



**KRAKATOA**  
RESOURCES LTD.

**Krakatoa Resources Limited**  
**ACN 155 231 575**

## **Notice of Meeting**

**The General Meeting of the Company will be held at the offices of the Company, at Level 8, 216 St Georges Terrace, Perth, Western Australia on Friday, 21 March 2025 at 10:00am (WST).**

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from a suitably qualified professional advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 8 9481 0389.**

**Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice**

**Krakatoa Resources Limited**  
**ACN 155 231 575**  
**(Company)**

**Notice of General Meeting**

Notice is given that the general meeting of Krakatoa Resources Limited will be held at the offices of the Company, at Level 8, 216 St George's Terrace Perth, Western Australia at 10:00am on Friday, 21 March 2025 (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 19 March 2025 at 4.00pm (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

## **Agenda**

### **1 Resolutions**

#### **Resolution 1 – Ratification of prior issue of Placement Shares**

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

*'That the issue of:*

- (a) 70,816,083 Placement Shares under Listing Rule 7.1; and
- (b) 47,210,722 Placement Shares under Listing Rule 7.1A,

*at \$0.01 per Share to raise an aggregate total of approximately \$1.18 million is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'*

#### **Resolution 2 – Approval for Directors to participate in the Placement**

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

*'That the issue of:*

- (a) up to 4,000,000 Placement Shares to Mr Colin Locke (or his nominees);
- (b) up to 4,000,000 Placement Shares to Mr David Palumbo (or his nominees); and
- (c) up to 2,000,000 Placement Shares to Mr Timothy Hogan (or his nominees),

*is approved under and for the purposes of Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'*

### **Resolution 3 – Approval to issue Facilitator Shares and Facilitator Options**

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

*'That the issue of:*

- (a) 20,000,000 Facilitator Shares; and
- (b) 20,000,000 Facilitator Options,

*to the Facilitators is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'*

### **Resolution 4 – Approval to issue Performance Rights to Directors**

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

*'That the issue of up to 45 million Performance Rights as follows:*

- (a) 20,000,000 million Performance Rights to Mr Colin Locke (or his nominee(s));
- (b) 15,000,000 million Performance Rights to Mr David Palumbo (or his nominee(s)); and
- (c) 10,000,000 million Performance Rights to Mr Timothy Hogan (or his nominee(s)),

*is approved under and for the purposes of Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'*

## **Voting Exclusions**

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 1(a) or (b), by or on behalf of any person who participated in the issue of the Placement Shares, or any of their respective associates;
- (b) Resolution 2(a), by or on behalf of Mr Colin Locke (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (c) Resolution 2(b), by or on behalf of Mr David Palumbo (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (d) Resolution 2(c), by or on behalf of Mr Timothy Hogan (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (e) Resolution 3(a) or 3(b), by or on behalf of a Facilitators (or their respective nominee(s)) and any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates;

- For personal use only
- (d) Resolution 4(a), by or on behalf of Mr Colin Locke (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the Performance Rights (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
  - (e) Resolution 4(b), by or on behalf of Mr David Palumbo (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the Performance Rights (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
  - (f) Resolution 4(c), by or on behalf of Mr Timothy Hogan (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the Performance Rights (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

## Voting Prohibitions

**Resolution 2 and 4:** In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

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

**Resolution 4:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

**BY ORDER OF THE BOARD**



David Palumbo

**Non-Executive Director and Company Secretary  
Krakatoa Resources Limited**

Dated: 12 February 2025

For personal use only

**Krakatoa Resources Limited  
ACN 155 231 575  
(Company)**

## **Explanatory Memorandum**

### **1 Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company, at Level 8, 216 St Georges Terrace, Perth, Western Australia on Friday, 21 March 2025 at 10:00am (WST).

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

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

Section 2	Voting and attendance information
Section 3	Background
Section 4	Resolution 1 – Ratification of prior issue of Placement Shares
Section 5	Resolution 2 – Approval for Directors to participate in the Placement
Section 6	Resolution 3 – Approval to issue Facilitator Shares and Facilitator Options
Section 7	Resolution 4 – Approval to Issue Performance Rights to Directors
Schedule 1	Definitions
Schedule 2	Terms and conditions of Facilitator Options
Schedule 3	Terms and conditions of Performance Rights

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

### **2 Voting and attendance information**

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

#### **2.1 Voting in person**

To vote in person, attend the Meeting at the time, date and place set out above. You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have

previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

## 2.2 Voting by proxy

Shareholders are encouraged to vote by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form to the Notice of Meeting and Proxy Forms must be received by the Company no later than 10:00am (AWST) on Wednesday, 19 March 2025, being at least 48 hours before the Meeting.

Proxy Forms can be lodged:

<b>Online:</b>	<b><a href="http://www.investorvote.com.au">www.investorvote.com.au</a></b>
<b>By mail:</b>	<b>Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001, Australia</b>
<b>By fax:</b>	<b>1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)</b>
<b>By mobile:</b>	<b>Scan the QR Code on your Proxy Form and follow the prompts</b>

## 2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

## 3 Background

On 9 December 2024, the Company announced that it had entered into a binding term sheet with JSC Caucasus Minerals, a company incorporated under the laws of Georgia (identification number 404922866) (**JSCCM**) providing the Company with an exclusive option to acquire up to an 80% interest in the Zopkito Antimony-Gold Project in Georgia (**Project**) from JSCCM (**Proposed Acquisition**).

The Project comprises one mining licence (Mineral Exploration License #10001467) and covers an area of ~1,779 hectares and is located in the northern part of Racha region in Georgia, a country which borders Eastern Europe and Asia and has Azerbaijan, Russia, Turkey and Armenia as neighbours.

As consideration for the Proposed Acquisition the Company agreed to pay JSCCM an initial fee of US\$100,000 providing the Company with a 12-month option period (**Initial Option Fee**), with the ability for the Company to pay an additional US\$100,000 to extend the option period for a further 12 months. At any time during the option period the Company can acquire an 80% interest in the Project by payment of US\$7,000,000. Further details are set out in the Company's announcement dated 9 December 2024.

For facilitating the Proposed Acquisition, the Company agreed to pay a facilitation fee of 20,000,000 Shares (**Facilitator Shares**) and 20,000,000 Options (exercisable at \$0.05 each, expiring 2 years following their issue and otherwise having the terms set out in Schedule 2 (**Facilitator Options**) to the facilitators, being corporate advisor Mark Macleod and/or nominee(s) from Canaccord Genuity Financial Limited and consulting geologist Dr Pavel Hanzl (**Facilitators**). The Facilitators are unrelated to the Company.

In connection with the Proposed Acquisition, on 9 December 2024 the Company announced that it had received firm commitments for a placement to raise approximately \$1,280,000 (before costs) (**Placement**) by the issue of 128,026,805 Shares at \$0.01 per Share (**Placement Shares**).

The Company's Directors (or their nominees) will, subject to Shareholder approval, participate in the issue of Placement Shares (**Director Placement Shares**) as follows (together, the **Related Party Participants**):

- (a) 4,000,000 Placement Shares (\$40,000) to Mr Colin Locke;
- (b) 4,000,000 Placement Shares (\$40,000) to Mr David Palumbo; and
- (c) 2,000,000 Placement Shares (\$20,000) to Mr Timothy Hogan.

Other than the Related Party Participants, the remaining participants in the Placement were unrelated sophisticated and professional investors to whom a disclosure document does not need to be provided under the Corporations Act, none of whom is a Material Investor of the Company (**Placement Participants**). The Placement Participants were existing contacts of the Company.

On 18 December 2024, the Company issued a total of 118,026,805 Placement Shares to the Placement Participants, comprising 70,816,083 Shares using the Company's placement capacity under Listing Rule 7.1 and 47,210,722 Shares using the Company's placement capacity under Listing Rule 7.1A. The remaining 10,000,000 Placement Shares are to be issued to the Related Party Participants, and are the subject of Resolution 2.

Funds raised from the Placement will be used towards exploration activities at the Project, to fund the Initial Option Fee and for general working capital.

As also announced on 9 December 2024, in addition to the 35,000,000 performance rights issued to the Company's CEO, Mr Mark Major (25,000,000) and contractors (10,000,000) under the Company's Employee Securities Incentive Plan, the Board has also resolved to issue, subject to Shareholder approval, 45,000,000 performance rights (on the terms and conditions set out in Schedule 3) (**Performance Rights**) as follows:

- (a) 20,000,000 Performance Rights to Director Mr Colin Locke (or his nominees);
- (b) 15,000,000 Performance Rights to Director Mr David Palumbo (or his nominees); and
- (c) 10,000,000 Performance Rights to Director Mr Timothy Hogan (or his nominees).



## 4 Resolution 1 – Ratification of prior issue of Placement Shares

### 4.1 General

See Section 3 for the details of the Placement.

The resolutions comprising Resolution 1 seek the approval of Shareholders to ratify the issue of Placement Shares under and for the purposes of Listing Rule 7.4.

### 4.2 Listing Rule 7.1, 7.1A and 7.4

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

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 29 November 2024.

The issue of Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the 15% and 10% limits under each of Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the issue of the Placement Shares.

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

To this end, the resolutions comprising Resolution 1 seek Shareholder approval for the issue of an aggregate of 118,026,805 Placement Shares under and for the purposes of Listing Rule 7.4.

If the resolutions which form part of Resolution 1 are passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% and 10% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Placement Shares.

In the event that Resolution 1(a) is not passed, 70,816,083 Placement Shares will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12 month period following the issue of those Placement Shares.

In the event that Resolution 1(b) is not passed, 47,210,722 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval until the earlier of:

- (a) 29 November 2025;
- (b) the Company's next annual general meeting; or

- (c) the date Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

#### 4.3 Specific information required by Listing 7.5

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Placement Shares:

- (a) the Placement Shares were issued to the Placement Participants;
- (b) a total of 118,026,805 Placement Shares were issued on 18 December 2024;
  - (i) 70,816,083 Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
  - (ii) 47,210,722 Placement Shares were issued within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;
- (c) the Placement Shares are 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 Placement Shares were issued at \$0.01 per Share;
- (e) proceeds from the issue of the Placement Shares are intended to be used towards exploration activities at the Project, to fund the Initial Option Fee and for general working capital;
- (f) there are no additional material terms with respect to the agreements for the issue of the Placement Shares; and
- (g) a voting exclusion statement is included in the Notice.

#### 4.4 Board recommendation

The resolutions comprising Resolution 1 are each an ordinary resolution.

The Board recommends that Shareholders vote in favour of each resolution which forms part of Resolution 1.

### 5 Resolution 2 – Directors' Participation in Placement

#### 5.1 General

See Section 3 for details of the Placement.

The resolutions comprising Resolution 2 each seek the approval of Shareholders under and for the purposes of Listing Rule 10.11 and sections 195(4), and 208 of the Corporations Act for the issue of up to 10,000,000 Director Placement Shares to the Related Party Participants, on the following basis:

- (a) up to 4,000,000 Placement Shares to Mr Colin Locke (or his nominee(s));
- (b) up to 4,000,000 Placement Shares to Mr David Palumbo (or his nominee(s)); and
- (c) up to 2,000,000 Placement Shares to Mr Timothy Hogan (or his nominee(s)),  
(the *Participation*).

#### 5.2 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 relation 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.

The proposed issues of Director Placement Shares to the Directors (or their respective nominee(s)) fall within Listing Rule 10.11.1 and do not fall within any of the exceptions in Listing Rule 10.12. They therefore require the approval of Shareholders under Listing Rule 10.11.

The resolutions comprising Resolution 2 seek the required Shareholder approval to the proposed issues of Director Placement Shares to the Related Party Participants under and for the purposes of Listing Rule 10.11.

If the Resolutions are passed, the Company will be able to proceed with the issue of the Director Placement Shares that are the subject of each resolution to the Related Party Participants and the Company will raise up to a total of \$100,000.

If the Resolutions are not passed, the Company will not be able to proceed with the issues of the Director Placement Shares that are the subject of each resolution to the Related Party Participants, those parties will not be able to participate in the Placement, and the Company will not receive any funds from the Related Party Participants' participation in the Placement.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 or 7.1A is not required. Accordingly, the issue of the Director Placement Shares will not be included under the Company's 15% or additional 10% annual placement capacity pursuant to Listing Rule 7.1 and 7.1A.

### 5.3 Specific Information required by Listing Rule 10.13

Under and for the purposes of Listing Rule 10.13, the following information is provided in relation to the proposed Participation:

- (a) the Director Placement Shares will be issued to the Related Party Participants;
- (b) Colin Locke, David Palumbo and Timothy Hogan are related parties of the Company by virtue of being Directors and fall into the category stipulated by Listing Rule 10.11.1. In the event the Director Placement Shares are issued to a nominee of a Director, that person will fall into the category stipulated by Listing Rule 10.11.4;
- (c) the maximum number of Director Placement Shares to be issued is 10,000,000 in the following proportions:
  - (i) up to 4,000,000 Director Placement Shares to Mr Colin Locke (or their nominee(s));
  - (ii) up to 4,000,000 Director Placement Shares to Mr David Palumbo (or their nominee(s)); and

- (iii) up to 2,000,000 Director Placement Shares to Mr Timothy Hogan (or their nominee(s));
- (d) the Director Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Director Placement Shares will be issued to the Related Party Participants no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (f) the issue price will be \$0.01 per Share, being the same issue price as all other Shares issued under the Placement;
- (g) proceeds from the issue of the Director Placement Shares are intended to be used towards exploration activities at the Project and for general working capital (as set out in Section 3);
- (h) the Participation is not intended to remunerate or incentivise the Related Party Participants;
- (i) there are no additional material terms with respect to the agreements for the proposed issue of the Director Placement Shares; and
- (j) a voting exclusion statement is included in the Notice.

#### 5.4 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 sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The Participation will result in the issue of Shares which constitutes giving a financial benefit and the Directors are related parties of the Company by virtue of being Directors.

As all of the Company's Directors are the Related Party Participants, each have a material personal interest in the outcome of the resolutions comprising Resolution 2, the Company is seeking Shareholder approval for the purposes of section 195(4) and Chapter 2E of the Corporations Act in respect of the Participation in accordance with the resolutions comprising Resolution 2.

#### 5.5 Information requirements for Chapter 2E of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided:

- (a) **Identity of the related parties to whom Resolution 2 permit financial benefits to be given**

The Director Placement Shares will be issued to the Related Party Participants.

**(b) Nature of financial benefit**

Resolution 2 seeks approval from Shareholders to allow the Company to issue Director Placement Shares to the Related Party Participants. The Director Placement Shares are fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects. The Company will apply for official quotation of the Shares on ASX.

**(c) Valuation of financial benefit**

Each Director Placement Share is valued at \$0.01 per Share, being the same price paid by the Placement Participants. The value attributed to each Share is the value being paid by each Related Party Participant, as set out in Section 3.

**(d) Remuneration of related party**

The current total remuneration package of the Related Party Participants as at the date of this Notice is set out below:

Participating Director	FY24 salary / fees	Incentive payments	Super-annuation	Share-based benefits	Total
Mr Locke	\$160,000	-	\$17,600	-	\$177,600
Mr Palumbo	\$59,955	-	\$6,595	-	\$66,550
Mr Hogan	\$40,000	-	\$4,400	-	\$44,400
<b>TOTAL</b>	<b>\$259,955</b>	-	<b>\$28,595</b>	-	<b>\$288,550</b>

**(e) Existing relevant interests**

As at the date of this Notice, the Related Party Participants have the following relevant interests in Equity Securities of the Company. This excludes Performance Rights the subject of Resolution 4.

Participating Director	Shares
Mr Locke	1,329,000 <sup>1</sup>
Mr Palumbo	4,500,000 <sup>2</sup>
Mr Hogan	400,000

**Note:**

1. Comprising 1,015,000 Shares in which Mr Locke has a direct relevant interest, and 314,000 Shares in which Mr Locke has an indirect relevant interest.
2. Comprising 2,400,000 Shares in which Mr Palumbo has a direct relevant interest, and 2,100,000 Shares in which Mr Palumbo has an indirect relevant interest.

Assuming that the resolutions comprising Resolution 2 are approved by Shareholders, the relevant interest of each director in the Company would be as follows (based on their current Shareholding and assuming no other Shares are issued or acquired by them (or their nominee)):

Participating Director	Number of Shares	Relevant Interest (%)
Mr Locke	5,329,000	0.888
Mr Palumbo	8,500,000	1.416
Mr Hogan	2,400,000	0.400

**(f) Trading history**

The highest and lowest closing market sale prices of Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price (\$/share)	Date
<b>Highest</b>	\$0.026	11 April 2024
<b>Lowest</b>	\$0.007	28 March 2024, 3 April 2024

The latest available closing market sale price of the Shares on the ASX prior to the date of this Notice was \$0.008 on 12 February 2025.

**(g) Dilution**

The issue of the Director Placement Shares will have a diluting effect on the percentage interests of existing Shareholders' holdings. The potential dilution effect is summarised below, assuming the maximum number of Director Placement Shares are issued to the Related Party Participants.

Participating Director	Maximum Number of Director Placement Shares	Dilutionary Effect (%)
Mr Locke	4,000,000	0.673%
Mr Palumbo	4,000,000	0.673%
Mr Hogan	2,000,000	0.338%
<b>Total</b>	<b>10,000,000</b>	<b>1.684%</b>

The above table is based on the current Share capital of the Company immediately before the date of this Notice, being 590,134,025 Shares as at 12 February 2025 and assumes that no Shares are issued other than the maximum 10,000,000 Director Placement Shares issued to the Related Party Participants.

**(h) Corporate Governance**

Mr Colin Locke is the Executive Director and Chairman of the Company, while Mr David Palumbo and Mr Timothy Hogan are Non-Executive Directors of the Company. Each Director seeks to participate on the same terms as other Placement Participants. As the Directors each seek to participate and they have a material personal interest in the relevant resolution and under section 195(4) of the Act, the Directors have elected to put the matter to Shareholders.

**(i) Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Director Placement Shares.

**(j) Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the resolutions comprising Resolution 2.

**5.6 Board recommendation**

The resolutions comprising Resolution 2 are each ordinary resolutions.

The Directors decline to make a recommendation to Shareholders in relation to Resolution 2(a), 2(b) and 2(c) due to their material personal interests in the outcome of the Resolutions.

**6 Resolution 3 – Approval to issue Facilitator Shares and Facilitator Options**

**6.1 General**

Details of the Facilitator Shares and Facilitator Options are set out in Section 3.

The resolutions comprising Resolution 3 seek the approval of Shareholders for the issue of the Facilitator Shares and Facilitator Options under and for the purposes of Listing Rule 7.1.

**6.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is contained in Section 4.2 above.

The proposed issue of Facilitator Shares and Facilitator Options does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

To this end, the resolutions comprising Resolution 3 seek the required Shareholder approval to the issue of Facilitator Shares and Facilitator Options under and for the purposes of Listing Rule 7.1.

If Resolution 3(a) is passed, the Company will be able to proceed with the issue of the Facilitator Shares. In addition, the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3(b) is passed, the Company will be able to proceed with the issue of the Facilitator Options. In addition, the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3(a) is not passed, the Company will not be able to proceed with the issue of the Facilitator Shares and the Company will be required to negotiate and reach an alternative agreement with the Facilitators, which is likely to involve paying cash consideration to the Facilitators in respect of services performed to date.

If Resolution 3(b) is not passed, the Company will not be able to proceed with the issue of the Facilitator Options and the Company will be required to reach an alternative agreement with the Facilitators, which is likely to involve paying cash consideration to the Facilitators in respect of services performed to date.

### 6.3 Specific information required by Listing Rule 7.3

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Facilitator Shares and Facilitator Options:

- (a) The Facilitator Shares and Facilitator Options will be issued to the Facilitators;
- (b) a maximum of 20,000,000 Facilitator Shares and 20,000,000 Facilitator Options will be issued to the Facilitators;
- (c) the Facilitator Shares will be issued as 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. The Facilitator Shares will also be subject to a voluntary escrow period of 12 months from the date of issue;
- (d) the Facilitator Options will be exercisable at \$0.05 each on or before their expiry 2 years following their issue and will otherwise be issued on the terms and conditions set out in Schedule 2;
- (e) the Facilitator Shares and Facilitator Options are intended to be issued on the same date, no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (f) the Facilitator Shares and Facilitator Options will be issued for nil cash consideration as they are being issued as consideration payable to the Facilitators for facilitating the Proposed Acquisition. Accordingly, no funds will be raised from the issue;
- (g) the purpose of the issue of the Facilitator Shares and Facilitator Options is to pay the Facilitators' fees for the facilitation of the Proposed Acquisition;
- (h) there are no additional material terms with respect to the agreements for the issue of the Facilitator Shares and Facilitator Options; and
- (i) a voting exclusion statement is included in the Notice.

### 6.4 Board recommendation

The resolutions comprising Resolution 3 are each an ordinary resolution.

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

## 7 Resolution 4 – Approval to Issue Performance Rights to Directors

### 7.1 General

The Company is proposing, subject to obtaining Shareholder approval, to issue a total of 45,000,000 Performance Rights to Directors Colin Locke, David Palumbo and Timothy Hogan (**Performance Rights Recipients**) as follows:

Related Party	Performance Rights
Colin Locke	20,000,000
David Palumbo	15,000,000
Timothy Hogan	10,000,000
<b>TOTAL</b>	<b>45,000,000</b>

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of the Directors in seeking to achieve growth of the Share price and in the creation of



Shareholder value. In addition, the Board also believes that incentivising with Performance Rights is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Performance Rights to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

Subject to the terms and conditions in Schedule 3, the Performance Rights will be issued for nil cash consideration and vest on the Company's Share price reaching \$0.05 for 10 consecutive Trading Days.

The resolutions comprising Resolution 4 seek the approval of Shareholders for the issue of the Performance Rights to Directors or their nominee(s) under and for the purposes of Listing Rule 10.11 and sections 195(4) and 208 of the Corporations Act.

## 7.2 Listing Rule 10.11

A summary of Listing Rule 10.11 is contained in Section 5.2 above.

The proposed issues of Performance Rights to the Directors fall within Listing Rule 10.11.1 and do not fall within any of the exceptions in Listing Rule 10.12. They therefore require the approval of Shareholders under Listing Rule 10.11.

The resolutions comprising Resolution 4 seek the required Shareholder approval to the proposed issues of Performance Rights to the Directors under and for the purposes of Listing Rule 10.11.

If the resolutions comprising Resolution 4 are passed, the Company will be able to proceed with the issue of the respective Performance Rights to each the Directors (or their respective nominee(s)) that is the subject of the relevant resolution.

If the resolutions comprising Resolution 4 are not passed, the Company will not be able to proceed with the issue of the respective Performance Rights to each of the Directors (or their nominee(s)) that is the subject of the relevant resolution, and the Company may need to consider other forms of remuneration, including by the payment of cash.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 or 7.1A is not required. Accordingly, the issue of Shares to the Directors will not be included under the Company's 15% or additional 10% annual placement capacity pursuant to Listing Rule 7.1 and 7.1A.

### Specific Information required by Listing Rule 10.13

7.3 Under and for the purposes of Listing Rule 10.13, the following information is provided in relation to the proposed issue of Performance Rights:

- (a) a maximum of 45,000,000 Performance Rights will be issued to Colin Locke, David Palumbo and Timothy Hogan (or their nominee(s)), Directors of the Company;
- (b) Colin Locke, David Palumbo and Timothy Hogan are related parties of the Company by virtue of being Directors and fall into the category stipulated by Listing Rule 10.11.1. In the event the Performance Rights are issued to a nominee of Colin Locke, David Palumbo or Timothy Hogan, that person will fall into the category stipulated by Listing Rule 10.11.4;
- (c) the Performance Rights will be issued on the terms set out in Schedule 3;
- (d) the Performance Rights will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);

- (e) the Performance Rights will be issued for nil cash consideration as they will be issued as part of Colin Locke, David Palumbo and Timothy Hogan's remuneration package, and therefore no funds will be raised as a result of the issue;
- (f) the current total remuneration package for the Directors as at the date of this Notice is set out in Section 5.5(d);
- (g) the Performance Rights are not being issued under any agreement; and
- (h) a voting exclusion statement is included in the Notice.

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

A summary of Chapter 2E of the Corporations Act is contained in Section 5.4 above.

As all of the Company's Directors are the Performance Rights Recipients, each have a material personal interest in the outcome of the resolutions comprising Resolution 4, the Company is seeking Shareholder approval for the purposes of section 195(4) and Chapter 2E of the Corporations Act in accordance with the resolutions comprising Resolution 4.

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of the Performance Rights:

(a) **Identity of the related parties to whom the resolutions comprising Resolution 4 permit financial benefits to be given**

The Performance Rights will be issued to the Performance Rights Recipients or their respective nominee(s).

(b) **Nature of the financial benefit**

Resolution 4 seeks approval from Shareholders to allow the Company to issue the Performance Rights in the amounts specified in Section 7.1 above to the Directors or their nominee(s). The Performance Rights are to be issued in accordance with the terms and conditions in Schedule 3.

The Shares to be issued upon conversion of the Performance Rights will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

(c) **Valuation of financial benefit**

Each Performance Right has been independently valued at \$0.0052 using a Monte Carlo valuation model using the following assumptions:

Assumed Grant Date	Assumed Expiry Date	Share price at grant (\$)	Exercise Price (\$)	Price Hurdle (\$)	Risk-free rate (%)	Volatility (%)	Fair Value per Performance Right (\$)
13/01/2025	13/01/2028	0.009	0	0.05	3.84	124	0.0052

(d) **Remuneration of Performance Rights Recipients**

The current total remuneration package for each of the Performance Rights Recipients as at the date of this Notice is set out in Section 5.5(d) above.

**(e) Existing relevant interests**

The relevant interests in Equity Securities of the Company held by each Performance Rights Recipient as at the date of this Notice is set out in Section 5.5(d) above.

Assuming that each of the resolutions which form part of Resolution 4 are approved by Shareholders, all of the Performance Rights are issued, vested and exercised into Shares, and no other Equity Securities are issued or exercised, the respective interests of the Performance Rights Recipients in the Company would be as follows:

- (i) Colin Locke's interest would represent approximately 3.55% of the Company's fully diluted capital;
- (ii) David Palumbo's interest would represent approximately 3.25% of the Company's fully diluted capital; and
- (iii) Timothy Hogan's interest would represent approximately 1.73% of the Company's fully diluted capital.

**(f) Trading history**

Details of the trading history are set out in Section 5.5(f) above.

**(g) Dilution**

The issue of the Performance Rights will have a diluting effect on the percentage interest of existing Shareholders' holdings if the Performance Rights vest and are exercised. The potential dilution effect is summarised below:

Performance Rights	Dilutionary effect
45,000,000	7.6%

The above table is based on the current Share capital of the Company immediately before the date of this Notice, being 590,134,025 Shares and assumes that no Shares are issued other than the maximum 45,000,000 Shares on exercise of the Performance Rights issued to the Performance Rights Recipients. The actual dilution will depend on the extent that additional Shares are issued by the Company.

**(h) Corporate governance**

Colin Locke is an executive Director of the Company. The remaining Performance Rights Recipients are non-executive Directors of the Company.

The Board acknowledges the grant of the Performance Rights to the non-executive Directors, David Palumbo and Timothy Hogan, is contrary to Recommendation 8.2 of the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. However, the Board considers the grant of Performance Rights to the non-executive Directors reasonable in the circumstances for the reasons set out in Section 7.1.

**(i) Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Performance Rights (including fringe benefits tax).

**(j) Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the resolutions comprising Resolution 4.

## **7.5 Board recommendation**

The resolutions comprising Resolution 4 are each ordinary resolutions.

The Directors decline to make a recommendation to Shareholders in relation to the resolutions comprising Resolution 4 due to their material personal interests in the outcome of the Resolutions.

## Schedule 1

### Definitions

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

<b>\$</b>	means Australian Dollars.
<b>AEDT</b>	means Australian Eastern Daylight Saving time, being the time in Sydney, New South Wales.
<b>ASX</b>	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>Board</b>	means the board of Directors.
<b>Canaccord Genuity Financial Limited</b>	means Canaccord Genuity Financial Limited (ACN 008 896 311).
<b>Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Closely Related Party</b>	means: (a) a spouse or child of the member; or (b) has the meaning given in section 9 of the Corporations Act.
<b>Company</b>	means Krakatoa Resources Limited (ACN 155 231 575).
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Director Placement Shares</b>	has the meaning given in Section 3.
<b>Equity Security</b>	has the same meaning as in the Listing Rules.
<b>Explanatory Memorandum</b>	means the explanatory memorandum which forms part of the Notice.
<b>Facilitator</b>	has the meaning given in Section 3.
<b>Facilitator Options</b>	has the meaning given in Section 3.
<b>Facilitator Shares</b>	has the meaning given in Section 3.
<b>Initial Option Fee</b>	has the meaning given in Section 3.
<b>Key Management Personnel</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly,

including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

<b>Listing Rules</b>	means the listing rules of ASX.
<b>Material Investor</b>	means, in relation to the Company: <ul style="list-style-type: none"> <li>(a) a related party;</li> <li>(b) Key Management Personnel;</li> <li>(c) a substantial Shareholder;</li> <li>(d) an advisor; or</li> <li>(e) an associate of the above,</li> </ul> <p>who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.</p>
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice.
<b>Notice</b>	means this notice of general meeting.
<b>Option</b>	means an option to acquire a Share.
<b>Participation</b>	has the meaning given in Section 5.1.
<b>Performance Right</b>	has the meaning given in Section 3.
<b>Performance Rights Recipients</b>	has the meaning given in Section 7.1.
<b>Placement</b>	has the meaning given in Section 3.
<b>Placement Participants</b>	has the meaning given in Section 3.
<b>Placement Shares</b>	has the meaning given in Section 3.
<b>Project</b>	has the meaning given in Section 3.
<b>Proposed Acquisition</b>	has the meaning given in Section 3.
<b>Proxy Form</b>	means the proxy form attached to the Notice.
<b>Related Party</b>	has the meaning given in Listing Rule 19.12 and sections 228 and 601LA of the Corporations Act.
<b>Related Party Participants</b>	has the meaning given in Section 3.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Schedule</b>	means a schedule to the Notice.
<b>Section</b>	means a section of the Explanatory Memorandum.

<b>Securities</b>	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a Share.
<b>Trading Day</b>	has the meaning given in the Listing Rules.
<b>WST</b>	means Western Standard Time, being the time in Perth, Western Australia.

## Schedule 2

### Terms and conditions of Facilitator Options

The terms of the Facilitator Options (below defined as 'Options') are as follows:

1. **(Entitlement):** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. **(Issue Price):** No issue price is payable for the Options.
3. **(Exercise Price):** The Options have an exercise price of \$0.05 per Option (**Exercise Price**).
4. **(Expiry Date):** The Options expire at 5.00 pm (AEDT) two years after their issue date (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
5. **(Exercise Period):** The Options are exercisable at any time up to the Expiry Date.
6. **(Quotation of the Options):** The Company will not apply for quotation of the Options on ASX.
7. **(Transferability of the Options):** The Options are freely transferable, subject to compliance with the Corporations Act.
8. **(Notice of Exercise):** The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

9. **(Timing of issue of Shares on exercise):** Within 5 Business Days after the later of the following:
  - (a) the Exercise Date; and
  - (b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,the Company will:
  - (c) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
  - (d) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
  - (e) apply for quotation on the ASX of Shares issued pursuant to the exercise of the Options.
10. **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a notice under paragraph 9, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.



11. **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
12. **(Quotation of Shares on exercise):** Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.
13. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
14. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
15. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
  - (b) no change will be made to the Exercise Price.

**Schedule 3**

**Terms and conditions of Performance Rights**

The following terms and conditions apply to the Performance Rights:

(a) **Entitlement**  
Subject to the terms and conditions set out below, each Performance Right entitles the holder (**Holder**), at their election, on conversion to the issue of one fully paid ordinary share in the capital of the Company.

(b) **Consideration**  
The Performance Rights will be granted for nil cash consideration.

(c) **Conversion price**  
The conversion price of each Performance Right is nil.

(d) **Vesting Conditions**  
Subject to the terms and conditions set out below, the Performance Rights will have the vesting condition (**Vesting Condition**) specified below:

Vesting Condition	Time period to meet vesting condition
Share price reaching \$0.05 over 10 consecutive Trading Days on which trades in the Company's Shares were made	On or before 3 years from the date of issue

(e) **Expiry Date**  
Any Performance Rights that have vested in accordance with these terms but have not been exercised on or before the date that is one month after the time period to meet the Vesting Condition in paragraph (d), will expire and automatically lapse and become incapable of converting into Shares.  
Unvested Performance Rights will expire and automatically lapse on the conclusion of the time period to meet the Vesting Condition in paragraph (d).

(f) **Timing of issue of Shares and quotation of Shares on exercise**  
Within 5 Business Days of the Board confirming a Vesting Condition has been achieved, and subject to an exercise notice being received by the Holder before the Expiry Date, the Company will:

- (i) issue, allocate or cause to be transferred to the Holder (or its nominee) the number of Shares to which the Holder is entitled;
- (ii) if required, and subject to paragraph (g) below, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (iii) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.

All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with the then issued Shares.

(g) **Restrictions on transfer of Shares**  
If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations, the Company must on or within 20 Business Days after the

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allotment date of any Shares issued on conversion of Performance Rights, lodge a 'cleansing prospectus' with ASIC pursuant to section 708A(11) of the Corporations Act.

(h) **Change in Control**

If prior to the earlier of the conversion of the Performance Rights or the Expiry Date a Change of Control Event occurs, then each Performance Right will automatically vest and, at the election of the Holder, convert to a Share.

(i) A Change of Control Event means:

- (A) a takeover bid (as defined under the Corporations Act): upon the occurrence of the offeror under a takeover offer in respect of all the Shares announcing that it has achieved acceptances in respect of more than 50.1% of the Shares and that takeover bid has become unconditional (except any condition in relation to the cancellation or conversion of the Performance Rights); or
- (B) a court approval of a merger by way of scheme of arrangement (but shall not include a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, consolidation, sub-division, reduction or return of the issued capital of the Company)).

(i) **Leaver**

Where the Holder (or the person who is entitled to be registered as the holder) of the Performance Rights is no longer employed, or their engagement is discontinued (for whatever reason), with the Company, any unconverted and unvested Performance Rights will automatically lapse and be forfeited by the Holder on the date that is the earlier of the Expiry Date or 12 months from the date the Holder is no longer employed or their engagement was discontinued, unless the Board otherwise determines to extend such period further in its discretion.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Performance Rights and a holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights. However, the Company will give the holder notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

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

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the vesting of a Performance Right will be increased by the number of Shares which the holder would have received if the Performance Right had vested before the record date for the bonus issue.

(l) **Adjustment for entitlements issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph (k) will apply) the number of Shares which must be issued on the vesting of a Performance Right will be increased by the number of Shares which the holder would have received if the Performance Right had vested before the record date for the pro rata issue.

(m) **Adjustments for reorganisation**

If there is a reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the issued capital of the Company, the rights of a holder will be varied, as

appropriate, in accordance with the ASX Listing Rules which apply to reorganisation of capital at the time of the reorganisation.

(n) **Quotation of Performance Rights**

The Performance Rights will be unquoted Performance Rights.

(o) **Transfer**

The Performance Rights are not transferable.

(p) **Dividend and voting rights**

A Performance Right does not entitle the Holder to vote or receive any dividends.

(q) **Return of capital rights**

The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(r) **Rights on winding up**

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

(s) **No other rights**

- (i) A Performance Right does not give a Holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
  - (ii) A Performance Right does not confer the right to a change in the number of underlying Shares over which the Performance Right can vest into.
-



KRAKATOA

RESOURCES LTD.

ABN 39 155 231 575

## Need assistance?



**Phone:**

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



**Online:**

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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (WST) on Wednesday, 19 March 2025.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

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

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

### PARTICIPATING IN THE MEETING

#### Corporate Representative

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

## Lodge your Proxy Form:

### Online:

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

Your secure access information is

**Control Number: 184698**

**SRN/HIN:**

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

### By Mail:

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

### By Fax:

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



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

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

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

# Proxy Form

Please mark  to indicate your directions

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

I/We being a member/s of Krakatoa Resources Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Krakatoa Resources Limited to be held at the offices of the Company, at Level 8, 216 St Georges Terrace, Perth, WA 6000 on Friday, 21 March 2025 at 10:00am (WST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 4(a), 4(b) and 4(c) (except where I/we have indicated a different voting intention in step 2) even though Resolutions 4(a), 4(b) and 4(c) are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 4(a), 4(b) and 4(c) by marking the appropriate box in step 2.

## Step 2 Items of Business

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

		For	Against	Abstain		For	Against	Abstain	
1(a)	Ratification of prior issue of Placement Shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4(a)	Approval to issue Performance Rights to Mr Colin Locke (or his nominee (s))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1(b)	Ratification of prior issue of Placement Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4(b)	Approval to issue Performance Rights to Mr David Palumbo (or his nominee(s))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(a)	Approval for Mr Colin Locke (or his nominees) to participate in the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4(c)	Approval to issue Performance Rights to Mr Timothy Hogan (or his nominee(s))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b)	Approval for Mr David Palumbo (or his nominees) to participate in the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
2(c)	Approval for Mr Timothy Hogan (or his nominees) to participate in the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
3(a)	Approval to issue Facilitator Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
3(b)	Approval to issue Facilitator Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

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

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

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

**Update your communication details** (Optional)

Mobile Number <input type="text"/>	Email Address <input type="text"/>
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By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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