shareholders in the Company in the manner provided in Rule 15 of the Company's Constitution.

The proportional takeover provisions do not apply to a full takeover bid for all of the Shareholders' Shares in the Company.

If the Company's existing proportional takeover provisions are renewed and a proportional takeover offer is subsequently made for Shares in the Company, the Directors must seek Shareholder approval by a majority vote to register transfers under the proportional takeover bid. The Shareholder approval can be obtained at a general meeting of Shareholders.

In either case, those Shareholders who are entitled to vote at the general meeting are the Shareholders (other than the bidder and its associates) who are recorded on the register of members at the end of the day on which the first of the takeover offers under the proportional takeover bid is made.

The resolution must be voted on at least 14 days before the last day of the offer period under the proportional takeover bid. The resolution will be passed if more than 50 percent of eligible votes are cast in favour of the approval. If no such resolution has been voted on at least 14 days before the last day of the bid period then a resolution to approve the registration of transfers under the bid is taken to have been passed.

If the resolution is not passed by a majority of the shares voted, then the offer will be deemed to be withdrawn and registration of any transfer of shares resulting from the offer will be prohibited. Acceptances will be returned and any contracts formed by acceptance will be rescinded. If the resolution is approved, transfers of shares to the bidder will be registered provided they comply with the other provisions of the Constitution.

If renewed, Rule 15 of the Company's Constitution will have effect for a further three year period commencing on the date of this Meeting.

(b) Current acquisition proposals

As at the day on which this Notice and Explanatory Memorandum is prepared, none of the Directors of the Company is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

(c) Advantages of proportional takeover provisions to Shareholders

Potential advantages to Shareholders of the renewal of proportional takeover provisions in the Company's Constitution are set out below:

(i) The proportional takeover provisions may enable Shareholders to act together and so avoid the coercion of Shareholders that might otherwise arise where they believe a partial offer is inadequate, but nevertheless accept through concern that a significant number of other Shareholders will accept.

(ii) The proportional takeover provisions may provide Shareholders with protection against being coerced into accepting a partial bid at a high premium where the bidder indicates its intention to mount a subsequent bid for the remaining shares at a much reduced price. This puts pressure on Shareholders to accept the initial bid in order to maximise their returns.

(iii) If a partial takeover bid is made, the proportional takeover provisions may make it more probable that a bidder will set its offer price at a level that will be attractive to at least a majority of Shareholders.

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(iv) The body of Shareholders may more effectively advise and guide the Directors' response to a partial takeover bid, and knowing the view of the majority of Shareholders may assist individual Shareholders to assess the likely outcome of the proportional takeover bid and to decide whether or not to accept an offer under the takeover bid.

(v) The proportional takeover provisions may make it more probable that any takeover bid will be a full bid for the entire shareholding of each Shareholder, so that Shareholders may have the opportunity of disposing of all their Shares rather than only a proportion.

(d) Disadvantages of the proportional takeover provisions to Shareholders

Potential disadvantages to Shareholders of the renewal of proportional takeover provisions in the Company's Constitution are set out below:

(i) By placing obstacles in the way of partial takeover bids, the proposal may tend to discourage partial takeover bids, thus reducing the opportunity for Shareholders to sell a portion of their shareholding.

(ii) It is possible that the existence of the proportional takeover provisions might have an adverse effect on the market value of the Company's Shares by making a partial takeover bid less likely thus reducing any takeover speculation element in the Share price.

(iii) An individual Shareholder who wishes to accept a proportional takeover bid will be unable to sell to the bidder unless a majority of Shareholders favour the proportional takeover scheme (which may be viewed as an additional restriction on the ability of individual Shareholders to deal freely in their Shares).

(iv) If a proportional takeover bid is made, the Company will incur the cost of calling a meeting of Shareholders.

(e) Advantages and disadvantages of the proportional takeover provisions for the Directors

Potential advantages and disadvantages to the Directors of the renewal of proportional takeover provisions in the Company's Constitution are set out below:

(i) If the Directors consider that a proportional takeover bid should be opposed, they will be assisted in preventing the bidder from securing control of the Company as the bidder will need a majority of votes to be cast in its favour by the independent Shareholders, before the bidder can succeed.

(ii) On the other hand, under the proportional takeover provisions, if a proportional takeover bid is received, the Directors must call a meeting to seek the Shareholders' views. The Directors must do so even if the Directors believe that the offer should be accepted.

(iii) At present, it is only the Directors who express any formal view on the adequacy or otherwise of a takeover bid, on behalf of the Company. Under the proportional takeover provisions the most effective view on a proportional takeover bid will become the view expressed by the vote of the Shareholders themselves, at the meeting.

(iv) The proportional takeover provisions may make it easier for the Directors to discharge their fiduciary and statutory duties as directors in the event of a proportional takeover bid.

(f) Reasons for proposing the Resolution

Having considered the advantages and disadvantages to Shareholders and the Directors, the Directors have decided to put this Resolution to Shareholders, to give Shareholders an opportunity to take advantage of the protections which the proportional takeover provisions offer, if a proportional takeover bid is made.

Board recommendation

The Board recommends Shareholders vote in favour of Resolution 13. The Chairman of the Meeting intends to vote all undirected proxies in favour of this Resolution.

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GLOSSARY

$ means Australian dollars.

Accounting Standards has the meaning given to that term in the Corporations Act.

Annual Report means the annual report of the Company for the year ended 30 June 2024.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Auditor means the Company's auditor from time to time (if any).

Auditor's Report means the report of the Auditor contained in the Annual Report for the year ended 30 June 2024.

ACDT means Australian central daylight saving time.

AEDT means Australian eastern daylight saving time.

Board means the Directors.

Broker Option means an Option issued to Mahe Capital on the terms set out in Annexure B.

Chair or **Chairman** means the individual elected to chair any meeting of the Company from time to time.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means Magnetite Mines Limited ABN 34 108 102 432.

Constitution means the Company's constitution, as amended from time to time.

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

Directors means the directors of the Company.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

FY25 means the financial year of the Company and its controlled entities ending on 30 June 2025.

June Capital Raising means the Company's capital raising announced on 20 June 2024.

Key Management Personnel has the meaning given to that term in the Accounting Standards.

Listing Rule 7.1A Mandate has the meaning given to it in the explanatory information for Resolution 12.

Listing Rules means the ASX Listing Rules.

Loyalty Option means an Option issued, or to be issued to certain Shareholders, on the terms set out in Annexure B.

LTI means long term incentive.

Mahe Capital means Mahe Capital Pty Ltd ACN 634 087 684

Meeting means the Annual General Meeting convened by the Notice.

Notice means this Notice of Annual General Meeting.

Option means an option to acquire a Share including the LTI options proposed to be granted and issued to Mr Dobson under Resolution 3.

Performance Right means a right exerciseable over a Share that is subject to certain performance conditions, including the STI performance rights to be granted and issued under Resolution 3.

Proxy Form means the proxy form accompanying the Notice.

Related Body Corporate has the meaning given to that term in the Corporations Act.

Relevant Period has the meaning given to it in the explanatory information for Resolution 12.

Remuneration Report means the remuneration report set out in the Annual Report for the year ended 30 June 2024.

Resolution means a resolution contained in the Notice.

Restricted Voter means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

September Capital Raising means the Company's capital raising announced on 3 September 2024.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

STI means short term incentive.

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

VWAP means the volume weighted average price of trading of the Shares on ASX.

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Annexure A – Managing Director Performance Rights and Options

Key Terms and Conditions of short term incentive Performance Rights

General Conditions

1. Each Performance Right will be issued for nil cash consideration.
2. Once vested, each Performance Right entitles the holder to subscribe for, and be allotted, one fully paid ordinary share in the Company.
3. Each Performance Right is exercisable following its vesting, by completing a notice in writing (**Exercise Notice**) stating the intention of the holder to exercise all or a specified number of vested Performance Rights held by the holder. The Exercise Notice must be received by the Company within 30 days of the Performance Rights vesting (**Expiry Date**). A Performance Right not exercised before the Expiry Date will lapse.
4. Subject to the Company being able to comply with all applicable laws, shares to be issued on exercise of a Performance Right will be allotted and issued not more than 14 days after the receipt of a properly executed Exercise Notice.
5. The Performance Rights are personal to the recipient and not assignable or transferable and will not be quoted on the ASX.
6. All shares issued upon exercise of the Performance Rights will rank *pari passu* in all respects with the Company's then issued fully paid ordinary shares. The Company will apply for official quotation by ASX of all shares issued upon exercise of the Performance Rights.
7. There are no participating rights or entitlements inherent in the Performance Right and the holder will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Performance Rights unless the Performance Rights are first exercised in accordance with these terms and conditions. If required by the ASX Listing Rules, the holder will be notified of the proposed issue in accordance with the ASX Listing Rules.
8. In the event of any reorganisation (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, the rights of the holder will be varied to the extent necessary to comply with, and as required by, the ASX Listing Rules at the time of the reorganisation.
9. If there is a bonus issue to the Company's shareholders prior to the Expiry Date, the rights of the holder will be varied to the extent necessary to comply with, and as required by, the ASX Listing Rules at the time of the bonus issue.
10. The Performance Rights are being issued to Mr Dobson under, and in accordance with, the relief provided under Division 1A of Part 7.12 of the Corporations Act.

Vesting Conditions - 'STI' Performance Rights

The 'STI' Performance Rights, set out below, have been determined as a percentage of the base salary and relate to the Performance Period 1 July 2024 to 30 June 2025. They are based on the Managing Director, Tim Dobson, achieving set 'Target' and 'Stretch' KPIs over that period. In particular, the number of 'STI' Performance Rights to be issued have been determined based on the following:

KPI	Percentage of Base Salary	Value of 'STI' Performance Rights	Number of 'STI' Performance Rights
Target	50%	$250,000	839,208
Stretch*	25%	$125,000	419,604
TOTAL	**-**	**$375,000**	**1,258,812**

*'Stretch' remuneration refers to the opportunity to achieve between 100% and 150% of 'Target' remuneration and will only apply where outstanding performance has been achieved.

The total number of 'STI' Performance Rights to be issued to Tim Dobson has been determined by dividing the value of the 'STI' Performance Rights to be awarded to Mr Dobson by the VWAP of the Shares over the 14 Trading Days up to, but excluding, 1 July 2024, being $0.2979.

The Board has determined the Target and Stretch KPIs in consultation, and agreement, with Mr Dobson. Those Target and Stretch KPIs are aligned to the Company's strategic pillars and performance parameters as follows:

Business Scorecard KPI	Weighting	Measure
Financial Discipline	20%	• Capital management • Cost control • Financial and performance measurement
Partnership & Collaboration	20%	• Secure strategic partner(s) for project development • Secure government support for project
Project Development	20%	• Progress project towards FID • Progress project approvals • Progress Native Title agreements • Progress land access agreements
Organisational Development	20%	• Establish project owners team and corporate support team • Implement personnel development plan
ESG Leadership	20%	• Implement "foresight" sustainability framework • Prepare for ESG reporting

The Target and Stretch KPIs for the Performance Rights will be measured over the period of 1 July 2024 to 30 June 2025 (**Performance Period**).

Following the end of the Performance Period, the Board will assess the extent to which the set KPIs have been met and the portion of the Performance Rights that will vest. Any Performance Rights that have not vested will automatically lapse.

The Board has the discretion to determine that the CEO STI Performance Rights vest prior to the end of the Performance Period and the discretion to modify the business scorecard outcome based on factors that are not specifically contemplated in the Business Scorecard, including shareholder and other stakeholders experience of the Company.

Key Terms and Conditions of long term incentive Options

The LTI Options have the following terms and conditions:

1. Each Option will be issued for nil cash consideration.
2. Each Option has an exercise price equal to a premium of 60% to the VWAP of the Shares measured over the 14 Trading Days up to, but excluding, the date of issue.
3. The Options are subject to the satisfaction of the following vesting conditions before 7.00pm (AEDT) on the date that is three years from the date of issue:
   (a) the volume weighted average price of the shares of the Company, over any 14-day period, exceeding the exercise price for the Options; and
   (b) the holder being an employee of the Company or a related body corporate at that time.
4. Each Option that vests entitles the holder to subscribe for, and to be allotted, one fully paid ordinary share in the Company, subject to payment of the exercise price of the Option.
5. The vested Options are exercisable at any time on or prior to 7.00pm (AEDT) on the date that is six years from the date of issue (**Expiry Date**) by completing a notice in writing (**Exercise Notice**) stating the intention of the holder to exercise all or a specified number of the vested Options held by the holder and delivering it to the Company accompanied by an Option certificate and a cheque made payable to the Company or electronic funds transfer for the exercise price for the Options being exercised. The Exercise Notice must be received by the Company before the Expiry Date. An Option not vested or exercised before the Expiry Date will lapse. An exercise of only some Options shall not affect the rights of the holder to the balance of the Options held by the holder.
6. Subject to the Company being able to comply with all applicable laws, shares to be issued on exercise of an Option will be allotted and issued not more than 14 days after the receipt of a properly executed Exercise Notice, and the exercise price for the Options being exercised.

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7. The Options are personal to the recipient and not assignable or transferable and will not be quoted on the ASX.
8. All shares issued upon exercise of the Options will rank *pari passu* in all respects with the Company's then issued shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of the Options.
9. There are no participating rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options unless the Options are first exercised in accordance with these terms and conditions. If required by the ASX Listing Rules, the holder will be notified of the proposed issue in accordance with the ASX Listing Rules.
10. In the event of any reorganisation (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, the rights of the holder will be varied to the extent necessary to comply with, and as required by, the ASX Listing Rules at the time of the reorganisation.
11. If there is a bonus issue to the Company's shareholders prior to the Expiry Date, the rights of the holder will be varied to the extent necessary to comply with, and as required by, the ASX Listing Rules at the time of the bonus issue.
12. The Options are being issued to Mr Dobson under, and in accordance with, the relief provided under Division 1A of Part 7.12 of the Corporations Act.

Valuation of the Options and the Monte Carlo simulation

A range of values for the Options has been determined using the Monte Carlo simulation, and based on the following key assumptions:

	Example 1	**Example 2 (being the actual closing share price on 10 October 2024)**	**Example 3**
Share price at assumed grant date	$0.1000	$0.1905	$0.3000
Valuation date	10-Oct-24	10-Oct-24	10-Oct-24
Assumed hurdle (14-dayVWAP x 160%)	$0.1600	$0.3048	$0.4800
Commencement of performance / vesting period	10-Oct-24	10-Oct-24	10-Oct-24
Performance measurement / vesting date	10-Oct-27	10-Oct-27	10-Oct-27
Expiry date	10-Oct-30	10-Oct-30	10-Oct-30
Life of instruments (Options) in years	6 years	6 years	6 years
Volatility	100%	100%	100%
Risk-free rate	3.758%	3.758%	3.758%
Dividend yield	Nil	Nil	Nil
Valuation per instrument Option)	$0.0687	$0.1451	$0.2117
Total valuation	$250,000	$250,000	$250,000
Number of instruments (Options)	3,637,837	1,723,046	1,180,801

Shareholders should note that the value of the Options may go up and down following their grant, depending on the valuation methodology used, and the movements in the value of the underlying Shares. The Board believes, having taken appropriate independent third party expert valuation advice on the matter, that the valuation, and the use of the Monte Carlo simulation, is appropriate in the circumstances. The Board does not propose to use any other valuation model in determining the number of Options to be granted to Mr Dobson under Resolution 3

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Additional key terms of Mr. Dobson's employment agreement

Commencement Date:	23 August 2022
Total Fixed Remuneration:	Base salary of A$500,000 per annum plus statutory superannuation. Remuneration to be reviewed annually.
'At risk' Remuneration:	The CEO will also receive a market standard 'at risk' incentive package as follows:
Short-Term Incentive:	A target of 50% of base salary granted in share rights adjusted by the Board depending on performance against key performance indicators.
Long-Term Incentive:	A target of 50% of base salary provided in share options subject to vesting conditions including Board review and signoff.
Termination of Employment:	• Six months' notice by either party or payment by the Company in lieu of notice; • Termination without notice for cause; • Post-employment restraints for a period of up to six months.

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Annexure B – Terms of the Loyalty Options and the Broker Options

The Loyalty Options and the Broker Options have the following terms and conditions:

1.1 Entitlement

Each Option entitles the holder to subscribe for 1 (one) Share upon exercise of the Option.

1.2 Exercise Price

Subject to Section 1.11, the amount payable upon the exercise of each Option will be $0.30 when exercised on or before the Expiry Date (**Exercise Price**).

1.3 Expiry Date

Each Option will expire at 5.00 pm (Sydney time) on or before the date that is 36 months after the date of issue of the Options or, where such date falls on a day that is not a Business Day, on the next Business Day (**Expiry Date**).

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

1.4 Exercise Period

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

1.5 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 holding statement (**Notice of Exercise**) and payment of the relevant Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

1.6 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 relevant Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

1.7 Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will, subject to compliance with all applicable laws and the ASX Listing Rules:

(a) 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;

(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

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

If a notice delivered under Section 1.7(b) 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.

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1.8 Shares issued on exercise

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

1.9 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.

1.10 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 first exercising the Options and being registered as a holder of the resulting Shares prior to the record date for the new issue of capital.

1.11 Change in Exercise Price

Subject to compliance with the ASX Listing Rules, 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.

1.12 Transferability

The Company will apply for the Options to be quoted on ASX. Subject to ASX approval of Official Quotation of the Options, the Options will be transferable subject to any restrictions imposed by ASX.

If the Options are not granted approval of Official Quotation by ASX, but the Company determines to proceed with an issue of Options, the Options will be personal to the holder and will not be transferable.

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MAGNETITE MINES

ABN 34 108 102 432

Need assistance?

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

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (ACDT) on Monday, 25 November 2024.**

Proxy Form

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How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

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

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 134399

SRN/HIN:

PIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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

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

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

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Magnetite Mines Limited hereby appoint

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Magnetite Mines Limited to be held at Torrens Room 2&3, Hotel Grand Chancellor, 65 Hindley Street, Adelaide SA 5000, on Wednesday, 27 November 2024 at 10:00am (ACDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which, in the case of Resolution 1, includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 3 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
1	Non-Binding Resolution to adopt Remuneration Report	☐	☐	☐
2	Re-election of Paul White as a Director	☐	☐	☐
3	Approval to issue Performance Rights and Options to Managing Director Tim Dobson	☐	☐	☐
4	Ratification of issue of Loyalty Options issued to shareholders	☐	☐	☐
5	Issue of Loyalty Options to Peter Schubert	☐	☐	☐
6	Issue of Loyalty Options to Paul White	☐	☐	☐
7	Issue of Loyalty Options to Tim Dobson	☐	☐	☐
8	Issue of Loyalty Options to Jim McKerlie	☐	☐	☐
9	Issue of Loyalty Options to Dr. Carmen Letton	☐	☐	☐
10	Issue of Loyalty Options to Simon Wandke	☐	☐	☐
11	Ratification of issue, and agreement to issue, Broker Options to Mahe Capital	☐	☐	☐
12	Approval of Additional 10% Placement Capacity	☐	☐	☐
13	Renewal of proportional takeover provisions in Constitution	☐	☐	☐

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

Step 3 Signature of Securityholder(s)

This section must be completed.

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

Update your communication details *(Optional)*

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

Mobile Number	Email Address

For personal use only