



**NOTICE OF GENERAL MEETING**

**EXPLANATORY STATEMENT**

**AND PROXY FORM**

**GENERAL MEETING OF  
E79 GOLD MINES LIMITED**

**TO BE HELD AT FIRST FLOOR, 168 STIRLING HIGHWAY  
NEDLANDS, WESTERN AUSTRALIA**

**TO VIEW VIRTUALLY VIA ZOOM**

**Invite Link to Register for Zoom: <https://zoom.us/meeting/register/VWH3Ju9QToS958mgjKx0Sg>**

**FRIDAY 28 MARCH 2025  
COMMENCING AT 10:00 AM (AWST)**

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

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9287 7625.*

**E79 Gold Mines Limited**  
**ABN 34 124 782 038**  
**First Floor, 168 Stirling Highway, Nedlands WA 6009**  
**Phone: 08 9287 7625 Email: info@e79gold.com.au**

## NOTICE OF GENERAL MEETING

**Notice is given that the General Meeting of E79 Gold Mines Limited will be held at  
First Floor, 168 Stirling Highway, Nedlands, Western Australia on  
Friday 28 March 2025 at 10:00 AM (AWST)**

### CONTENTS PAGE

---

Business of the Meeting (setting out the proposed resolutions)	4
Voting Prohibition Statements and Voting Exclusion Statements	6
Explanatory Statement (explaining the proposed resolutions)	7
Glossary	15
Schedule 1	16
Proxy Form	enclosed

---

### IMPORTANT INFORMATION

---

#### Your Vote is Important

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

#### How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 10:00 pm (AWST) on Wednesday 26 March 2025. Any proxy form received after that time will not be valid for the scheduled meeting.

Online	<a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a>
By mail	Share Registry – Automic Pty Limited, GPO Box 5193, Sydney NSW 2001, Australia
By mobile	Scan the QR Code on your proxy form and follow the prompts

#### Voting Eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (AWST) on 26 March 2025.

#### Voting in Person

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

#### Voting by Proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

**Your proxy form is enclosed.**

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they apply to this General Meeting. Broadly, the sections mean that:

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

Further details are set out below.

***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

***Transfer of non-chair proxy to Chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's Shareholders; and
- the appointed proxy is not the Chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

---

**E79 GOLD MINES LIMITED  
BUSINESS OF THE MEETING  
AGENDA**

**ORDINARY BUSINESS**

**1. Resolution 1 – Ratification of Placement Shares – Listing Rule 7.1**

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue on 25 February 2025 of 15,324,395 Shares issued at \$0.032 on the basis set out in the Explanatory Statement."*

**2. Resolution 2 – Ratification of Placement Shares – Listing Rule 7.1A**

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue on 25 February 2025 of 10,216,263 Shares issued at \$0.032 on the basis set out in the Explanatory Statement."*

**3. Resolution 3 – Approval to Issue Tranche 2 Placement Shares – Listing Rule 7.1**

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 28,789,342 Shares to be issued at \$0.032 on the basis set out in the Explanatory Statement."*

**4. Resolution 4 – Approval for the Issue of Placement Options – Listing Rule 7.1**

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

*"That, pursuant to and in accordance with ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 27,165,000 Options on the basis set out in the Explanatory Statement"*.

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

**5. Resolution 5 – Approval for the Issue of Lead Manager Options**

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

*"That, pursuant to and in accordance with ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 4,000,000 Options on the basis set out in the Explanatory Statement"*.

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

**6. Resolution 6 – Approval for the Issue of Placement Shares and Options to Mr Christopher Cairns**

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

*"That, pursuant to and in accordance with ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 650,000 Shares and 325,000 Options to Mr Christopher Cairns (or his nominee) on the basis set out in the Explanatory Statement"*.

For personal use only

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

**7. Resolution 7 – Approval for the Issue of Placement Shares and Options to Mr Peter Ironside**

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

*“That, pursuant to and in accordance with ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 950,000 Shares and 475,000 Options to Mr Peter Ironside (or his nominee) on the basis set out in the Explanatory Statement”.*

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

**8. Resolution 8 – Approval for the Issue of Placement Shares and Options to Ms Deborah Lord**

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

*“That, pursuant to and in accordance with ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 320,000 Shares and 160,000 Options to Ms Deborah Lord (or her nominee) on the basis set out in the Explanatory Statement”.*

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

**9. General**

To transact any other business as may be brought before the Meeting in accordance with the Constitution of the Company, the Corporations Act, or otherwise.

**BY ORDER OF THE BOARD**



**AMANDA SPARKS**  
**COMPANY SECRETARY**  
26 February 2025

## Voting Prohibition Statements

None.

## Voting Exclusion Statements

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

<b>Resolutions 1 and 2– Ratification of Prior Issues of Shares</b>	The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons.
<b>Resolutions 3 to 5 – Approval for the Issues of Shares and Options</b>	The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolutions 6 to 8 – Approval for the Issues of Placement Shares and Options to Directors</b>	In respect to: (a) Resolution 6, Mr Christopher Cairns (or his nominee); (b) Resolution 7, Mr Peter Ironside (or his nominee); and (c) Resolution 8, Ms Deborah Lord (or her nominee); and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

For personal use only

**E79 Gold Mines Limited**  
**EXPLANATORY STATEMENT**

This Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

**1. RESOLUTIONS 1 and 2 – RATIFICATION OF PRIOR ISSUE OF SECURITIES UNDER THE TRANCHE 1 PLACEMENT**

---

**1.1 Background**

As announced by the Company on 17 February 2025, E79 Gold undertook a placement to institutional and sophisticated investors to raise \$1.8 million (**Placement**). The Placement comprised:

- Tranche 1 Placement Shares of 25,540,658 Shares at \$0.032 each Share (**Tranche 1 Placement**);
- Tranche 2 Placement Shares of 28,789,342 Shares at \$0.032 each Share (**Tranche 2 Placement**); and
- Tranche 2 Director Placement Shares of 1,920,000 (refer Resolutions 5 to 7).

The Tranche 1 Placement Shares were issued on 25 February 2025. 15,324,395 Shares issued under Tranche 1 Placement were issued pursuant to the Company's capacity under ASX Listing Rule 7.1 and the remaining 10,216,263 Shares issued under ASX Listing Rule 7.1A, which was approved by Shareholders at the annual general meeting held on 21 November 2024.

Subject to Shareholder approval, each Placement subscriber will receive one free attaching unlisted option for every two new Shares issued (**Placement Option**). The Placement Options are exercisable at \$0.07 each with an expiry date of 30 June 2026 (refer to Resolution 4).

The issue of the Tranche 1 Placement Shares did not breach Listing Rule 7.1 at the time of issue.

The funds raised from the Placement will be used will be applied immediately to exploration at E79 Gold's Laverton South Gold Project and working capital.

The Company engaged the joint services of GBA Capital Pty Ltd (ACN 643 039 123) (**GBA Capital**), (AFSL 237549) and Whairo Capital Pty Ltd (ACN 618 944 568) (**Whairo Capital**), (Corporate Authorised Representative (number 1282684) of Redleaf Securities Pty Ltd (ACN 606 000 800) the holder of Australian Financial Services Licence number 510097), to manage the issue of the Placement. In accordance with the terms of the lead manager mandate, the Company paid a fee of 6% on the value of all Placement Shares (reduced to 3% on investors on a Chairman's list totalling \$200,000), and will issue both GBA Capital and Whairo Capital (or their nominees) 2,000,000 Options each on the same terms as the Placement Options (**Lead Manager Options**) (refer to Resolution 5). The lead manager mandate otherwise contained standard terms and conditions for an agreement of its nature.

Resolutions 1 and 2 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

For personal use only

## 1.2 Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month 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 approval to increase its limit to 25% at the annual general meeting held on 21 November 2024.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Tranche 1 Placement Shares.

## 1.3 Listing Rules 7.4

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

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

Resolutions 1 and 2 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

## 1.4 Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's combined 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolutions 1 and 2 are not passed, the Tranche 1 Placement Shares will be included in calculating the Company's combined 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

## 1.5 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

- (a) the Tranche 1 Placement Shares were issued to professional and sophisticated investors who were primarily clients of GBA Capital and Whairo Capital, together with clients of other participating brokers. The recipients were identified through a bookbuild process, which involved GBA Capital and Whairo Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. None of the recipients were related parties of the Company.
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:



- (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) the Tranche 1 Placement Shares were issued on the following basis:
- (i) 15,324,395 Shares were issued pursuant to ASX Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
  - (ii) 10,216,263 Shares were issued pursuant to ASX Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (d) the issue price was \$0.032 per Share under both the issues of the Tranche 1 Placement Shares made pursuant to Listing Rule 7.1 and 7.1A. One free attaching option will be issued for every two Tranche 1 Placement Shares (refer resolution 4). The Company has not and will not receive any other consideration for the issue of the Tranche 1 Placement Shares;
- (e) the Tranche 1 Placement Shares were issued on 25 February 2025 and were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the funds raised from Placement will be applied immediately to exploration at E79 Gold's Laverton South Gold Project and working capital.
- (g) the Tranche 1 Placement Shares were not issued under an agreement; and
- (h) a voting exclusion statement is included in Resolution 1 and 2 of this Notice.

## **2. RESOLUTION 3 – APPROVAL FOR THE ISSUE OF TRANCHE 2 PLACEMENT SHARES**

---

### **2.1 Background**

The background to the Placement is set out in section 1.1.

Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the Tranche 2 Placement Shares.

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Tranche 2 Placement Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and may exceed the 15% limit in Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval under Listing Rule 7.1 for the issue of the Tranche 2 Placement Shares.

Resolutions 6 to 8 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the Placement Shares and Placement Options to Directors.

### **2.2 Technical information required by Listing Rule 14.1A**

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 Placement Shares 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 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares.

### **2.3 Technical information required by Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the Tranche 2 Placement Shares will be issued to professional and sophisticated investors who were primarily clients of GBA Capital and Whairo Capital, together with clients of participating brokers. The recipients were identified through a bookbuild process, which involved GBA Capital and Whairo Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. None of the recipients will be related parties of the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
  - (iii) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (iv) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Tranche 2 Placement Shares to be issued is 28,789,342 Shares;
- (d) the issue price is \$0.032 per Share. One free attaching option will be issued for every two Tranche 2 Placement Shares (refer resolution 4). The Company has not and will not receive any other consideration for the issue of the Tranche 2 Placement Shares;
- (e) the Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting or such later date as may be permitted by any ASX waiver or modification of the ASX Listing Rules and it is intended that the issue of the Tranche 2 Placement Shares will occur on the same date;
- (f) the funds raised from Placement will be applied immediately to exploration at E79 Gold's Laverton South Gold Project and working capital.
- (g) the Tranche 2 Placement Shares will not be issued under an agreement; and
- (h) a voting exclusion statement is included in Resolution 3 of this Notice.

## **3. RESOLUTION 4 – APPROVAL FOR THE ISSUE OF PLACEMENT OPTIONS**

---

### **4.1 Background**

The background to the Placement is set out in section 1.1.

Resolution 4 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the Placement Options.

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Placement Options does not fall within any of the exceptions set out in Listing Rule 7.2 and may exceed the 15% limit in Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval under Listing Rule 7.1 for the issue of the Placement Options.

## 4.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

## 4.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (i) the Placement Options will be issued to professional and sophisticated investors who were primarily clients of GBA Capital and Whairo Capital, together with clients of participating brokers. The recipients were identified through a bookbuild process, which involved GBA Capital and Whairo Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. None of the recipients will be related parties of the Company;
- (j) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (k) the maximum number of Options to be issued is 27,165,000 Placement Options;
- (l) the exercise price for the Placement Options is \$0.07 and the Options expire on 30 June 2026. Terms of the Options are in Schedule 1;
- (m) the Placement Options will be issued no later than 3 months after the date of the Meeting or such later date as may be permitted by any ASX waiver or modification of the ASX Listing Rules and it is intended that the issue of the Placement Options will occur on the same date;
- (n) the Placement Options will be granted for nil cash consideration. The Placement Options will be issued free attached with the Placement Shares on a 1:2 basis. The Company will not receive any other consideration for the issue of the Options (other than in respect of funds received on exercise of the Options);
- (o) the Placement Options are not being issued under an agreement; and
- (p) a voting exclusion statement is included in Resolution 4 of this Notice.

## 4. RESOLUTION 5 – APPROVAL FOR THE ISSUE OF LEAD MANAGER OPTIONS

---

### 4.1 Background

The background to the Placement is set out in section 1.1.

Resolution 5 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the Lead Manager Options.

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

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

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

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue of the Lead Manager Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options and may be required to compensate GBA Capital and Whairo Capital in another form.

#### 4.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolutions 4 and 5:

- (a) 2,000,000 Lead Manager Options will be issued to GBA Capital and 2,000,000 Lead Manager Options will be issued to Whairo Capital (or their nominees);
- (b) the maximum number of Options to be issued is 4,000,000 Lead Manager Options;
- (c) the exercise price for the Lead Manager Options is \$0.07 and the Options expire on 30 June 2026. Terms of the Options are in Schedule 1;
- (d) the Lead Manager Options will be issued no later than 3 months after the date of the Meeting or such later date as may be permitted by any ASX waiver or modification of the ASX Listing Rules and it is intended that the issue of the Lead Manager Options will occur on the same date;
- (e) the Lead Manager Options will be granted for nil cash consideration. The Lead Manager Options will be issued equally to GBA Capital and Whairo Capital (or their nominees) as part consideration for services provided by GBA Capital and Whairo Capital in connection with the Placement. The Company will not receive any other consideration for the issue of the Options (other than in respect of funds received on exercise of the Options);
- (f) the Placement Options and Lead Manager Options are being issued under an agreement a summary of which is set out in section 1.1; and
- (g) a voting exclusion statement is included in Resolution 5 of this Notice.

### 5. RESOLUTIONS 6 TO 8 - APPROVAL FOR THE ISSUE OF PLACEMENT SHARES AND OPTIONS TO DIRECTORS

---

#### 5.1 Background

The background to the Placement is set out in section 1.1.

In order to encourage participation in the Placement, Mr Christopher Cairns, Mr Peter Ironside and Ms Deborah Lord, each a Director of the Company, have agreed to participate in the Placement, subject to Shareholder approval.

Resolutions 6 to 8 seeks Shareholder approval for Directors to participate in the Placement on the same terms as the other Placement participants, with the issue of up to 1,920,000 Shares at an issue price of \$0.032, together with one free attaching unlisted Option for every two new Shares issued (**Participation**). The Options are exercisable at \$0.07 each with an expiry date of 30 June 2026.

## 5.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

The Participation will result in the issue of Shares and Options (**Related Party Securities**) which constitutes giving a financial benefit to Mr Christopher Cairns, Mr Peter Ironside and Ms Deborah Lord, or their nominees, who are all related parties by virtue of being directors of the Company.

The Directors believe that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares and Options will be issued on the same terms as Placement Shares and Placement Options issued to non-related party participants in the Placement and, as such, the giving of the financial benefit is on arm's length terms.

## 5.3 Listing Rule 10.11

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

- (a) (10.11.1) a Related Party;
- (b) (10.11.2) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) (10.11.3) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) (10.11.4) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or
- (e) (10.11.5) a person whose relationship with the company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

This issue of the Related Party Securities falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11. Resolutions 6 to 8 seek the required Shareholder approval for the issue under and for the purposes of ASX Listing Rule 10.11.

## 5.4 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided:

Which category in ASX Listing Rules 10.11.1 - 10.11.5 the person falls within and why.	10.11.1, each of the Related Parties are Directors of the Company.
The number and class of securities to be issued to the person.	The maximum number of Placement Shares and Placement Options to be issued to each of the Related Parties is as follows: C Cairns (Resolution 6) 650,000 Shares and 325,000 Options P Ironside (Resolution 7) 950,000 Shares and 475,000 Options D Lord (Resolution 8) 320,000 Shares and 160,000 Options

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities.	A summary of the material terms of the Options is set out in Schedule 1 to this Notice of Meeting. The 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.
The date or dates on or by which the entity will issue the securities, which must not be more than 1 month after the date of the meeting.	No later than 1 month after the date of the Meeting (or such other date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of the Related Party Securities will occur on the same date.
The price or other consideration the entity will receive for the issue.	Issue Price - Shares: \$0.032 Issue Price – Options: Nil – free attaching. Exercise price \$0.07, expiry 30/06/2026.  The Company will not receive any other consideration for the issue of the Related Party Securities (other than on exercise of the Options).  The Placement Shares and Placement Options will be issued on the same terms as the Placement.
The purpose of the issue, including the intended use of any funds raised by the issue.	The purpose of the Placement, including the Directors Participation, is to use towards exploration at E79 Gold's Laverton South Gold Project and working capital.
If the person is: (a) a director and therefore a Related Party under rule 10.11.1; or (b) an associate of, or person connected with, a director under rules 10.11.4 or 10.14.5, and the issue is intended to remunerate or incentivise the director, details (including the amount) of the director's current total remuneration package.	The Related Party Securities are not intended to remunerate or incentivise the Related Parties.
If the securities are issued under an agreement, a summary of any other material terms of the agreement.	The Related Party Securities are not being issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement is included in Resolutions 6 to 8 of the Notice.

### 5.5 Technical information required by ASX Listing Rule 14.1A

If Resolutions 6 to 8 are passed, the Company will be able to proceed with the issue of the Related Party Securities to the Related Parties within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules). As approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Related Party Securities (because approval

is being obtained under ASX Listing Rule 10.11), the issue of the Related Party Securities will not use up any of the Company's 15% annual placement capacity.

If Resolutions 6 to 8 are not passed, the Company will not be able to proceed with the issue of the Related Party Securities to the Related Parties. The Company does not consider this will have a material impact on activities.

Resolutions 6 to 8 are each independent Resolutions.

## 6. RECOMMENDATIONS FOR ALL RESOLUTIONS

---

The Board believes that Resolutions 1 to 5 to be proposed at the Company's General Meeting are in the best interests of the Company and unanimously recommends that Shareholders vote in favour of each Resolutions 1 to 5.

Each Director has a material personal interest in the outcome of Resolutions 6-8 on the basis that the Directors are to be issued Securities on the same terms and conditions should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 6-8.

## 7. ENQUIRIES

---

Shareholders are invited to contact the Company Secretary, Ms Amanda Sparks, on (08) 9287 7625 if they have any queries in respect of the matters set out in these documents.

## GLOSSARY

---

**\$** means Australian dollars.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

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

**Board** means the current board of directors of the Company.

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

**Chair** means the chair of the Meeting.

**Company** means E79 Gold Mines Limited (ABN 34 124 782 038).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting or Meeting** means the meeting convened by the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

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

**Option** means an option which enables the holder to subscribe for one Share.

**Proxy Form** means the proxy form accompanying the Notice.

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

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

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

---

**SCHEDULE 1 – TERMS OF THE PLACEMENT OPTIONS AND LEAD MANAGER  
OPTIONS**

---

**(a) Entitlement**

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

**(b) Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.07 (7 cents) (**Exercise Price**)

**(c) Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 June 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

**(d) Exercise Period**

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

**(e) Notice of Exercise**

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

**(f) Exercise Date**

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

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

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

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

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



**(h) Shares issued on exercise**

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

**(i) Reconstruction of capital**

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

**(j) Participation in new issues**

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

**(k) Change in exercise price**

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

**(l) Dividend and Voting Entitlements**

An Option does not carry dividend or voting entitlements. Shares issued following the exercise of an Option will be Shares that carry dividend and voting entitlements.

**(m) Transferability**

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

**(n) Deferral of exercise if resulting in a prohibited acquisition of Shares**

If the exercise of an Option under paragraph (e) would result in any person being in contravention of section 606(1) of the Corporations Act 2001 (Cth) (General Prohibition) then the exercise of that Option shall be deferred until such later time or times that the exercise would not result in a contravention of the General Prohibition. In assessing whether the exercise of an Option would result in a contravention of the General Prohibition:

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

**(o) Unlisted Options**

The Options are not intended to be quoted.



E79 Gold Mines Limited | ABN 34 124 782 038

# 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 **10.00am (AWST) on Wednesday, 26 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:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

For personal use only

