
JAVELIN MINERALS LIMITED
ACN 151 900 855
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00am
DATE: 29 November 2024
PLACE: 1202 Hay Street
WEST PERTH WA 6005

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00PM (WST) on 27 November 2024.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

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

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

3. RESOLUTION 2 – ELECTION OF DIRECTOR – ANDREW RICH

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

"That, for the purpose of clause 7.3(c) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Andrew Rich, a Director who was appointed casually on 6 August 2024, retires, and being eligible, is elected as a Director."

4. RESOLUTION 3 – ELECTION OF DIRECTOR – BRETT MITCHELL

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

"That, for the purpose of clause 7.3(c) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Brett Mitchell, a Director who was appointed casually on 29 February 2024, retires, and being eligible, is elected as a Director."

5. RESOLUTION 4 – ELECTION OF DIRECTOR – PEDRO KASTELLORIZOS

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

"That, for the purpose of clause 7.3(c) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Pedro Kastellorizos, a Director, retires by rotation, and being eligible, is re-elected as a Director."

6. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

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

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

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 100,000,000 Shares and 50,000,000 Options on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 7 – APPROVAL TO ISSUE SHARES IN CONSIDERATION FOR ACQUISITION OF EUREKA PROJECT

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 500,000,000 Shares to Delta (or its nominee), on the terms and conditions set out in the Explanatory Statement.”

9. RESOLUTION 8 – APPROVAL TO ISSUE SHARES AS DEFERRED CONSIDERATION FOR ACQUISITION OF EUREKA PROJECT

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 333,333,334 Shares to Delta (or its nominee), on the terms and conditions set out in the Explanatory Statement.”

10. RESOLUTION 9 – ADOPTION OF EMPLOYEE SECURITIES INCENTIVE PLAN

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

“That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to a maximum of 250,000,000 Securities under the employee incentive scheme titled Employee Incentive Securities Plan, on the terms and conditions set out in the Explanatory Statement.”

11. RESOLUTION 10 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – PEDRO KASTELLORIZOS

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 Company to issue 100,000,000 Performance Rights to Mr Pedro Kastellorizos (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

12. RESOLUTION 11 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – ANDREW RICH

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 Company to issue 150,000,000 Performance Rights to Mr Andrew Rich (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

13. RESOLUTION 12 – REPLACEMENT OF CONSTITUTION

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

“That, for the purposes of section 136(2) and section 648G of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes.”

14. RESOLUTION 13 – APPROVAL TO ISSUE OPTIONS TO BROKER

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 300,000,000 Broker Options to 708 Capital (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

15. RESOLUTION 14 – APPROVAL TO ISSUE SHARES UNDER TRANCHE 2 OF THE PLACEMENT

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 300,000,000 Shares, on the terms and conditions set out in the Explanatory Statement.”

16. RESOLUTION 15 – APPROVAL TO ISSUE OPTIONS UNDER THE PLACEMENT

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to 600,000,000 Options, on the terms and conditions set out in the Explanatory Statement.”

17. RESOLUTION 16 – RATIFICATION OF AGREEMENT TO ISSUE SHARES UNDER TRANCHE 1 OF THE PLACEMENT – LISTING RULE 7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue of 482,315,382 Shares on the terms and conditions set out in the Explanatory Statement.”

18. RESOLUTION 17 – RATIFICATION OF AGREEMENT TO ISSUE SHARES UNDER TRANCHE 1 OF THE PLACEMENT – LISTING RULE 7.1A

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue of 417,684,618 Shares on the terms and conditions set out in the Explanatory Statement.”

19. RESOLUTION 18 – APPROVAL TO ISSUE OPTIONS TO LEAD MANAGER OF THE PLACEMENT

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to 100,000,000 Options, on the terms and conditions set out in the Explanatory Statement.”

20. RESOLUTION 19 – APPROVAL TO ISSUE OPTIONS TO CORPORATE ADVISOR

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to 50,000,000 Options, on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statements

<p>Resolution 1 – Adoption of Remuneration Report</p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
<p>Resolution 9 – Adoption of Employee Securities Incentive Plan</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolutions 10 and 11 – Approval to issue r Performance Rights to Directors – Pedro Kastellorizos and Andrew Rich</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 10 to 11 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 10 to 11 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 10 to 11 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolution 6 – Ratification of prior issue of Shares and Options – Listing Rule 7.1	Any person who participated in the issue or an associate of that person or those persons.
Resolutions 7 and 8 – Approval to issue Shares in consideration for Acquisition of Eureka Project	Delta (or its nominee) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 9 – Adoption of Employee Securities Incentive Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolutions 10 and 11 – Approval to issue Performance Rights to Directors – Pedro Kastellorizos and Andrew Rich	Pedro Kastellorizos (with respect to Resolution 10) and Andrew Rich (with respect to Resolution 11), or their nominee(s), and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 13 – Approval to issue Options to Broker	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely 708 Capital Pty Ltd (or its nominee/s namely, Chieftain Securities)) or an associate of that person (or those persons).
Resolution 14 – Approval to issue Shares under Tranche 2 of Placement	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 15 – Approval to issue Options under the Placement	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 16 – Ratification of agreement to issue Shares under Tranche 1 of Placement – Listing Rule 7.1	Participants in Tranche 1 of the Placement or any other person who participated in the issue or an associate of that person or those persons.
Resolution 17 – Ratification of agreement to issue Shares under Tranche 1 of Placement – Listing Rule 7.1A	Participants in Tranche 1 of the Placement or any other person who participated in the issue or an associate of that person or those persons.
Resolution 18 – Approval to issue Options to Lead Manager of the Placement	Shaw and Partners (or its nominee/s) and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 19 – Approval to issue Options to Corporate Advisor	Pareto Capital Pty Ltd (or its nominee/s) and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on (08) 6316 2200.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

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

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.javelinminerals.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

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

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

2.2 Voting consequences

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

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

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

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

2.3 Previous voting results

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

3. RESOLUTION 2 – ELECTION OF DIRECTOR – ANDREW RICH

3.1 General

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

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

Mr Andrew Rich, having been appointed by other Directors on 6 August 2024 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Mr Rich is set out below.

Qualifications, experience and other material directorships	Mr Rich has 14 years' experience as a mining engineer and mine manager across gold and nickel projects in Australia. He has successfully led the delivery of three underground gold mining projects through construction and into production including Paddy's Flat (Westgold Resources Ltd) (ASX: WGX), Shannon Underground (Ramelius Resources Ltd) (ASX: RMS) and the Second Fortune Gold Project (Brightstar Resources Ltd) (ASX: BTR).
Term of office	Mr Rich has served as a Director since 6 August 2024.
Independence	If re-elected, the Board considers that Mr Rich will be an independent Director.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Rich.
Board recommendation	Having received an acknowledgement from Mr Rich that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Rich since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Rich) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

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

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

4. RESOLUTION 3 – ELECTION OF DIRECTOR – BRETT MITCHELL

4.1 General

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

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders

but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Brett Mitchell, having been appointed by other Directors on 29 February 2024 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Mr Mitchell is set out below.

Qualifications, experience and other material directorships	Mr Mitchell is an experienced corporate finance executive with over 25 years of experience in the venture capital and equity capital markets, leading transactions in the mining, energy, technology and life sciences sectors. He has been involved in the founding, financing and management of both private and publicly-listed companies, including recently as a director of ASX listed lithium developer Delta Lithium Ltd (ASX:DLI), the dual ASX-LSE listed medical cannabis company – MGC Pharmaceuticals Ltd (ASX:MXC), and is currently Executive Chairman of ASX uranium explorer Uvre Limited (ASX:UVA). Mr Mitchell is also a founder and director of Chieftain Securities Pty Ltd, a Perth based boutique corporate advisory and equity capital markets firm.
Term of office	Mr Mitchell has served as a Director since 29 February 2024.
Independence	If re-elected, the Board does not consider that Mr Mitchell will be an independent Director on account of his executive position within the Company.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Mitchell.
Board recommendation	Having received an acknowledgement from Mr Mitchell that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Mitchell since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Mitchell) recommend that Shareholders vote in favour of this Resolution.

4.2 Technical information required by Listing Rule 14.1A

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

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

5. RESOLUTION 4 – ELECTION OF DIRECTOR – PEDRO KASTELLORIZOS

5.1 General

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

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

Mr Pedro Kastellorizos, having been appointed by other Directors on 29 February 2024 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Mr Kastellorizos is set out below.

Qualifications, experience and other material directorships	Mr Kastellorizos has been a professional geologist with over 26 years' experience in the exploration, mining and the corporate sectors. He has worked within senior technical and executive board positions within Australia and London, with vast experience in commodities such as precious metals, battery metals, base metals, uranium, molybdenum, tungsten and industrial minerals. In 2009, Mr Kastellorizos was the founder of Genesis Resources Ltd (ASX: GES) along with other board positions including Managing Director in Eclipse Metals Ltd (ASX: EPM), Chief Executive Officer in MinRex Resources Ltd (ASX: MMR), Non-Executive Director in Batavia Mining Ltd (ASX: BTV), Non-Executive Director in Regency Mines Public Limited Company and groups Exploration Manager for Tennant Creek Gold Ltd and Thor Mining Public Limited Company.
Term of office	Mr Kastellorizos has served as a Director since 29 February 2024.
Independence	If re-elected, the Board considers that Mr Kastellorizos will be an independent Director.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Kastellorizos.
Board recommendation	Having received an acknowledgement from Mr Kastellorizos that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Kastellorizos since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Kastellorizos) recommend that Shareholders vote in favour of this Resolution.

5.2 Technical information required by Listing Rule 14.1A

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

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

6. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

6.1 General

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

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

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

6.2 Technical information required by Listing Rule 14.1A

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

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

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

6.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none">(a) the date that is 12 months after the date of this Meeting;(b) the time and date of the Company's next annual general meeting; and(c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none">(a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or(b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current or future assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration), the development of the Company's current business and general working capital.</p>
Risk of economic and voting dilution	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 25 October 2024.</p>

REQUIRED INFORMATION	DETAILS																																																	
	<p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.</p> <table border="1"> <thead> <tr> <th colspan="2"></th> <th colspan="4" style="background-color: #003366; color: white;">Dilution</th> </tr> <tr> <th colspan="2" rowspan="2" style="background-color: #e6f2ff;">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th> <th colspan="2" rowspan="2" style="background-color: #e6f2ff;">Shares issued – 10% voting dilution</th> <th colspan="2" style="background-color: #e6f2ff;">Issue Price</th> </tr> <tr> <th style="background-color: #e6f2ff;">\$0.002</th> <th style="background-color: #e6f2ff;">\$0.004</th> <th style="background-color: #e6f2ff;">\$0.008</th> </tr> <tr> <th colspan="2"></th> <th style="background-color: #e6f2ff;">50% decrease</th> <th style="background-color: #e6f2ff;">Issue Price</th> <th style="background-color: #e6f2ff;">50% increase</th> <th colspan="1"></th> </tr> <tr> <th colspan="2"></th> <th colspan="4" style="background-color: #e6f2ff;">Funds Raised</th> </tr> </thead> <tbody> <tr> <td style="background-color: #e6f2ff;">Current</td> <td style="background-color: #e6f2ff;">4,276,846,180 Shares</td> <td style="background-color: #e6f2ff;">427,684,618 Shares</td> <td style="background-color: #e6f2ff;">\$855,369</td> <td style="background-color: #e6f2ff;">\$1,710,738</td> <td style="background-color: #e6f2ff;">\$3,421,476</td> </tr> <tr> <td style="background-color: #e6f2ff;">50% increase</td> <td style="background-color: #e6f2ff;">6,415,269,270 Shares</td> <td style="background-color: #e6f2ff;">641,526,927 Shares</td> <td style="background-color: #e6f2ff;">\$1,283,053</td> <td style="background-color: #e6f2ff;">\$2,566,107</td> <td style="background-color: #e6f2ff;">\$5,132,215</td> </tr> <tr> <td style="background-color: #e6f2ff;">100% increase</td> <td style="background-color: #e6f2ff;">8,553,692,360 Shares</td> <td style="background-color: #e6f2ff;">855,369,236 Shares</td> <td style="background-color: #e6f2ff;">\$1,710,738</td> <td style="background-color: #e6f2ff;">\$3,421,476</td> <td style="background-color: #e6f2ff;">\$6,842,953</td> </tr> </tbody> </table> <p>*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.</p> <p>The table above uses the following assumptions:</p> <ol style="list-style-type: none"> There are currently 4,276,846,180 Shares on issue. The issue price set out above is the closing market price of the Shares on the ASX on 25 October 2024 (being \$0.004). The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting. <p>Shareholders should note that there is a risk that:</p> <ol style="list-style-type: none"> the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue. 							Dilution				Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution		Issue Price		\$0.002	\$0.004	\$0.008			50% decrease	Issue Price	50% increase				Funds Raised				Current	4,276,846,180 Shares	427,684,618 Shares	\$855,369	\$1,710,738	\$3,421,476	50% increase	6,415,269,270 Shares	641,526,927 Shares	\$1,283,053	\$2,566,107	\$5,132,215	100% increase	8,553,692,360 Shares	855,369,236 Shares	\$1,710,738	\$3,421,476	\$6,842,953
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Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of																																																	

REQUIRED INFORMATION	DETAILS
	<p>Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <ul style="list-style-type: none"> (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
<p>Previous approval under Listing Rule 7.1A.2</p>	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 30 November 2023 (Previous Approval).</p> <p>During the 12 month period preceding the date of the Meeting, being on and from 28 November 2023, the Company has not issued any Equity Securities pursuant to the Previous Approval.</p>
<p>Voting exclusion statement</p>	<p>As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A other than pursuant to the Placement, as disclosed in Section 13 of this Notice. Accordingly, a voting exclusion statement is not included in this Notice.</p>

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS – LISTING RULE 7.1

7.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4, for the issue of 100,000,000 Shares to professional and sophisticated investors on 25 July 2024, at an issue price of \$0.001 per Share, together with one free attaching Option for every two Shares subscribed for and issued (on the terms and conditions set out in Schedule 1), to raise \$100,000.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.1 above.

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

7.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

7.4 Technical information required by Listing Rule 14.1A

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

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

7.5 Technical information required by Listing Rule 7.7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who were identified by the Directors, through a detailed identification process. The Company confirms that more than 1% of the issued capital at the time of issue were issued to two participants being, Nameo Pty Ltd and Mr Alex Hewett.
Number and class of Securities issued	100,000,000 Shares and 50,000,000 Options were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Options were issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities were issued	25 July 2024.
Price or other consideration the Company received for the Securities	\$0.001 per Share and nil per Option as the Options were issued free attaching with the Shares on a one for two basis.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to raise capital, which the Company intends to use for: (a) the advancement of work programs on its existing assets; (b) review of new mining project opportunities; and (c) general working capital.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1. The issue was made pursuant to a customary application form between the Company and each investor.

8. RESOLUTIONS 7 AND 8 – APPROVAL TO ISSUE CONSIDERATION SHARES TO DELTA FOR ACQUISITION OF EUREKA PROJECT

8.1 Background to the Acquisition

On 25 October 2024, the Company announced that it had entered into a binding terms sheet (**Agreement**) with Delta Lithium Limited (ACN 107 244 039) (**Delta**) to acquire 100% of the issued share capital (**Acquisition**) of Delta's wholly owned subsidiary, Warriedar Mining Pty Ltd (ACN 641 982 096) (**Warriedar**).

Warriedar is the owner of the tenements set out in Schedule 2 (**Tenements**), which comprise the Eureka Gold Project. The Eureka Gold Project is located within a sequence of mafic

and ultramafic rocks forming part of the Kalgoorlie-Menzies sector of the Norseman to Wiluna Greenstone belt. The Tenements are located at the existing Eureka mine.

Subject to the satisfaction of the outstanding conditions precedent, the total consideration to be payable by the Company to the shareholders of Delta (or their nominee/s) for the Acquisition is:

- (a) \$1,500,000 in cash;
- (b) 500,000,000 Shares (**Settlement Shares**), which shall be subject to 12 months voluntary escrow from their date of issue; and
- (c) \$1,000,000 worth of Shares at a deemed issue price equal to the 10-day volume weighted average price (**VWAP**) up to and including the day prior to the relevant vesting date below (**Deferred Shares**), upon the achievement of the earlier of:
 - (i) recommencement of mining operations on one or more of the Tenements; and
 - (ii) the Company increasing the JORC compliant Inferred Mineral Resource across the Tenements to > 200,000 oz at a 0.5% g/t cut off,

provided that the relevant milestone has been satisfied within the earlier of 3 years of settlement of the Acquisition and 15 December 2027.

In the event that the 10-day VWAP in respect of the Deferred Shares calculated in accordance with paragraph (c) above is less than \$0.003 per Share at the relevant time, the Company has agreed to (at its election):

- (iii) seek refreshed Shareholder approval for the issue of up to \$1,000,000 worth of Shares to Delta (or its nominee/s) at a deemed issue price equal to the 10-day VWAP up to and including the day prior to the relevant vesting date above; or
- (iv) pay the \$1,000,000 in cash to Delta (or its nominee/s) into its nominated bank account.

The Company will issue the Deferred Shares to Delta (or its nominee/s) within 7 Business Days of the relevant milestone attaching to the Deferred Shares being achieved, or if a refreshed Shareholder approval is required (contemplated above), the Company will either:

- (v) pay the \$1,000,000 in cash to Delta (or its nominee/s) into its nominated bank account within 2 Business Days of the relevant milestone attaching to the Deferred Shares being achieved; or
- (vi) issue the Deferred Shares to Delta (or its nominee/s) within 7 Business Days of the refreshed Shareholder approval being obtained or, should any such resolution(s) not be passed by the requisite majority of Shareholders, pay the \$1,000,000 in cash to Delta (or its nominee/s) within 2 Business Days of such Shareholder meeting.

Any such refreshed Shareholder approval must be sought, and the relevant Shareholder meeting convened and held by the Company, as soon as practicable and within 3 months of the relevant milestone attaching to the Deferred Shares being achieved.

The balance of the material terms of the Acquisition are summarised in Schedule 3.

8.2 General

Resolution 7 seeks Shareholder approval for the issue of the Settlement Shares and Resolution 8 seeks Shareholder approval for the issue of the Deferred Shares, for the purposes of Listing Rule 7.1.

8.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.1 above.

Each of the proposed issues do not fall within any of the exceptions set out in Listing Rule 7.2 and exceed the 15% limit in Listing Rule 7.1. The proposed issues therefore require the approval of Shareholders under Listing Rule 7.1.

8.4 Technical information required by Listing Rule 14.1A

If Resolutions 7 and 8 are passed (and subject to the satisfaction of the other conditions precedent to the Acquisition), the Company will be able to proceed with the issues of Settlement Shares and Deferred Shares. In addition, the issues will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

As the passing of Resolutions 7 and 8 are conditions precedent to the Acquisition, if either of Resolutions 7 or 8 are not passed, the Company will not proceed with the issues of Settlement Shares and Deferred Shares and the applicable conditions precedent will not be satisfied. In such circumstances, the Company would need to seek to renegotiate the terms of the Acquisition, which may not result in the Acquisition proceeding.

8.5 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Settlement Shares and Deferred Shares will be issued to Delta (or its nominee/s).
Number of Securities and class to be issued	500,000,000 Settlement Shares will be issued pursuant to Resolution 7. The maximum number of Deferred Shares proposed to be issued pursuant to Resolution 8 is up to 333,333,334 Shares and will be calculated pursuant to section 8.1(c) of this Notice.
Terms of Securities	The Settlement Shares and Deferred Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Shares will be issued in the following manner: (a) Settlement Shares (Resolution 7): on settlement of the Acquisition. In any event, the Company will not issue any of the Settlement Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules); (b) Deferred Shares (Resolution 8): within 7 Business Days of achievement of either of the milestones set out section 8.1(c) and no later than 15 December 2027. The Company has been granted a waiver from ASX from the requirements of Listing Rule 7.3.4 to permit the Company to issue the Deferred Shares by no later than 15 December 2027.
Price or other consideration the Company will receive for the Securities	The Shares are being issued as consideration for the Acquisition.
Purpose of the issue, including the intended use of any funds raised by the issue	The Shares are being issued as consideration for the Acquisition. Accordingly, no funds will be raised from the issues of those Shares.
Summary of material terms of agreement to issue	The Settlement Shares and Deferred Shares are being issued pursuant to the Agreement, a summary of the material terms

REQUIRED INFORMATION	DETAILS
	of which is set out in section 8.1(c) above and in Schedule 3.
Voting exclusion statement	A voting exclusion statement applies to Resolutions 7 and 8.

8.6 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolutions 7 and 8. Additionally, each of the Directors intend to vote (or cause to be voted) each Share that they control in favour of Resolutions 7 and 8.

8.7 Dilutionary effect

The Company has prepared the following table to assist Shareholders with their understanding of how the Company's capital structure will be affected at various issue prices:

SHARES	NUMBER (\$0.003 ISSUE PRICE)	NUMBER (\$0.004 ISSUE PRICE)	NUMBER (\$0.005 ISSUE PRICE)	NUMBER (\$0.006 ISSUE PRICE)	NUMBER (\$0.007 ISSUE PRICE)
Shares currently on issue	4,276,846,180	4,276,846,180	4,276,846,180	4,276,846,180	4,276,846,180
Shares to be issued under the Placement Offer	1,200,000,000	1,200,000,000	1,200,000,000	1,200,000,000	1,200,000,000
Consideration Shares	500,000,000	500,000,000	500,000,000	500,000,000	500,000,000
Deferred Shares	333,333,334	250,000,000	200,000,000	166,666,667	142,857,143
Total	6,310,179,513	6,226,846,180	6,176,846,180	6,143,512,847	6,119,703,323

8.8 ASX Waiver

The Company has been granted a waiver from the requirements of ASX Listing Rule 7.3.4 to the extent necessary to permit the Company in its Notice seeking approval for the issue of up to 333,333,334 deferred consideration shares to Delta (or its nominee), not to state the Deferred Shares will be issued no later than 3 months from the date of Meeting on the following conditions:

- The milestones attaching to the Deferred Shares (**Milestones**) must not be varied.
- The Deferred Shares must be issued within 7 business days of achieving the applicable Milestone, and in any event, no later than 15 December 2027.
- The relevant terms and conditions of the Deferred Shares are fully and clearly set out in the Notice to ASX's satisfaction.
- The maximum number of Deferred Shares to be issued is capped at 333,333,334.
- Details regarding the dilutionary effect of the Deferred Shares on the Company's capital structure is included in the Notice to ASX's satisfaction.
- The terms of the waiver are clearly disclosed in the Notice to ASX's satisfaction.
- If any of the Milestones are achieved, the achievement of that Milestone and the basis on which JAV's directors determined that the Milestone has been achieved is announced to the market, along with the number of Deferred Shares issued.
- For any annual reporting period during which any of the Deferred Shares have been issued or any of them remain to be issued, the Company's annual report sets out the number of Deferred Shares issued in that annual reporting period, the number of Deferred Shares that remain to be issued and the basis on which the Deferred Shares may be issued.

9. RESOLUTION 9 – ADOPTION OF EMPLOYEE SECURITIES INCENTIVE PLAN

9.1 General

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 250,000,000 Securities under the employee incentive scheme titled “Employee Incentive Securities Plan” (**Plan**).

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

A summary of Listing Rule 7.1 is set out in Section 6.1 above.

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

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

9.2 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in 9.3 below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX’s opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company’s capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

9.3 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
Terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 4.
Number of Securities previously issued under the Plan	The Company has not issued any Securities under the Plan.
Maximum number of Securities proposed to be issued under the Plan	<p>The maximum number of Securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13), following Shareholder approval, is 250,000,000 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.</p> <p>The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related</p>

REQUIRED INFORMATION	DETAILS
	party is, in ASX's opinion, such that approval should be obtained.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

10. RESOLUTIONS 10 TO 11 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTORS – PEDRO KASTELLORIZOS AND ANDREW RICH

10.1 General

Resolutions 10 to 11 seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of:

- (a) 100,000,000 Performance Rights to Mr Pedro Kastellorizos (or his nominee), pursuant to Resolution 10; and
- (b) 150,000,000 Performance Rights to Mr Andrew Rich (or his nominee), pursuant to Resolution 11,

on the terms and conditions set out in Schedule 5.

10.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

Application to Resolution 10 – Mr Pedro Kastellorizos

The issue constitutes giving a financial benefit and Mr Kastellorizos is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Kastellorizos) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue, because the agreement to issue the Performance Rights, reached as part of the remuneration package for Mr Kastellorizos, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

Application to Resolution 11 – Mr Andrew Rich

The issue constitutes giving a financial benefit and Mr Rich is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Rich) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue, because the agreement to issue the Performance Rights, reached as part of the remuneration package for Mr Rich, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

10.3 Listing Rule 10.11

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

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,
- unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

10.4 Technical information required by Listing Rule 14.1A

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

If these Resolutions are not passed, the Company will not be able to proceed with the issue.

Resolutions 10 and 11 are independent of one another.

10.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The proposed recipients of the Performance Rights are set out in Section 10.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The number of Performance Rights to be issued under Resolutions 10 and 11 is set out in Section 10.1 above.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 5.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Performance Rights within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Performance Rights will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the recipients to motivate and reward their performance as Directors and to provide cost effective remuneration to the recipients, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the recipients.

REQUIRED INFORMATION	DETAILS
Remuneration package	<p><u>Resolution 10</u></p> <p>The current total remuneration package for Mr Kastellorizos is \$48,000, comprising of directors' fees. If the Performance Rights are issued, the total remuneration package of Mr Kastellorizos will increase by \$300,000 to \$348,000, being the value of the Securities of \$0.003 based on the Black Scholes methodology.</p> <p><u>Resolution 11</u></p> <p>The current total remuneration package for Mr Rich is \$48,000, comprising of directors' fees. If the Performance Rights are issued, the total remuneration package of Mr Rich will increase by \$450,000 to \$498,000, being the value of the Securities of \$0.003 based on the Black Scholes methodology.</p>
Summary of material terms of agreement to issue	The Performance Rights are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

11. RESOLUTION 12 – REPLACEMENT OF CONSTITUTION

11.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

This Resolution is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

A summary of the proposed material changes is set out in Section 11.2 below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website www.javelinminerals.com.au and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (08) 6316 2200. Shareholders are invited to contact the Company if they have any queries or concerns.

11.2 Summary of material proposed changes

Restricted securities (Clause 2.12)	The Proposed Constitution complies with the changes to Listing Rule 15.12 which took effect from 1 December 2019. As a result of these changes, ASX requires certain more significant holders of restricted securities and their controllers (such as related parties, promoters, substantial holders, service providers and their associates) to execute a formal escrow agreement in the form Appendix 9A. However, for less significant holdings (such as non-related parties and non-promoters), ASX permits the Company to issue restriction notices to holders of restricted securities in the form of Appendix 9C advising them of the restriction rather than requiring signed restriction agreements.
Minimum securities holding (Clause 3)	Clause 3 of the Constitution outlines how the Company can manage securityholdings which represent an "unmarketable parcel" of securities, being a securityholding that is less than \$500 based on the closing price of the Company's securities on ASX as at the relevant time.

	<p>The Proposed Constitution is in line with the requirements for dealing with “unmarketable parcels” outlined in the Corporations Act such that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their securityholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.</p> <p>Clause 3 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with unmarketable parcels.</p>
Joint holders (Clause 9.8)	<p>The ASX is considering replacement options for its Clearing House Electronic Subregister System (CHES). Due to complexities with the solution design, there is no current go-live date. To ensure compliance with any replacement CHES system, clause 9.8 of the Proposed Constitution provides that the number of registered joint holders of securities shall be as permitted under the Listing Rules and the ASX Settlement Operating Rules.</p>
Capital reductions (Clause 10.2)	<p>The Proposed Constitution now permits sales of unmarketable parcels to a sale nominee(s) as part of a capital reduction.</p>
Direct voting (clause 13)	<p>The Proposed Constitution includes a new provision which allows Shareholders to exercise their voting rights through direct voting (in addition to exercising their existing rights to appoint a proxy). Direct voting is a mechanism by which Shareholders can vote directly on resolutions which are to be determined by poll. Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting. In order for direct voting to be available, Directors must elect that votes can be cast via direct vote for all or any Resolutions and determine the manner appropriate for the casting of direct votes. If such a determination is made by the Directors, the notice of meeting will include information on the application of direct voting.</p>
Use of technology (Clause 14)	<p>The Proposed Constitution includes a new provision to permit the use of technology at general meetings (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.</p>

11.3 Insertion of partial (proportional) takeover provisions

Overview	<p>A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder’s shares.</p> <p>Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.</p> <p>In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.</p> <p>A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders).</p>
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	This Resolution will enable the Company to modify its Constitution by re-inserting proportional takeover provisions into the Proposed Constitution in the form of clause 37.
Effect of proposed proportional takeover provisions	Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.
Reasons for proportional takeover provisions	A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle and assist in ensuring that any partial bid is appropriately priced.
Knowledge of any acquisition proposals	As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.
Potential advantages and disadvantages of proportional takeover provisions	<p>The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.</p> <p>The potential advantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed; (b) assisting in preventing Shareholders from being locked in as a minority; (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid. <p>The potential disadvantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> (a) proportional takeover bids may be discouraged; (b) lost opportunity to sell a portion of their Shares at a premium; and (c) the likelihood of a proportional takeover bid succeeding may be reduced.
Recommendation of the Board	The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

12. RESOLUTION 13 – APPROVAL TO ISSUE OPTIONS TO BROKER

12.1 General

As announced on 3 June 2024, the Company received firm commitments from institutional, professional and sophisticated investors to undertake a placement (**June Placement**) to raise a total of approximately \$750,000 (before costs) through the issue of a total of 750,000,000 Shares at an issue price of \$0.001 per Share, together with one free-attaching quoted Option for every one Share subscribed for and issued under the June Placement. The securities issued pursuant to the June Placement were issued in two tranches, completed on 6 June 2024 and 25 July 2024.

In conjunction with the June Placement, the Company undertook a pro-rata renounceable rights issue of one new Share for every two Shares held by eligible shareholders in Australia and New Zealand, at an issue price of \$0.001 per Share, together with one free attaching new Option for every two Shares subscribed for and issued (**Entitlement Offer**). The Company raised a total of \$1,250,615 under the Entitlement Offer (including via subscriptions for shortfall).

On 29 May 2024, the Company entered into a mandate with 708 Capital Pty Ltd (AFSL 386279) (**708 Capital**), pursuant to which 708 Capital was engaged by the Company to act as lead manager to the Placement and the Entitlement Offer (**Lead Manager Mandate**). As part consideration for the services provided by 708 Capital, the Company agreed to issue 300,000,000 Options to 708 Capital (or its nominee/s) on the terms and conditions set out in Schedule 7 (**Broker Options**). The Company agreed to pay the following fees to 708 Capital:

- (a) a management fee of 2% of the gross proceeds raised under the Entitlement Offer and the June Placement;
- (b) a selling fee of 4% of the gross proceeds raised under the Entitlement Offer and the June Placement; and
- (c) 300,000,000 Broker Options.

The Company has also agreed that for a period of 12 months from the date of the Lead Manager Mandate, 708 Capital will be offered the opportunity to act as lead or joint lead manager for any further equity capital raisings which the Company proposes to undertake on terms which are consistent with the terms applicable to the June Placement and Entitlement Offer.

The issue of the Broker Options was approved by Shareholders at the Company's General Meeting held on 5 July 2024, for the purposes of Listing Rule 7.1.

A secondary offer of 300,000,000 Broker Options was included in the Company's Entitlement Offer prospectus dated 6 June 2024 (**Broker Offer**). As the Company intended to seek quotation for the Broker Options, the purpose of the Broker Offer was to cleanse the Broker Options (and any underlying Shares issued on exercise) for secondary sale.

On 18 October 2024, the Company issued 300,000,000 Broker Options to 708 Capital and its nominees, and applied for their quotation (ASX:JAVOA).

Section 723(3) of the Corporations Act provides that if an issuer states or implies in a disclosure document that the offered securities are to be quoted on a financial market, then the issuer must have: (a) applied to the financial market for permission to admit securities to quotation within seven days after the date of the disclosure document and (b) have the securities admitted to quotation within three months after the date of the disclosure document (**Quotation Condition**). As the Broker Options were not issued within three months of the date of the Entitlement Offer prospectus, the Quotation Condition was not met and, pursuant to section 723 of the Corporations Act, the issue of the Broker Options is void.

As a result, on 28 October 2024, the Company announced that it had cancelled the Broker Options that were previously issued on 18 October 2024.

Pursuant to this Resolution, the Company seeks Shareholder approval for the purposes of Listing Rule 7.1 to re-issue the Broker Options.

If Shareholder approval is received, the Broker Options are intended to be issued pursuant to a prospectus.

As summarised in Section 6.1, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Broker Options falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

12.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue. In such circumstances the Company may be required to re-negotiate payment terms under the Lead Manager Mandate which may require the Company to pay 708 Capital (or its nominee/s) additional cash fees.

12.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	708 Capital (or its nominee/s).
Number of Securities and class to be issued	The number of Broker Options to be issued will be 300,000,000.
Terms of Securities	The Broker Options will be issued on the terms and conditions set out in Schedule 7.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Broker Options within 10 Business Days of the Meeting. In any event, the Company will not issue any Broker Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Broker Options will be issued at a deemed issue price of \$0.00001 per Broker Option, in consideration for lead manager services provided by 708 Capital.
Purpose of the issue, including the intended use of any funds raised by the issue	The Broker Options will be issued as part consideration for services provided under the Lead Manager Mandate.
Summary of material terms of agreement to issue	The material terms of the Lead Manager Mandate are summarised in section 12.1 above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

13. BACKGROUND TO RESOLUTIONS 14 TO 17

On 25 October 2024, the Company announced it had received firm commitments from professional, sophisticated and institutional investors (**Placement Participants**) to raise \$3 million via the issue of a total of 1,200,000,000 Shares at an issue price of \$0.0025 per Share

(Placement). Completion of the Placement is a condition precedent to completion of the Acquisition.

The Shares under the Placement are proposed to be issued in two tranches:

- (a) **Tranche 1** – comprising a total of 900,000,000 Shares, to be issued pursuant to the Company's existing placement capacity under Listing Rules 7.1 (482,315,382 Shares) and 7.1A (417,684,618 Shares) on or about 1 November 2024. The Company is seeking to ratify the agreement to issue these Shares pursuant to Resolutions 16 and 17.
- (b) **Tranche 2** – comprising 300,000,000 Shares, to be issued subject to receipt of Shareholder approval under Resolution 14.

Placement Participants will also receive 1 free attaching Option (on the terms and conditions set out in Schedule 6) (**Placement Option**) for every 2 Shares subscribed for and issued under the Placement. The Placement Options will be issued subject to receipt of Shareholder approval under Resolution 15.

Shaw and Partners acted as lead manager to the Placement and will be paid a fee of 5% of the amount raised under the Placement and 100,000,000 Options (on the terms and conditions set out in Schedule 6), subject to receipt of Shareholder approval under Resolution 18.

Funds raised under the Placement will be applied as follows:

USE OF FUNDS	\$	%
Consideration payment	\$1,500,000	50%
Cost of raising	\$180,000	6%
Exploration activities at Bonaparte Project	\$93,000	3%
Exploration activities at Mt Ida Project	\$111,000	4%
Exploration activities at Coogee Gold Project	\$668,000	22%
Exploration activities at Eureka Gold Project	\$448,000	15%
Total	3,000,000	100.00%

14. RESOLUTION 14 – APPROVAL TO ISSUE SHARES UNDER TRANCHE 2 OF THE PLACEMENT

14.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 300,000,000 Shares under Tranche 2 of the Placement.

A summary of Listing Rule 7.1 is set out in Section 6.1 above.

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

14.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue in the manner described above. Since completion of the Placement is a condition precedent to the Acquisition, failure to pass this Resolution would necessitate renegotiation of the Acquisition terms and potentially jeopardise completion.

14.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Shares under Tranche 2 of the Placement will be issued to the Placement Participants, comprised of professional and sophisticated investors who were identified through a bookbuild process, which involved seeking expressions of interest to participate in the Placement from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	The number of Shares to be issued will be 300,000,000.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at an issue price of \$0.0025, raising a total of \$750,000 (before costs).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Shares is to raise capital, which the Company intends to apply in the manner set out in Section 13.
Summary of material terms of agreement to issue	The Shares will be issued pursuant to a customary broker application form. The terms of the application are summarised in Section 13.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

14.4 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 14. Additionally, each of the Directors intend to vote (or cause to be voted) each Share that they control in favour of Resolution 14.

15. RESOLUTIONS 15 – APPROVAL TO ISSUE OPTIONS UNDER THE PLACEMNET

15.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 600,000,000 Placement Options to Placement Participants, on the basis of 1 Placement Option for every 2 Shares subscribed for and issued under the Placement. The Placement Options will be issued on the terms and conditions set out in Schedule 6.

A summary of Listing Rule 7.1 is set out in Section 6.1 above.

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

15.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of Placement Options (and Shares issued on exercise of the Placement Options). In addition, the issue of Placement Options (and Shares issued on exercise of the Placement Options) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of Placement Options.

15.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Placement Options will be issued to the Placement Participants, comprised of professional and sophisticated investors who were identified through a bookbuild process, which involved seeking expressions of interest to participate in the Placement from non-related parties of the Company. The Placement Options will be issued on the basis of 1 Placement Option for every 2 Shares subscribed for and issued under the Placement
Number of Securities and class to be issued	The number of Placement Options to be issued will be 600,000,000.
Terms of Securities	The Placement Options have an exercise price of \$0.002 each and will expire on 31 December 2028 and will be issued on the terms and conditions set out in Schedule 6. The Shares to be issued on exercise of the Placement Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Placement Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Placement Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Placement Options will be issued for nil cash consideration, as they are free attaching to Shares issued under the Placement (on a 1 for 2 basis).
Purpose of the issue, including the intended use of any funds raised by the issue	No funds will be raised by the issue of Placement Options. The Placement Options were offered to attract investor participation in the Placement and, if exercised, will provide the Company with additional working capital.
Summary of material terms of agreement to issue	The Placement Options will be issued pursuant to a customary broker application form. The terms of the application are summarised in Section 13.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

15.4 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 15. Additionally, each of the Directors intend to vote (or cause to be voted) each Share that they control in favour of Resolution 15.

16. RESOLUTIONS 16 AND 17 – RATIFICATION OF AGREEMENT TO ISSUE SHARES UNDER TRANCHE 1 OF THE PLACEMENT - LISTING RULES 7.1 AND 7.1A

16.1 General

Resolutions 16 and 17 seek Shareholder ratification for the purposes of Listing Rule 7.4 for the agreement to issue an aggregate of 900,000,000 Shares, comprising 482,315,382 Shares agreed to be issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of Resolution 16) and 417,684,618 Shares agreed to be issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 17).

16.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 6.1 above.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase the 15% Listing Rule 7.1 limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 30 November 2023.

The agreement to issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the date of the agreement to issue.

16.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 or 7.1A. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the agreement to issue.

16.4 Technical information required by Listing Rule 14.1A

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

If these Resolutions are not passed, the agreement to issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

16.5 Technical information required by Listing Rule 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	<p>The Shares under Tranche 1 of the Placement are agreed to be issued to the Placement Participants, comprised of professional and sophisticated investors who were identified through a bookbuild process, which involved seeking expressions of interest to participate in the Placement from non-related parties of the Company.</p> <p>The Company confirms that no Material Persons were agreed to be issued more than 1% of the issued capital of the Company.</p>

REQUIRED INFORMATION	DETAILS
Number and class of Securities issued	900,000,000 Shares were agreed to be issued on the following basis: (c) 482,315,382 Shares were agreed to be issued under Listing Rule 7.1 (ratification of which is sought under Resolution 16); and (d) 417,684,618 Shares were agreed to be issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 17).
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	The agreement to issue the Shares was made on 24 October 2024 and the Shares are proposed to be issued on or about 1 November 2024.
Price or other consideration the Company received for the Securities	\$0.0025 per Share for Shares agreed to be issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A, raising a total of \$2,250,000 (before costs).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Shares is to raise capital, which the Company intends to apply in the manner set out in Section 13.
Summary of material terms of agreement to issue	The Shares will be issued pursuant to a customary broker application form. The terms of the application are summarised in Section 13.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The agreement to issue did not breach Listing Rule 7.1.

16.6 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolutions 16 and 17. Additionally, each of the Directors intend to vote (or cause to be voted) each Share that they control in favour of Resolutions 16 and 17.

17. RESOLUTIONS 18 – APPROVAL TO ISSUE OPTIONS TO LEAD MANAGER OF THE PLACEMENT

17.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 100,000,000 Options to Shaw and Partners (or its nominee/s), as part consideration for acting as lead manager to the Placement.

The Options will be issued on the terms and conditions set out in Schedule 6.

A summary of Listing Rule 7.1 is set out in Section 6.1 above.

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

17.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue in the manner described above and the Company will seek to agree an alternative form of compensation for Shaw and Partners.

17.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Shaw and Partners (or its nominee/s).
Number of Securities and class to be issued	The number of Options to be issued will be 100,000,000.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 6.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options are being issued as part consideration for services provided by Shaw and Partners as lead manager to the Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The Options are being issued as part consideration for services provided by Shaw and Partners as lead manager to the Placement.
Summary of material terms of agreement to issue	The Options will be issued pursuant to the lead manager engagement letter entered into with Shaw and Partners, the material terms of which are summarised in Section 13.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

18. RESOLUTIONS 19 – APPROVAL TO ISSUE OPTIONS TO CORPORATE ADVISOR

18.1 General

On 21 October 2024, the Company entered into an agreement with Pareto Capital Pty Ltd (**Pareto Capital**), pursuant to which Pareto Capital was engaged to provide general corporate advice and investor introductions in connection with the Acquisition and Placement (**Corporate Advisory Mandate**).

In consideration for these services, the Company has agreed to pay Pareto Capital (or its nominee):

- a success fee of 50,000,000 Options (on the terms and conditions set out in Schedule 6), payable on settlement of Tranche 2 of the Placement; and
- an introducer fee equal to 1% (excluding GST) of the total funds raised under the Placement, payable in Shares on settlement of Tranche 2 of the Placement, at a deemed issue price per Share equal to the issue price of the Placement (\$0.0025). These Shares will be issued pursuant to the Company's placement capacity under Listing Rule 7.1.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 50,000,000 Options to Pareto Capital (or its nominee/s) under the Corporate Advisory Mandate. The Options will be issued on the terms and conditions set out in Schedule 6.

A summary of Listing Rule 7.1 is set out in Section 6.1 above.

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

18.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue in the manner described above and the Company will seek to agree an alternative form of compensation for Pareto Capital.

18.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Pareto Capital (or its nominee/s).
Number of Securities and class to be issued	The number of Options to be issued will be 50,000,000.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 6.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options are being issued as part consideration for services provided by Pareto Capital under the Corporate Advisory Mandate.
Purpose of the issue, including the intended use of any funds raised by the issue	The Options are being issued as part consideration for services provided by Pareto Capital under the Corporate Advisory Mandate.
Summary of material terms of agreement to issue	The material terms of the Corporate Advisory Mandate are summarised in Section 18.1 above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 6.1.

Acquisition has the meaning given in Section 8.1.

Agreement has the meaning given in Section 8.1.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

CHESS means Clearing House Electronic Subregister System.

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

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

Company means Javelin Minerals Limited (ACN 151 900 855).

Conditions Precedent has the meaning given in Schedule 3.

Constitution means the Company's constitution.

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

Deferred Shares has the meaning given in Section 8.1.

Delta means Delta Lithium Limited (ACN 107 244 039).

Directors means the current directors of the Company.

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

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

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

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

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

Placement has the meaning given in Section 13.

Placement Option has the meaning given in Section 13.

Placement Participants has the meaning given in Section 13.

Plan has the meaning given in Section 9.1.

Previous Approval has the meaning given in Section 6.3.

Proposed Constitution has the meaning given in Section 11.1.

Proxy Form means the proxy form accompanying the Notice.

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

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

Section means a section of the Explanatory Statement.

Security means a Share, Option, Performance Right or Performance Share (as applicable).

Settlement Shares has the meaning given in Section 8.1.

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

Shareholder means a registered holder of a Share.

Spill Meeting has the meaning given in Section 2.2.

Spill Resolution has the meaning given in Section 2.2.

Tenements has the meaning given in Section 8.1.

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

VWAP has the meaning given in Section 8.1.

Warriedar means Warriedar Mining Pty Ltd (ACN 641 982 096).

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

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS (RESOLUTION 6)

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.002 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 31 December 2028 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

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

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

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

(h) **Shares issued on exercise**

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

(i) **Quotation of Shares issued on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

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

SCHEDULE 2 – WARRIEDAR TENEMENTS

TENEMENT	INTEREST	STATUS
L24/0234	100%	Granted
M24/0189	100%	Granted
M24/0584	100%	Granted
M24/0585	100%	Granted
M24/0586	100%	Granted
P24/5116	100%	Granted
P24/5548	100%	Granted
P24/5549	100%	Granted

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SCHEDULE 3 – MATERIAL TERMS OF THE DELTA BINDING TERMS SHEET

Conditions Precedent	<p>The Acquisition is subject to and conditional upon satisfaction of the following conditions (Conditions Precedent):</p> <ul style="list-style-type: none">(a) the Company completing a capital raising to raise a minimum of \$2,500,000 (before costs) pursuant to a placement of Shares to sophisticated and professional investors; and(b) the Company obtaining any and all Shareholder approvals required to undertake the issue of both the Settlement Shares and Deferred Shares (assuming compliance with the requirements of the ASX waiver dated 9 October 2024) for the purposes of Listing Rule 7.1.; <p>The Conditions Precedent must be satisfied on or before 5.00pm (WST) on the date that is 3 months after the date of execution of the Agreement,</p>
Consideration	<p>The total consideration to be payable by the Company for the Acquisition is as summarised in Section 8.1.</p>
Settlement	<p>Settlement will occur on the date which is 5 Business Days after the satisfaction of the Conditions Precedent.</p>
Board Changes	<p>Delta will have the right to nominate a director to the board of the Company, with effect from settlement of the Acquisition.</p>

SCHEDULE 4 – TERMS AND CONDITIONS OF THE COMPANY'S EMPLOYEE INCENTIVE SECURITIES PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below.

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Shares, Options, Performance Rights or other convertible securities (Securities).
Maximum number of Convertible Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b) – refer to Resolution 9 and Section 9.1). The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exemption 13(a)), following Shareholder approval, is 250,000,000 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	<p>A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).</p> <p>Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Restrictions on dealing with Convertible Securities	<p>Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>
Vesting of Convertible Securities	Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.
Forfeiture of Convertible Securities	<p>Convertible Securities will be forfeited in the following circumstance:</p> <ul style="list-style-type: none"> (a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the Group); (b) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (c) on the date the Participant becomes insolvent; or (d) on the Expiry Date, <p>subject to the discretion of the Board.</p>
Listing of Convertible Securities	Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.

<p>Exercise of Convertible Securities and cashless exercise</p>	<p>To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation to apply for Convertible Securities may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.</p> <p>Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
<p>Timing of issue of Shares and quotation of Shares on exercise</p>	<p>Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.</p>
<p>Restriction periods and restrictions on transfer of Shares on exercise</p>	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <ul style="list-style-type: none"> (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.
<p>Rights attaching to Shares on exercise</p>	<p>All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.</p>

Change of control	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), or the Board determines that such an event is likely to occur, any vested but unexercised or any unvested Convertible Securities must be exercised within 30 days of the change of control event. Any unexercised Convertible Securities will lapse. The Board may specify in the Invitation how the Convertible Securities will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary depending upon circumstances in which the Participant becomes a leaver and preserve some or all of the Board's discretion under this rule.
Participation in entitlements and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Amendment of Plan	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
Plan duration	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

SCHEDULE 5 - TERMS AND CONDITIONS OF DIRECTOR PERFORMANCE RIGHTS

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

(a) **Vesting Conditions**

The Performance Rights shall vest as follows:

Class A: upon the holder being engaged continuously in the position of Director from the date of issue to 31 December 2024;

Class B: upon the Company achieving a volume weighted average market price of Shares of 20 consecutive trading days on which the Shares have been trading on the ASX of at least \$0.006 and the Company publishing total JORC mineral resources (minimum inferred category) of 350,000oz Au at a cut off grade of 0.5g/t or higher across its tenements; and

Class C: the Company announcing to the ASX that it has recommenced mining operations on one or more of the tenements comprising either of (i) the Cogee Gold Project or (2) the Eureka Gold Project,

(each, a **Vesting Condition**).

(b) **Notification to holder**

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

(c) **Conversion**

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

(d) **Expiry Date**

Each Performance Right shall otherwise expire on or before the date that is 5 years from the date of issue (**Expiry Date**). If the relevant Vesting Condition attached to the Performance Right has been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.

(e) **Consideration**

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

(f) **Share ranking**

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

(g) **Application to ASX**

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

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

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

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

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the Official List of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights.

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

(i) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(j) **Participation in new issues**

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

(k) **Reorganisation of capital**

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

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

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

(m) **Dividend and voting rights**

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

(n) **Change in control**

Subject to paragraph (o), upon:

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

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

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

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

General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

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

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

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

(q) **Rights on winding up**

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

(r) **ASX Listing Rule compliance**

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

(s) **No other rights**

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

SCHEDULE 6 – TERMS AND CONDITIONS OF OPTIONS (RESOLUTIONS 15 AND 18)

- (a) **Entitlement**
- Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price**
- Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.004 (**Exercise Price**).
- (c) **Expiry Date**
- Each Option will expire at 5:00 pm (WST) on the date that is 2 years following the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period**
- The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise**
- The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date**
- A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise**
- Within five Business Days after the Exercise Date, the Company will:
- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- If a notice delivered under g(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- (h) **Shares issued on exercise**
- Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (i) **Quotation of Shares issued on exercise**
- Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

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

SCHEDULE 7 – TERMS AND CONDITIONS OF OPTIONS (RESOLUTION 13)

The following is a summary of the terms and conditions of the Options being offered pursuant to the Placement:

- (a) **Entitlement**
- Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.
- (b) **Exercise Price**
- Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.002 (**Exercise Price**)
- (c) **Expiry Date**
- Each Option will expire at 5:00pm (WST) on 31 December 2028 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period**
- The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise**
- The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date**
- A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise**
- Within 5 Business Days after the Exercise Date, the Company will:
- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- (h) **Shares issued on exercise**
- Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

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

Your proxy voting instruction must be received by **11.00am (AWST) on Wednesday, 27 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

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Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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