



ASX Announcement
3 February 2025

Notice of General Meeting to be held Tuesday 11 March 2025

Legacy Minerals Holdings Limited ABN 43 650 398 897 (ASX Code: LGM) (“**Company**” or “**Legacy Minerals**”)

Following is the Legacy Minerals Notice of General Meeting and Proxy, for a general meeting to be held, in person, in the Vintage Room, Level 5, 89 Macquarie Street, Sydney NSW 2000 on Tuesday, 11 March 2025 at 11.00am AEDT.

The Notice of General Meeting includes detailed information about how the Company’s shareholders can attend and participate in the general meeting, including how to lodge a proxy and vote.

Copies of all meeting related material, including the Notice of General Meeting, are available to download from the Company’s website and the Company’s ASX market announcements platform.

This market announcement has been authorised for release to the market by the CEO & Managing Director of Legacy Minerals Holdings Limited.

For more information:

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CEO & Managing Director

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About Legacy Minerals

Legacy Minerals is an ASX-listed public company that has been acquiring and exploring gold, copper, and base-metal projects in NSW since 2017. The Company has nine projects that present significant discovery opportunities for shareholders.

<p>Au-Ag Black Range (EL9464, EL9589)</p> <p>Extensive low-sulphidation, epithermal system with limited historical exploration. Epithermal occurrences across 30km of strike.</p>	<p>Cu-Au Drake (EL6273, EL9616, EL9727, ALA75)</p> <p>Large caldera (~150km²) with similar geological characteristics to other major pacific rim low-sulphidation deposits.</p>
<p>Cu-Au Rockley (EL8926)</p> <p>Prospective for porphyry Cu-Au and situated in the Macquarie Arc Ordovician host rocks with historic high-grade copper mines that graded up to 23% Cu.</p>	<p>Au-Cu (Pb-Zn) Cobar (EL9511) Helix JV</p> <p>Undrilled targets next door to the Peak Gold Mines. Several priority geophysical anomalies and gold in lag up to 1.55g/t Au.</p>
<p>Au-Ag Bauloora (EL8994, EL9464) Newmont JV</p> <p>One of NSW's largest low-sulphidation, epithermal systems with a 27km² epithermal vein field.</p>	<p>Au Harden (EL9657)</p> <p>Large historical high-grade quartz-vein gold mineralisation. Drilling includes 3.6m at 21.7g/t Au 116m and 2m at 17.17g/t Au from 111m.</p>
<p>Cu-Au Glenlogan (EL9614) S2 Resources JV</p> <p>Large, undrilled magnetic anomaly underneath Silurian cover located 55kms from Cadia Valley.</p>	<p>Au-Cu Fontenoy (EL8995) Earth AI JV</p> <p>Significant PGE, Au and Cu anomalism defined in soil sampling and drilling. Significant drill intercepts include 120m @ 0.3g/t PGE from 298, and 79m at 0.27% Cu from 1.5m.</p>

Cu-Au Thomson (EL9190, EL9194, EL9728)

Prospective for intrusion-related gold and copper systems the project contains numerous 'bullseye' magnetic and gravity anomalies that remain untested.

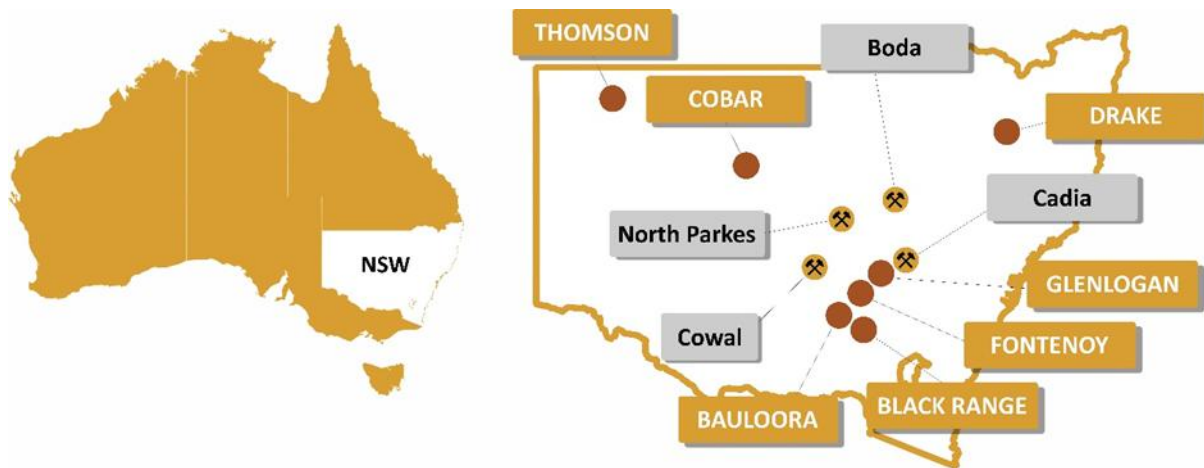


Figure 1: Location of Legacy Minerals' Projects in NSW, Australia, and major mines and deposits

PREVIOUSLY REPORTED INFORMATION

Information in this announcement is extracted from reports lodged as market announcements available on the Company's website <https://legacyminerals.com.au/>. The Company confirms that it is not aware of any new information that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed.

Legacy Minerals Holdings Limited
ABN 43 650 398 897

Notice of General Meeting

Notice is given that a general meeting of the Company (**Meeting**) will be held at:

Time 11:00am (AEDT)
Date Tuesday, 11 March 2025
Place Vintage Room, Level 5, 89 Macquarie Street
Sydney NSW 2000

Important: This Notice is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant or other professional adviser.

Notice of General Meeting

Notice is given that the general meeting of Legacy Minerals Holdings Limited ACN 650 398 897 (**Company**) will be held at 11:00am (AEDT) on Tuesday, 11 March 2025 at the Vintage Room, Level 5, 89 Macquarie Street, Sydney NSW 2000.

Agenda

1 Resolutions 1(a) and (b) – Ratification of issue of Tranche 1 Placement Shares

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of an aggregate of 10,800,002 Tranche 1 Placement Shares at \$0.15 per Share, as follows:

(a) 254,503 Tranche 1 Placement Shares under Listing Rule 7.1; and

(b) 10,545,499 Tranche 1 Placement Shares under Listing Rule 7.1A,

as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue of the Tranche 1 Placement Shares or a counterparty to the agreement being approved, or any of their respective associates.

2 Resolution 2 – Ratification of issue of Strategic Placement Shares

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,625,000 Strategic Placement Shares at \$0.20 per Share under Listing Rule 7.1, as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue of the Strategic Placement Shares or a counterparty to the agreement being approved, or any of their respective associates.

3 Resolution 3 – Ratification of issue of SPP Shortfall Shares

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 493,282 SPP Shortfall Shares at \$0.15 per Share under Listing Rule 7.1, as described in the Explanatory Statement."

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Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue of the SPP Shortfall Shares or a counterparty to the agreement being approved, or any of their respective associates.

4 Resolution 4 – Approval to issue Director Placement Securities

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

"That, pursuant to and in accordance Listing Rule 10.11 and for all other purposes, Shareholders approve the proposed issue of 366,660 Director Placement Shares and 183,330 Director Placement Options to Mr David Carland (or his nominees) as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Mr David Carland (and his nominees), or any of his respective associates.

5 Resolution 5 – Approval to issue Tranche 1 Placement Options

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 5,400,018 Tranche 1 Placement Options to the Tranche 1 Placement Participants as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Tranche 1 Placement Participants (or their respective nominees) or any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Tranche 1 Placement Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

6 Resolution 6 – Approval to issue Strategic Placement Options

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 812,500 Strategic Placement Options as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Fleet Fund (or its nominees) or any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Strategic Placement Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

7 Resolution 7 – Approval to issue SPP Options to SPP Unrelated Parties

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 3,003,366 SPP Options under the SPP Offer as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the SPP Unrelated Parties (or their respective nominees) or any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of SPP Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

8 Resolution 8(a), (b) and (c) – Approval to issue SPP Options to SPP Related Parties

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 83,335 SPP Options under the SPP Offer, as follows:

- (a) 33,334 SPP Options to C & A Byrne Pty Limited (a controlled entity of Christopher Byrne, or his nominees);
- (b) 33,334 SPP Options to T and M Wall Pty Ltd (a controlled entity of Matthew Wall or Thomas Wall, or their nominees); and
- (c) 16,667 SPP Options to Bella Investments (NSW) Pty Limited (a controlled entity of Matthew Wall or Thomas Wall, or their nominees),

as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of: (a) Resolution 8(a) by or on behalf of C & A Byrne Pty Limited, Mr Christopher Byrne (and his nominees), or any of their respective associates; (b) Resolution 8(b) by or on behalf of T and M Wall Pty Ltd, Mr Matthew Wall and Mr Thomas Wall (and their respective nominees), or any of their respective associates; and (c) Resolution 8(c) by or on behalf of Bella Investments (NSW) Pty Limited, Mr Matthew Wall and Mr Thomas Wall (and their respective nominees), or any of their respective associates.

9 Resolution 9 – Approval to issue SPP Shortfall Options

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 246,655 SPP Shortfall Options under the SPP Shortfall Offer to the Underwriter (or its nominees) as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Underwriter (or its nominees) or any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of SPP Shortfall Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

10 Resolution 10 – Approval to issue Underwriter Options

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 3,333,333 Underwriter Options to the Underwriter (or its nominees) as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Underwriter (or its nominees) or any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Underwriter Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

11 Resolution 11 – Approval to issue Lead Manager Options

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 4,000,000 Lead Manager Options to the Joint Lead Managers (or their respective nominees) as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Joint Lead Managers (and their respective nominees) or any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue of Lead Manager Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

Voting exclusions and exceptions

Where a voting exclusion and/or voting prohibition applies to a Resolution, it is set out below the relevant Resolution. The voting exclusions and/or voting prohibitions (as applicable) for the following Resolutions are subject to the exceptions stated in the table below (as applicable).

Resolution	Exceptions
1(a), 1(b), 2, 3, 4, 5, 6, 7, 8(a), 8(b), 8(c), 9, 10 and 11	<p>The voting exclusion does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; (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 Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (i) the beneficiary provides written confirmation to the Shareholder 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 Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Voting entitlements

The Company has determined that, in accordance with section 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered

holders at 5:00pm (AEDT) on 9 March 2025. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting instructions

- (a) Votes at the Meeting may be given personally or by proxy, attorney or representative.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The Proxy Form sent with this Notice should be used for the Meeting.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.
- (e) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
- (f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.
- (g) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the Company in accordance with this Notice or handed in at the Meeting when registering as a corporate representative.
- (h) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.
- (i) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company's share registry, Automic:
- (i) by post to Automic, GPO Box 5193, Sydney, NSW 2001;
 - (ii) online by scanning the QR code in the Proxy Form;
 - (iii) lodge the Proxy Form online at <https://investor.automic.com.au/#/loginsah> following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form;
 - (iv) by email to meetings@automicgroup.com.au;
 - (v) in person at Automic, Level 5, 126 Phillip Street, Sydney NSW 2000; or
 - (vi) by facsimile to +61 2 8583 3040,
- so that they are received no later than 48 hours before the commencement of the Meeting.
- (j) The Chair intends to exercise all available proxies in favour of a// Resolutions, unless the Shareholder has expressly indicated a different voting intention.

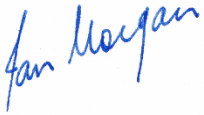
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Document components

This document includes this Notice and the accompanying Explanatory Statement and Proxy Form.

Authorisation

By order of the Board.



Ian Morgan
Company Secretary

3 February 2025

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Explanatory Statement

This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

The Explanatory Statement forms part of the Notice which should be read in its entirety. The Explanatory Statement contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Statement includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

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

1 General

In accordance with section 110D of the Corporations Act, this Notice and Explanatory Statement are being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, other than to any Shareholder who has elected to receive notices of meeting in hard copy only pursuant to section 110E, or who otherwise requests a hard copy of this Notice at least 48 hours before the Meeting.

The Notice can be viewed online and downloaded via:

- (a) the Company's website at <https://legacyminerals.com.au/>;
- (b) the Company's ASX platform at <https://www.asx.com.au/markets/company/LGM/>; or
- (c) if the Shareholder has nominated an email address and has elected to receive electronic communications from the Company, the link sent by the Company to the Shareholder's nominated email address.

2 Background to Resolutions

2.1 Placement

On 2 December 2024, the Company announced that it had received binding commitments for a placement of Shares to raise \$2,000,000 (before costs) to be issued by the Company with one (1) free-attaching New Option (on the terms and conditions set out in Schedule 2) for every two (2) Shares issued under the placement (**Placement**).

The Placement comprises:

- (a) 10,800,002 Shares at an issue price of \$0.15 per Share which were issued to unrelated professional and sophisticated investors out of the Company's existing Listing Rule 7.1 and 7.1A capacities to raise \$1,620,001 (before costs), and, subject to shareholder approval, the proposed issue of 5,400,018 free-attaching New Options (**Tranche 1 Placement**);
- (b) a further 366,660 Shares at an issue price of \$0.15 per Share, together with 183,330 free-attaching New Options (together, the **Director Placement Securities**), proposed to be issued to Mr David Carland (or his nominee), a Director, subject to shareholder approval, to raise a further \$54,999 (before costs) (**Tranche 2 Placement**); and
- (c) 1,625,000 Shares at an issue price of \$0.20 per Share which have been issued to Fleet Fund out of the Company's existing Listing Rule 7.1 capacity to raise \$325,000 (before

costs), and, subject to shareholder approval, the proposed issue of 812,500 free-attaching New Options (**Strategic Placement**).

On 6 December 2024, the Company issued an aggregate of 12,425,002 Shares to the unrelated participants pursuant to the Tranche 1 Placement and Strategic Placement out of the Company's available placement capacity under Listing Rules 7.1 and 7.1A. The Director Placement Securities to be issued pursuant to the Tranche 2 Placement are the subject of Resolution 4.

As set out above, the Tranche 1 Placement and Strategic Placement includes the issue of an aggregate of 6,212,518 free-attaching quoted New Options issued on the same terms and conditions as the Company's existing quoted options under the ASX code LGMO and otherwise as set out in Schedule 2. The Tranche 1 Placement Options and Strategic Placement Options are the subject of Resolutions 5 and 6 (respectively).

As set out above, the Tranche 2 Placement includes the issue of 183,330 free-attaching quoted New Options issued on the same terms and conditions as the Company's existing quoted options under the ASX code LGMO and otherwise as set out in Schedule 2. The Tranche 2 Placement Options are the subject of Resolution 4.

The Company engaged Bell Potter and Cumulus as joint lead managers to the Placement (**Joint Lead Managers**). The Joint Lead Managers will receive a cash fee of 6% of funds raised under the Placement and 4,000,000 Lead Manager Options as partial consideration for lead manager services provided with respect to the Placement (refer to Resolution 11 for further details).

2.2 Securities Purchase Plan

On 2 December 2024, the Company announced that it proposed to offer Eligible Shareholders the opportunity to apply, pursuant to a securities purchase plan (**SPP**), for (together, the **SPP Offer**):

- (a) up to \$30,000 worth of Shares each, at an issue price of \$0.15 per Share to raise \$1,000,000 (before costs) through the issue of 6,666,667 Shares (**SPP Shares**) (with the ability for the Directors to accept oversubscriptions in their sole and absolute discretion); and
- (b) subject to shareholder approval, one (1) free-attaching New Option (on the terms and conditions in Schedule 2) for every two (2) Shares issued under the SPP Offer (**SPP Options**).

The SPP Offer opened on 9 December 2024 and closed on 20 December 2024. Shareholders subscribed for an aggregate of 6,173,385 Shares, together with 3,086,701 free-attaching New Options, pursuant to the SPP Offer raising approximately \$926,008. Christopher Byrne, Matthew Wall and Thomas Wall each participated in the SPP Offer through their controlled entities (**SPP Related Parties**) and subscribed for an aggregate of \$25,000 worth of SPP Shares. The issues of free-attaching SPP Options to the SPP Related Parties are the subject of Resolutions 8(a) to (c).

The 6,173,385 Shares subscribed for under the SPP Offer were issued on 24 December 2024 pursuant to Listing Rule 7.2 (Exception 5) or Listing Rule 10.12 (Exception 4) in respect of Director participation and did not utilise any of the Company's placement capacity under Listing Rule 7.1 or 7.1A. The issue of 3,086,701 SPP Options is subject to shareholder approval (refer to Resolutions 7, 8(a), 8(b) and 8(c) for further details).

The Company engaged the services of the Underwriter to fully underwrite the SPP Offer for which the Underwriter (or its nominees) is entitled to be issued up to 3,333,333 Underwriter Options as partial consideration for the underwriting services (refer to Resolution 10 for further details).

Approximately \$73,992 was subscribed for by the Underwriter (or its nominees) as SPP Shortfall Shares under the Underwriting Agreement, resulting in 493,282 SPP Shares (**SPP Shortfall Shares**) being issued to the Underwriter (or its nominees) on 10 January 2025 under the Company's existing placement capacity under Listing Rule 7.1. The issue of 246,655 SPP Options (**SPP Shortfall Options**) to the Underwriter (or its nominees) is subject to shareholder approval (refer to Resolution 9 for further details).

2.3 Details of movements in Equity Securities

Date Issued	Resolution Details	Resolution Number	Price \$	Shares Number	Options Number	Equity Securities Number
	Equity Securities on issue prior to Strategic Placement and SPP Offer			105,454,997	23,235,645	128,690,642
6 December 2024	Ratification of issue of Tranche 1 Placement Shares - Listing Rule 7.1	1(a)	\$0.15	254,503	-	254,503
6 December 2024	Ratification of issue of Tranche 1 Placement Shares - Listing Rule 7.1A	1(b)	\$0.15	10,545,499	-	10,545,499
6 December 2024	Ratification of issue of Strategic Placement Shares	2	\$0.20	1,625,000	-	1,625,000
24 December 2024	Issue of SPP Shares under the SPP Offer		\$0.15	6,173,385	-	6,173,385
10 January 2025	Ratification of issue of SPP Shortfall Shares	3	\$0.15	493,282	-	493,282
	Equity Securities on issue at the date of the Notice			124,546,666	23,235,645	147,782,311
	Approval to issue Director Placement Securities	4	\$0.15	366,660	183,330	549,990
	Approval to issue Tranche 1 Placement Options	5		-	5,400,018	5,400,018
	Approval to issue Strategic Placement Options	6		-	812,500	812,500
	Approval to issue SPP Options to SPP Unrelated Parties	7		-	3,003,366	3,003,366
	Approval to issue SPP Options to SPP Related Party (C & A Byrne Pty Ltd)	8 (a)		-	33,334	33,334
	Approval to issue SPP Options to SPP Related Party (T and M Wall Pty Ltd)	8 (b)		-	33,334	33,334
	Approval to issue SPP Options to SPP Related Party (Bella Investments (NSW) Pty Limited)	8 (c)		-	16,667	16,667
	Approval to issue SPP Shortfall Options	9		-	246,655	246,655
	Approval to issue Underwriter Options	10		-	3,333,333	3,333,333
	Approval to issue Lead Manager Options	11		-	4,000,000	4,000,000
	Equity Securities on issue assuming all Resolutions are passed			124,913,326	40,298,182	165,211,508

3 Resolutions 1(a) and (b) – Ratification of issue of Tranche 1 Placement Shares

3.1 General

A summary of the Tranche 1 Placement is set out in section 2.1 above.

On 6 December 2024, the Company issued a total of 10,800,002 Tranche 1 Placement Shares to the Tranche 1 Placement Participants using the Company's placement capacity under Listing Rules 7.1 and 7.1A to raise \$1,620,001 (before costs).

Resolutions 1(a) and (b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue the Tranche 1 Placement Shares.

Resolutions 1(a) and (b) are ordinary resolutions.

The Board recommends that Shareholders vote in favour of each of the resolutions which form part of Resolution 1.

3.2 Listing Rules 7.1, 7.1A and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

Under Listing Rule 7.1A an eligible entity can seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 1 November 2024.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1 and 7.1A. To this end, Resolutions 1(a) and (b) seek shareholder approval for the issue of the Tranche 1 Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolutions 1(a) and (b) are passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Tranche 1 Placement Shares (being 6 December 2024).

If Resolutions 1(a) and (b) are not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Shares (being 6 December 2024).

3.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 1 Placement Shares:

- (a) a total of 10,800,002 Tranche 1 Placement Shares were issued on 6 December 2024 as follows:
 - (i) 254,503 Tranche 1 Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
 - (ii) 10,545,499 Tranche 1 Placement Shares were issued within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;
- (b) the Tranche 1 Placement Shares were issued at \$0.15 per Share;
- (c) the Tranche 1 Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Tranche 1 Placement Shares were issued to the Tranche 1 Placement Participants, none of whom are a related party of the Company. Investors were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Tranche 1 Placement from existing contacts of the Company and clients of the Joint Lead Managers. None of the participants in the Tranche 1 Placement are considered to be "material investors" for the purposes of ASX Guidance Note 21, paragraph 7.2;

- (e) the proceeds from the issue of the Tranche 1 Placement Shares, together with existing cash reserves, are intended to be used to:
- (i) fund ground gravity, seismic geophysics and drill testing of high-priority targets at the Thomson Project;
 - (ii) complete a resource estimate update and large scale airborne geophysical programs at the Drake Project;
 - (iii) fund drill testing of high-priority near mine and regional targets at the Drake Project;
 - (iv) fund low-cost generative exploration across the 100%-owned portfolio; and
 - (v) provide general working capital;
- (f) there are no other material terms to the agreement for the subscription of the Tranche 1 Placement Shares; and
- (g) a voting exclusion statement is included in the Notice.

4 Resolution 2 – Ratification of issue of Strategic Placement Shares

4.1 General

A summary of the Strategic Placement is set out in section 2.1 above.

On 6 December 2024, the Company issued a total of 1,625,000 Shares (**Strategic Placement Shares**) to Fleet Fund pursuant to the Strategic Placement using the Company's placement capacity under Listing Rules 7.1 to raise \$325,000 (before costs).

Resolutions 2 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue the Strategic Placement Shares.

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

4.2 Listing Rules 7.1, 7.1A and 7.4

A summary of Listing Rules 7.1, 7.1A and 7.4 is contained in section 3.2 above.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1 and 7.1A. To this end, Resolution 2 seeks shareholder approval for the issue of the Strategic Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 2 is passed, the Strategic Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Strategic Placement Shares (being 6 December 2024).

If Resolution 2 is not passed, the Placement Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Shares (being 6 December 2024).

4.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Strategic Placement Shares:

- (h) a total of 1,625,000 Strategic Placement Shares were issued on 6 December 2024 within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval;
- (i) the Strategic Placement Shares were issued at \$0.20 per Share;
- (j) the Strategic Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (k) the Strategic Placement Shares were issued to the Fleet Fund, who is not a related party of the Company or considered to be a "material investor" for the purposes of ASX Guidance Note 21, paragraph 7.2;
- (l) the proceeds from the issue of the Strategic Placement Shares, together with existing cash reserves, are intended to be used to:
 - (i) fund ground gravity, seismic geophysics and drill testing of high-priority targets at the Thomson Project;
 - (ii) complete a resource estimate update and large scale airborne geophysical programs at the Drake Project;
 - (iii) fund drill testing of high-priority near mine and regional targets at the Drake Project;
 - (iv) fund low-cost generative exploration across the 100%-owned portfolio; and
 - (v) provide general working capital;
- (m) there are no other material terms to the agreement for the subscription of the Strategic Placement Shares; and
- (n) a voting exclusion statement is included in the Notice.

5 Resolution 3 – Ratification of issue of SPP Shortfall Shares

5.1 General

A summary of the SPP Offer is set out in section 2.2 above.

On 10 January 2025, the Company issued a total of 493,282 Shares (**SPP Shortfall Shares**) to the Underwriter (or its nominees) using the Company's placement capacity under Listing Rules 7.1.

Resolutions 3 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue the SPP Shortfall Shares.

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

5.2 Listing Rules 7.1, 7.1A and 7.4

A summary of Listing Rules 7.1, 7.1A and 7.4 is contained in section 3.2 above.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1

and 7.1A. To this end, Resolution 3 seeks shareholder approval for the issue of the SPP Shortfall Shares under and for the purposes of Listing Rule 7.4.

If Resolution 3 is passed, the SPP Shortfall Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the SPP Shortfall Shares (being 10 January 2025).

If Resolution 3 is not passed, the SPP Shortfall Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Shares (being 10 January 2025).

5.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) a total of 493,282 SPP Shortfall Shares were issued on 10 January 2025 within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval;
- (b) the SPP Shortfall Shares were issued at \$0.15 per Share;
- (c) the SPP Shortfall Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the SPP Shortfall Shares were issued to the Underwriter (or its nominees), who is not a related party of the Company or considered to be a "material investor" for the purposes of ASX Guidance Note 21, paragraph 7.2;
- (e) the proceeds from the issue of the SPP Shortfall Shares, together with existing cash reserves, are intended to be used to:
 - (i) fund ground gravity, seismic geophysics and drill testing of high-priority targets at the Thomson Project;
 - (ii) complete a resource estimate update and large scale airborne geophysical programs at the Drake Project;
 - (iii) fund drill testing of high-priority near mine and regional targets at the Drake Project;
 - (iv) fund low-cost generative exploration across the 100%-owned portfolio; and
 - (v) provide general working capital;
- (f) there are no other material terms to the agreement for the subscription of the SPP Shortfall Shares; and
- (g) a voting exclusion statement is included in the Notice.

6 Resolution 4 – Approval to issue Director Placement Securities

6.1 General

As set out in section 2.1(b), Mr David Carland, a Director of the Company, intends to subscribe for 366,660 Shares and 183,330 New Options (together, the **Director Placement Securities**) on the same terms as the Tranche 1 Placement Securities previously issued to the Tranche 1 Placement Participants.

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of the Carland Securities to Mr Carland.

Resolution 4 is an ordinary resolution.

The Board (other than Mr Carland, who has a material personal interest in the outcome of the Resolution) recommends that Shareholders vote in favour of Resolution 4.

6.2 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:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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 (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

Mr Carland is a related party of the Company by virtue of being a Director. As Mr Carland's participation in the Placement involves the issue of Shares and New Options to a related party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Resolution 4 seeks the required Listing Rule 10.11. Shareholder approval to the issue of the Director Placement Securities to Mr Carland.

If Resolution 4 is passed the Company will be able to proceed with the issue of the Director Placement Securities to Mr Carland (or his nominee) under the Placement.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Director Placement Securities to Mr Carland (or his nominee) under the Placement and the Company will not raise the relevant funds of \$54,999 (before costs) from Mr Carland.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the issue of Director Placement Securities to Mr Carland (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

6.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of Shares and New Options to Mr Carland under the Tranche 2 Placement:

- (f) the Director Placement Securities will be issued to Mr David Carland (or his nominees), who is a Director of the Company;

- (g) Mr Carland is a related party of the Company by virtue of being a Director and falls into the category stipulated by Listing Rule 10.11.1. In the event that the Director Placement Securities are issued to a nominee of Mr Carland, such person will fall into the category stipulated by Listing Rule 10.11.4;
- (h) Mr Carland (or his nominee) is to be issued 366,660 Shares and 183,330 New Options as Director Placement Securities;
- (i) the Shares to be issued to Mr Carland (or his nominee) will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue. The New Options are exercisable at \$0.205 each on or before 22 January 2026 and will otherwise be issued on the terms and conditions set out in Schedule 2;
- (j) the Director Placement Securities will be issued to Mr Carland (or his nominee) no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (k) each Share will be issued at a price of \$0.15 per Share, while each New Option will be issued for nil cash consideration (as free attaching options on the basis of 1 option for each 2 Shares subscribed for under the Tranche 2 Placement), being on the same terms as all other Tranche 1 Placement Securities issued to the unrelated Tranche 1 Placement Participants under the Tranche 1 Placement;
- (l) the proceeds from the issue of the Director Placement Securities are intended to be used to:
 - (i) fund ground gravity, seismic geophysics and drill testing of high-priority targets at the Thomson Project;
 - (ii) complete a resource estimate update and large scale airborne geophysical programs at the Drake Project;
 - (iii) fund drill testing of high-priority near mine and regional targets at the Drake Project;
 - (iv) fund low-cost generative exploration across the 100%-owned portfolio; and
 - (v) provide general working capital;
- (m) the issue of Director Placement Securities is not intended to remunerate or incentivise Mr Carland;
- (n) the material terms on which the Director Placement Securities will be issued are set out in sections 2.1 and Schedule 2; and
- (o) a voting exclusion statement is included in the Notice.

6.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

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

The Board (other than Mr Carland) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Securities on the basis that the Director Placement Securities will be issued to Mr Carland on the same terms as the Tranche 1 Placement Securities issued to non-related party participants in the Tranche 1 Placement and as such the giving of the financial benefit is on arm's length terms.

7 Resolution 5 – Approval to issue Tranche 1 Placement Options

7.1 General

A summary of the Tranche 1 Placement is set out in section 2.1 above.

As part of the Tranche 1 Placement, the Company will also issue up to 5,400,018 free-attaching Options exercisable at \$0.205 and expiring on 22 January 2026 to Tranche 1 Placement Participants on a 1 for 2 basis (**Tranche 1 Placement Options**).

Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of up to 5,400,018 free-attaching Tranche 1 Placement Options to the Tranche 1 Placement Participants.

The Company will seek quotation of the Tranche 1 Placement Options in accordance with the Listing Rules and Corporations Act, subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules. In the event that quotation of the Placement Options cannot be obtained, the Tranche 1 Placement Options will remain unquoted.

Resolution 5 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

7.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.2 sets out various types of equity issues that are excluded from the operation of Listing Rule 7.1 and 7.1A. The issue of the Tranche 1 Placement Options does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires Shareholder approval under Listing Rule 7.1.

The effect of Resolution 5 will be to allow the Company to issue the Tranche 1 Placement Options during the period of 3 months after the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed to issue the Tranche 1 Placement Options.

7.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 1 Placement Options:

- (a) the Tranche 1 Placement Options will be issued to the same parties who acquired the Tranche 1 Placement Shares (on the basis of one (1) New Option for every two (2) Shares issued);
- (b) a maximum of 5,400,018 New Options are to be issued as Tranche 1 Placement Options;

- (c) subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules, the Placement Options will be quoted and are exercisable at \$0.205 each on or before 22 January 2026 and will otherwise be issued on the terms and conditions set out in Schedule 2. The Shares to be issued on exercise of the Placement Options will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (d) the Tranche 1 Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (e) the Tranche 1 Placement Options are free-attaching to the Shares issued pursuant to the Placement on a 1 for 2 basis and therefore will be issued for no additional consideration;
- (f) the Tranche 1 Placement Options will be issued to Tranche 1 Placement Participants, none of whom will be a related party of the Company. Investors were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Tranche 1 Placement from existing contacts of the Company and clients of the Joint Lead Managers. No Tranche 1 Placement Participants are considered to be "material investors" for the purposes of ASX Guidance Note 21, paragraph 7.2;
- (g) subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules, the Placement Options will be quoted and are exercisable at \$0.205 each on or before 22 January 2026 and will otherwise be issued on the terms and conditions set out in Schedule 2;
- (h) no funds will be raised from the issue of the Tranche 1 Placement Options as they are free-attaching to the Tranche 1 Placement Shares, funds raised upon any exercise of the Tranche 1 Placement Options are intended to be used to:
 - (i) fund ground gravity, seismic geophysics and drill testing of high-priority targets at the Thomson Project;
 - (ii) complete a resource estimate update and large scale airborne geophysical programs at the Drake Project;
 - (iii) fund drill testing of high-priority near mine and regional targets at the Drake Project;
 - (iv) fund low-cost generative exploration across the 100%-owned portfolio; and
 - (v) provide general working capital;
- (i) the material terms on which the Tranche 1 Placement Options will be issued are set out in Schedule 2;
- (j) the Tranche 1 Placement Options are not being issued under, or to fund, a reverse takeover; and
- (k) a voting exclusion statement is included in the Notice.

8 Resolution 6 – Approval to issue Strategic Placement Options

8.1 General

A summary of the Strategic Placement is set out in section 2.1 above.

As part of the Strategic Placement, the Company will also issue up to 812,500 free-attaching New Options exercisable at \$0.205 and expiring on 22 January 2026 to Fleet Fund on a 1 for 2 basis (**Strategic Placement Options**).

Resolution 6 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of 812,500 Strategic Placement Options to Fleet Fund.

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

Resolution 6 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 6.

8.2 Listing Rules 7.1 and 7.2

A summary of Listing Rules 7.1 and 7.2 is contained in section 7.2 above.

The effect of Resolution 6 will be to allow the Company to issue the Strategic Placement Options during the period of 3 months after the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed to issue the Strategic Placement Options.

8.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Strategic Placement Options:

- (l) the Strategic Placement Options will be issued to Fleet Fund, who is not a related party of the Company or considered to be a "material investor" for the purposes of ASX Guidance Note 21, paragraph 7.2;
- (m) a maximum of 812,500 New Options are to be issued as Strategic Placement Options;
- (n) subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules, the Strategic Placement Options will be quoted and are exercisable at \$0.205 each on or before 22 January 2026 and will otherwise be issued on the terms and conditions set out in Schedule 2. The Shares to be issued on exercise of the Strategic Placement Options will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (o) the Strategic Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (p) the Strategic Placement Options are free-attaching to the Strategic Placement Shares issued pursuant to the Strategic Placement on a 1 for 2 basis and therefore will be issued for no additional consideration;
- (q) subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules, the Strategic Placement Options will be quoted and are exercisable at \$0.205 each on or before 22 January 2026 and will otherwise be issued on the terms and conditions set out in Schedule 2;
- (r) no funds will be raised from the issue of the Strategic Placement Options as they are free attaching to the Strategic Placement Shares, funds raised upon any exercise of the Strategic Placement Options are intended to be used to:
 - (i) fund ground gravity, seismic geophysics and drill testing of high-priority targets at the Thomson Project;

- (ii) complete a resource estimate update and large scale airborne geophysical programs at the Drake Project;
- (iii) fund drill testing of high-priority near mine and regional targets at the Drake Project;
- (iv) fund low-cost generative exploration across the 100%-owned portfolio; and
- (v) provide general working capital;
- (s) the material terms on which the Strategic Placement Options will be issued are set out in Schedule 2;
- (t) the Strategic Placement Options are not being issued under, or to fund, a reverse takeover; and
- (u) a voting exclusion statement is included in the Notice.

9 Resolution 7 – Approval to issue SPP Options to SPP Unrelated Parties

9.1 General

A summary of the SPP Offer is set out in section 2.2 above.

As part of the SPP Offer, the Company offered Eligible Shareholders the opportunity to subscribe for one (1) free attaching New Option for every two (2) Shares subscribed for under the SPP Offer.

Resolution 7 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of 3,003,366 SPP Options to SPP Participants.

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

Resolution 7 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 7.

9.2 Listing Rules 7.1 and 7.2

A summary of Listing Rules 7.1 and 7.2 is contained in section 7.2 above.

The proposed issue of SPP Options does not fall within any of the exceptions set out in Listing Rule 7.2. The effect of Resolution 7 will be to allow the Company to issue the SPP Options during the period of 3 months after the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to proceed to issue the SPP Options to SPP Unrelated Parties.

9.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the SPP Options:

- (a) the SPP Options will be issued to participants in the SPP Offer, none of whom is a related party of the Company or considered to be a "material investor" for the purposes of ASX Guidance Note 21, paragraph 7.2;

- (b) a maximum of 3,003,366 New Options are to be issued as SPP Options;
- (c) subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules, the SPP Options will be quoted and are exercisable at \$0.205 each on or before 22 January 2026 and will otherwise be issued on the terms and conditions set out in Schedule 2. The Shares to be issued on exercise of the SPP Options will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (d) the SPP Options will be issued to SPP Unrelated Parties no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (e) the SPP Options are free-attaching to the SPP Shares issued pursuant to the SPP Offer on a 1 for 2 basis and therefore will be issued for no additional consideration;
- (f) subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules, the SPP Options will be quoted and are exercisable at \$0.205 each on or before 22 January 2026 and will otherwise be issued on the terms and conditions set out in Schedule 2;
- (g) no funds will be raised from the issue of the SPP Options as they are free attaching to the SPP Shares, funds raised upon any exercise of the SPP Options are intended to be used to:
 - (i) fund ground gravity, seismic geophysics and drill testing of high-priority targets at the Thomson Project;
 - (ii) complete a resource estimate update and large scale airborne geophysical programs at the Drake Project;
 - (iii) fund drill testing of high-priority near mine and regional targets at the Drake Project;
 - (iv) fund low-cost generative exploration across the 100%-owned portfolio; and
 - (v) provide general working capital;
- (h) the material terms on which the SPP Options will be issued are set out in Schedule 2;
- (i) the purpose of the issue of SPP Options is to reward the Eligible Shareholders who participated in the SPP;
- (j) the SPP Options are not being issued under, or to fund, a reverse takeover; and
- (k) a voting exclusion statement is included in the Notice.

10 Resolution 8(a), (b) and (c) – Approval to issue SPP Options to SPP Related Parties

10.1 General

Refer to section 2.2 for information regarding the Securities Purchase Plan and the participation by the SPP Related Parties, being eligible shareholders under the terms of the SPP Offer.

Resolutions 8(a) to (c) inclusive seek the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of an aggregate of 83,335 SPP Options to the SPP Related Parties.

Resolutions 8(a) to (c) inclusive are ordinary resolutions.

The Board (other than Christopher Byrne, who has a material personal interest in the outcome of the Resolution 8(a)) recommends that Shareholders vote in favour of Resolution 8(a).

The Board (other than Matthew Wall and Thomas Wall, who each have a material personal interest in the outcome of the Resolutions 8(b) and (c)) recommends that Shareholders vote in favour of Resolution 8(b) and (c).

10.2 Listing Rule 10.11

Listing Rule 10.11 is summarised in section 6.2.

As SPP Related Parties' participation in the SPP involves the issue of SPP Options to associates of related parties of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

If Resolutions 8(a) to (c) are passed, the Company will be able to proceed with the issue of the SPP Options under the SPP Offer within one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

If Resolutions 8(a) to (c) are not passed, the Company will not be able to proceed with the issue of the SPP Options to the SPP Related Parties under the SPP Offer.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the issue of the SPP Options to the SPP Related Parties will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

10.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of SPP Options to the SPP Related Parties:

- (a) a maximum of 83,335 SPP Options will be issued to entities controlled by Christopher Byrne (Resolution 8(a)), Thomas Wall and Matthew Wall (Resolutions 8(b) and (c)), as follows:
 - (i) 33,334 SPP Options to C & A Byrne Pty Limited as trustee for the Byrne Family Trust (or its nominee);
 - (ii) 33,334 SPP Options to T and M Wall Pty Ltd <Wall Super Fund A/C> (or its nominee); and
 - (iii) 16,667 SPP Options to Bella Investments (NSW) Pty Limited as trustee for the Bella Family Trust (or its nominee),
- (b) each of C & A Byrne Pty Limited, T and M Wall Pty Ltd and Bella Investments (NSW) Pty Limited falls into the category stipulated by Listing Rule 10.11.4, as associates of Christopher Byrne, Thomas Wall and Matthew Wall (respectively), who are Directors of the Company;
- (c) the SPP Options are exercisable at \$0.205 each on or before 22 January 2026 and will otherwise be issued on the terms and conditions set out in Schedule 2;
- (d) the SPP Options will be issued to the SPP Related Parties no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (e) the SPP Options are free-attaching to the SPP Shares issued pursuant to the SPP Offer on a 1 for 2 basis and therefore will be issued for no additional consideration, being on the same terms as all other SPP Options issued to SPP Unrelated Parties;
- (f) no funds will be raised from the issue of the SPP Options as they are free attaching to the SPP Shares, funds raised upon any exercise of the SPP Options are intended to be used to:
 - (i) fund ground gravity, seismic geophysics and drill testing of high-priority targets at the

- Thomson Project;
- (ii) complete a resource estimate update and large scale airborne geophysical programs at the Drake Project;
 - (iii) fund drill testing of high-priority near mine and regional targets at the Drake Project;
 - (iv) fund low-cost generative exploration across the 100%-owned portfolio; and
 - (v) provide general working capital;
- (g) the issue of SPP Options is not intended to remunerate or incentivise Christopher Byrne, Thomas Wall or Matthew Wall;
 - (h) the SPP Options are not to be issued under a relevant agreement;
 - (i) the material terms on which the SPP Options will be issued are set out in sections 2.2 and Schedule 2; and
 - (j) a voting exclusion statement applies to Resolutions 8(a) to (c) inclusive.

10.4 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in section 6.4 above.

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

The Board (other than Christopher Byrne in respect of Resolution 8(a) and Matthew Wall and Thomas Wall in respect of Resolutions 8(b) and 8(c)) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the SPP Options on the basis that the SPP Options will be issued to SPP Related Parties on the same terms as the free-attaching SPP Options issued to unrelated participants under the SPP Offer and as such the giving of the financial benefit is on arm's length terms.

11 Resolution 9 – Approval to issue SPP Shortfall Options

11.1 General

A summary of the SPP Offer is set out in section 2.2 above.

Resolution 9 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of 246,655 SPP Shortfall Options to the Underwriter (or its nominees) pursuant to the SPP Shortfall Offer.

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

Resolution 9 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 9.

11.2 Listing Rules 7.1 and 7.2

A summary of Listing Rules 7.1 and 7.2 is contained in section 7.2 above.

The proposed issue of SPP Shortfall Options does not fall within any of the exceptions set out in Listing Rule 7.2. The effect of Resolution 8 will be to allow the Company to issue the SPP Shortfall Options during the period of 3 months after the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to proceed to issue the SPP Shortfall Options.

11.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the SPP Shortfall Options:

- (k) the SPP Shortfall Options will be issued to the Underwriter (or its nominees) who is not a related party of the Company or considered to be a "material investor" for the purposes of ASX Guidance Note 21, paragraph 7.2;
- (l) a maximum of 246,655 New Options are to be issued as SPP Shortfall Options;
- (m) subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules, the SPP Shortfall Options will be quoted and are exercisable at \$0.205 each on or before 22 January 2026 and will otherwise be issued on the terms and conditions set out in Schedule 2. The Shares to be issued on exercise of the SPP Shortfall Options will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (n) the SPP Shortfall Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (o) the SPP Shortfall Options are free-attaching to the SPP Shortfall Shares issued pursuant to the SPP Offer on a 1 for 2 basis and therefore will be issued for no additional consideration;
- (p) subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules, the SPP Shortfall Options will be quoted and are exercisable at \$0.205 each on or before 22 January 2026 and will otherwise be issued on the terms and conditions set out in Schedule 2;
- (q) no funds will be raised from the issue of the SPP Shortfall Options as they are free attaching to the SPP Shortfall Shares, funds raised upon any exercise of the SPP Shortfall Options are intended to be used to:
 - (i) fund ground gravity, seismic geophysics and drill testing of high-priority targets at the Thomson Project;
 - (ii) complete a resource estimate update and large scale airborne geophysical programs at the Drake Project;
 - (iii) fund drill testing of high-priority near mine and regional targets at the Drake Project;
 - (iv) fund low-cost generative exploration across the 100%-owned portfolio; and
 - (v) provide general working capital;
- (r) the material terms on which the SPP Shortfall Options will be issued are set out in Schedule 2;
- (s) the SPP Shortfall Options are not being issued under, or to fund, a reverse takeover; and
- (t) a voting exclusion statement is included in the Notice.

12 Resolution 10 – Approval to issue Underwriter Options

12.1 General

A summary of the SPP Offer and proposed issue of Underwriter Options is set out in section 2.1.

Resolution 10 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of up to 3,333,333 Underwriter Options to the Underwriter (or its nominees).

Resolutions 10 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 10.

12.2 Summary of Underwriting Agreement

As announced on 2 December 2024, the Company entered into the Underwriting Agreement with Westar Capital (**Underwriter**) pursuant to which the Underwriter agreed to fully underwrite the SPP Offer. Pursuant to the Underwriting Agreement, the Underwriter (or its nominee(s)) will be entitled to the following fees:

- an underwriting fee of 6% of the Underwritten Amount; and
- subject to shareholder approval, the ASX Listing Rules and the Corporations Act, up to 3,333,333 New Options exercisable at \$0.205 on or before 22 January 2026 (**Underwriter Options**).

The Underwriting Agreement provides that the Underwriter may procure such persons to sub-underwrite the SPP Offer as the Underwriter, in its absolute discretion, thinks fit.

The Underwriting Agreement otherwise contains terms and conditions considered customary for an agreement of this nature (including in relation to representations, warranties, confidentiality and indemnities). A full summary of the terms of the Underwriting Agreement is included in section 7.1 of the Company's Prospectus dated 6 December 2024.

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

12.3 Listing Rules 7.1 and 7.2

A summary of Listing Rules 7.1 and 7.2 is contained in section 7.2 above.

The effect of Resolution 10 will be to allow the Company to issue the Underwriter Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 10 is not passed, the Company will not be able to proceed with the issue of the Underwriter Options and will have to pay the Underwriter (or its nominees) a cash equivalent based on the value determined using the Black Scholes methodology as at the date of the Meeting.

12.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Underwriter Options:

- (a) 3,333,333 New Options are to be issued as Underwriter Options;
- (b) the Underwriter Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);

- (c) the Underwriter Options will be issued for nil cash consideration as partial consideration for underwriting services provided by the Underwriter and any sub-underwriters;
- (d) the Underwriter Options will be issued to the Underwriter or any sub-underwriters (or their respective nominees), none of whom is a related party of the Company;
- (e) subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules, the Underwriter Options will be quoted and are exercisable at \$0.205 each on or before 22 January 2026 and will otherwise be issued on the terms and conditions set out in Schedule 2;
- (f) no funds will be raised from the Underwriter Options as they will be issued for nil cash consideration, funds raised upon any exercise of the Underwriter Options, together with existing cash reserves, are intended to be used to:
 - (i) fund ground gravity, seismic geophysics and drill testing of high-priority targets at the Thomson Project;
 - (ii) complete a resource estimate update and large scale airborne geophysical programs at the Drake Project;
 - (iii) fund drill testing of high-priority near mine and regional targets at the Drake Project;
 - (iv) fund low-cost generative exploration across the 100%-owned portfolio; and
 - (v) provide general working capital;
- (g) the Underwriter Options will be issued pursuant to the Underwriting Agreement, the material terms of which are set out in section 12.1. A full summary of the material terms of the Underwriting Agreement is included in the Company's Prospectus dated 6 December 2024 at section 7.1; and
- (h) a voting exclusion statement is included in the Notice.

13 Resolution 11 – Approval to issue Lead Manager Options

13.1 General

A summary of the Placement and proposed issue of Lead Manager Options is set out in section 2.1.

Resolution 11 seeks approval pursuant to Listing Rule 7.1 to issue a total of 4,000,000 Lead Manager Options to the Joint Lead Managers (or their respective nominees).

Resolution 11 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 11.

13.2 Summary of Lead Manager Mandate

The Company entered into a mandate with Cumulus Wealth Pty Ltd (**Cumulus Wealth**) and Bell Potter Securities Limited (**Bell Potter**) (together, the **Joint Lead Managers**) for the provision of lead managerial and bookrunner services in connection with the Placement (**Lead Manager Mandate**).

The material terms and conditions of the Lead Manager Mandate are set out below.

- (a) (**Term**): The term of the Lead Manager Mandate commenced on 25 October 2024 (**Commencement Date**) and will continue until the earlier of:
 - (i) completion of the Placement; or

(ii) the date that is 24 months from the Commencement Date,
unless terminated earlier in accordance with the terms of the Lead Manager Mandate.

(b) **(Fees):** Under the Lead Manager Mandate, the Company has agreed to:

- (i) subject to successful completion of the Placement and shareholder approval, grant the Joint Lead Managers (or their respective nominees) the right, but not obligation, to subscribe for 4,000,000 Lead Manager Options at an issue price of nil; and
- (ii) if the Company undertakes any other capital raising during the Term, grant the Joint Lead Managers the exclusive right to lead manage such capital raising(s) and pay the Joint Lead Managers a:
 - (A) 3% management fee (**Management Fee**); and
 - (B) 3% capital raising fee (**Placement Fee**),
 on funds raised by the Company during the Term.

The Lead Manager Mandate otherwise contains terms and conditions considered customary for an agreement of this nature (including in relation to representations, warranties, confidentiality and indemnities).

13.3 Listing Rules 7.1 and 7.2

A summary of Listing Rules 7.1 and 7.2 is contained in section 7.2 above.

The effect of Resolution 11 will be to allow the Company to issue the Lead Manager Options during the period of 3 months after the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 11 is not passed, the Company will not be able to proceed to issue the Lead Manager Options and the Company will have to pay the Joint Lead Managers a cash equivalent based on the value determined using the Black Scholes methodology as at the date of the Meeting.

13.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Lead Manager Options:

- (a) 4,000,000 Options are to be issued as Lead Manager Options;
- (b) the Lead Manager Options will be issued to the Joint Lead Managers (or their respective nominees), in the following proportions:
 - (i) 2,000,000 Lead Manager Options to Bell Potter (or its nominees); and
 - (ii) 2,000,000 Lead Manager Options to Cumulus Wealth (or its nominees),

each of whom is considered to be a "material investor" within the meaning in ASX Guidance Note 21 paragraph 7.2, by virtue of being advisors to the Company who will each receive Equity Securities which constitute more than 1% of the Company's anticipated issued capital at the time of issue;

- (c) the Lead Manager Options will be unquoted and are exercisable at \$0.225 each on or before the date that is 3 years from the date of issue and will otherwise be issued on the terms and conditions set out in Schedule 3;

- (d) the Lead Manager Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of all the Lead Manager Options will occur on the same date;
- (e) the Lead Manager Options will be issued for nil cash consideration, as partial consideration for lead management services provided by the Joint Lead Managers to the Company in relation to the Placement;
- (i) no funds will be raised from the issue of the Lead Manager Options as the Lead Manager Options are being issued as partial remuneration for lead manager services provided by the Joint Lead Managers to the Company with respect to the Placement. Funds raised upon any exercise of the Lead Manager Options, together with existing cash reserves, are intended to be used to:
 - (i) fund ground gravity, seismic geophysics and drill testing of high-priority targets at the Thomson Project;
 - (ii) complete a resource estimate update and large scale airborne geophysical programs at the Drake Project;
 - (iii) fund drill testing of high-priority near mine and regional targets at the Drake Project;
 - (iv) fund low-cost generative exploration across the 100%-owned portfolio; and
 - (v) provide general working capital;
- (j) the Lead Manager Options will be issued pursuant to the terms and conditions of the Lead Manager Mandate the material terms of which are set out in section 13.2; and
- (f) a voting exclusion statement is included in the Notice.

Schedule 1 – Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$ means Australian Dollars.

AEDT means Australian Eastern Daylight Time, being the time in Sydney, New South Wales.

ASIC means the Australian Securities and Investments Commission.

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

Bell Potter means Bell Potter Securities Limited (ACN 006 390 772) (AFSL 243480).

Board means the board of Directors.

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 person appointed to chair the Meeting of the Company convened by the Notice.

Clause means a clause of the Constitution.

Company means Legacy Minerals Holdings Limited (ACN 650 398 897).

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

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

Cumulus Wealth means Cumulus Wealth Pty Ltd (ACN 634 297 279) (AFSL 524450).

Director means a director of the Company.

Director Placement Options have the same meaning as Tranche 2 Placement Options.

Director Placement Shares have the same meaning as Tranche 2 Placement Shares

Director Placement Securities has the same meaning as set out in section 6.1. Mr David Carland, a Director of the Company, intends to subscribe for 366,660 Shares and 183,330 New Options.

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

Explanatory Statement means the explanatory statement which forms part of the Notice.

Fleet Fund means Fleet Investment Fund Pty Ltd (ACN 670 637 715).

Joint Lead Managers has the meaning given in section 13.2.

Lead Manager Mandate means the lead manager mandate dated on or about 25 October 2024, between the Company, Cumulus and Bell Potter, as summarised in section 13.2.

Lead Manager Option means an unquoted Option granted to the Joint Lead Managers (or their respective nominees) pursuant to the Lead Manager Mandate on the terms and conditions set out in Schedule 3.

Listing Rules means the listing rules of ASX.

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

Notice means this notice of annual general meeting.

Official List means the official list of ASX.

Option means an option to acquire a Share.

Placement means the placement by the Company raising \$2,000,000 (before costs) by the issue of an aggregate of 12,791,662 Shares and 6,395,831 free-attaching New Options as described in section 2.1.

Proxy Form means the proxy form attached to or accompanying the Notice.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Statement.

Securities means any Equity Securities of the Company (including Shares and Options).

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

Shareholder means the holder of a Share.

SPP has the meaning given in section 2.2.

SPP Offer means offer to each Eligible Shareholder to subscribe for up to \$30,000 of Shares at an issue price of \$0.15 each, with 1 free-attaching New Option for every 2 Shares issued, to raise \$1,000,000 (before costs).

SPP Options means a New Option granted to participants in the SPP Offer on the terms and conditions set out in Schedule 2, the subject of Resolutions 7, 8(a), 8(b) and 8(c).

SPP Shortfall Offer means the offer of SPP Shares and SPP Options that are not taken up by Eligible Shareholders pursuant to the SPP Offer.

SPP Shortfall Options have the meaning given in section 2.2.

SPP Shortfall Shares have the meaning given in section 2.2.

SPP Related Parties has the meaning given in section 10.1.

SPP Unrelated Parties means participants in the SPP Offer, excluding the SPP Related Parties.

Strategic Placement means the strategic placement by the Company raising \$325,000 (before costs) by the issue of 1,625,000 Shares at an issue price of \$0.20 per Shares and 812,500 free-attaching New Options which have been issued to Fleet Fund.

Strategic Placement Options means a New Option granted to Fleet Fund (or its nominees) on the terms and conditions set out in Schedule 2, the subject of Resolution 6.

Strategic Placement Shares has the meaning given in section 4.1.

Tranche 1 Placement means the placement by the Company raising \$2,000,000 (before costs) by the issue of an aggregate of 10,800,002 Shares and 5,400,018 free-attaching New Options to Tranche 1 Placement Participants as described in section 2.1(a).

Tranche 1 Placement Options means a New Option granted to Tranche 1 Placement Participants on the terms and conditions set out in Schedule 2, the subject of Resolution 5.

Tranche 1 Placement Participants means the professional and sophisticated investors who subscribed for Securities under the Tranche 1 Placement.

Tranche 2 Placement means the placement by the Company raising \$54,999 (before costs) by the issue of an aggregate of 366,660 Shares and 183,330 free-attaching New Options to Mr David Carland a Director of the Company (or his nominee) as described in section 2.1(b)

Tranche 2 Placement Options means a New Option granted to the Tranche 2 Placement Participant on the terms and conditions set out in Schedule 2, the subject of Resolution 4.

Tranche 2 Placement Participant means Mr David Carland a Director of the Company (or his nominee) who subscribed for Securities under the Tranche 2 Placement.

Underwriter or **Westar Capital** means Westar Capital Limited (ACN 009 372 838) (AFSL 255789).

Underwriter Option means a New Option granted to the Underwriter (or its nominees) pursuant to the Underwriting Agreement on the terms and conditions set out in Schedule 2, the subject of Resolution 10.

Underwriting Agreement means the underwriting agreement between the Underwriter and the Company dated on or about 28 November 2024.

Underwritten Amount means \$1,000,000.

Schedule 2 – Terms and conditions of the New Options

The terms and conditions of the Tranche 1 Placement Options, Strategic Placement Options, Director Placement Options, SPP Options, SPP Shortfall Options and Underwriter Options (for the purposes of Schedule 2, defined together as **New Options**) are:

(a) Entitlement

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

(a) Issue Price

New Options will be issued for nil cash consideration.

(b) Exercise Price

Subject to section (i), the amount payable upon exercise of each New Option will be \$0.205 (**Exercise Price**).

(c) Expiry Date

Each New Option will expire at 5:00pm (AEDT) on or before 22 January 2026 (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

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

(e) Notice of Exercise

The New 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 New 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 New 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 New 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 New Options.

If a notice delivered under this section 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 New 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 a New Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(j) Participation in new issues

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

(k) Change in exercise price

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

(l) Transferability

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

(m) Quotation

The Company will seek to have the New Options quoted by ASX.

Schedule 3 – Terms and conditions of the Lead Manager Options

The terms and conditions of the Lead Manager Options are:

(a) Entitlement

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

(b) Issue Price

Lead Manager Options will be issued for nil cash consideration.

(c) Exercise Price

Subject to section (i), the amount payable upon exercise of each Lead Manager Option will be \$0.225 (**Exercise Price**).

(d) Expiry Date

Each Lead Manager Option will expire at 5:00pm (AEDT) on or before the date that is 3 years from the date of issue (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) Exercise Period

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

(f) Notice of Exercise

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

(g) 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 New Option being exercised in cleared funds (**Exercise Date**).

(h) Timing of issue of Shares on exercise

Within 5 Business Days after the Exercise Date, the Company will:

(iv) issue the number of Shares required under these terms and conditions in respect of the number of Lead Manager Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(v) 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

- (vi) 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 Lead Manager Options.

If a notice delivered under this section 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) Shares issued on exercise

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

- (j) Reconstruction of capital

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

- (k) Participation in new issues

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

- (l) Change in exercise price

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

- (m) Transferability

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

- (n) Quotation

The Company will not seek to have the Lead Manager Options quoted by ASX.



Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **11.00am (AEDT) on Sunday, 09 March 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

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BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

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PHONE:

1300 288 664 (Within Australia)
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For personal use only



All Registry communications to:
Automic Group
GPO Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288 664
ASX Code: LGM
Email: hello@automicgroup.com.au

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<<EntityRegistrationDetailsLine5Envelope>>
<<EntityRegistrationDetailsLine6Envelope>>

3 February 2025

Upcoming General Meeting of Shareholders of Legacy Minerals Holdings Limited ACN 650 398 897

Dear Shareholder,


Legacy Minerals Holdings Limited ACN 650 398 897 (ASX: LGM) (“the **Company**”), advises that a General Meeting will be held, in person, in the Vintage Room, Level 5, 89 Macquarie Street, Sydney NSW 2000 on Tuesday, 11 March 2025 at 11.00am AEDT (“**Meeting**”).

Notice of Meeting

The Notice of General Meeting and Explanatory Statement (“**Notice**”) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (“**Shareholders**”) from the Company’s website at <https://legacyminerals.com.au/> or the Company’s ASX market announcements platform at <https://www.asx.com.au/> (ASX: LGM).

In accordance with sections 110C-110K of the *Corporations Act 2001* (Cth) (as inserted by the *Treasury Laws Amendment (2021 Measures No.1) Act 2021* (Cth)), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

Online scan the QR code below using your smartphone 	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: <ol style="list-style-type: none">1. Login to the Automic website using the holding details as shown on your holding statement.2. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at ian.morgan@legacyminerals.com.au.

Copies of all Meeting related material, including the Notice, are available to download from the Company’s website and the Company’s ASX market announcements platform.

In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by the Company Secretary.

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