



Tolu Minerals Limited
ARBN 657 300 359

Notice of General Meeting

The General Meeting of the Company will be held as follows:

Time and date: 9.30am (AEST) on 22 April 2025

In-person: PNG CR Company Camp, Baruni Road
National Capital District, Papua New Guinea

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 their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company

Shareholders are urged to vote by lodging the Proxy Form

For personal use only

**Tolu Minerals Limited
ARBN 657 300 359
(Company)**

Notice of General Meeting

Notice is hereby given that the general meeting of Shareholders of Tolu Minerals Limited ARBN 657 300 359 will be held at PNG CR Company Camp, Baruni Road, National Capital District, Papua New Guinea on 22 April 2025 at 9.30am (AEST) (**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 20 April 2025 at 4.00pm (AEST).

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

Agenda

1 Resolutions

Resolution 1 – Ratification of Placement Shares

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

‘That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

(a) 20,029,047 Placement Shares issued under Listing Rule 7.1; and

(b) 13,352,698 Placement Shares under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.’

Resolution 2 – Approval to issue MD Performance Rights

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

‘That, pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 4,000,000 Performance Rights to Iain Macpherson (or his nominee) under the Plan 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):** by or on behalf of any person who participated in the issue of these Placement Shares, or any of their respective associates.
- (b) **Resolution 1(b):** by or on behalf of any person who participated in the issue of these Placement Shares, or any of their respective associates.
- (c) **Resolution 2:** by or on behalf of Iain Macpherson (or his nominee), and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, 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;
- (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: 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 the 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 the 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 the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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.

BY ORDER OF THE BOARD



Craig Dawson
Assistant Company Secretary
Tolu Minerals Limited
Dated: 7 April 2025

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Tolu Minerals Limited
ARBN 657 300 359
(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 PNG CR Company Camp, Baruni Road, National Capital District, Papua New Guinea on 22 April 2025 at 9.30am (AEST) (**Meeting**).

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 Resolution will be voted.

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

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Ratification of Placement Shares
Section 4	Resolution 2 – Approval to issue MD Performance Rights
Schedule 1	Definitions
Schedule 2	Terms and conditions of MD Performance Rights
Schedule 3	Valuation of Performance Rights
Schedule 4	Summary of material terms of the Plan

2. Action to be taken by Shareholders

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

2.1 Voting in person

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

2.2 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a

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

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

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:

- (a) 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);
- (b) 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;
- (c) 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
- (d) 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).

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

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either 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. Your proxy voting instruction must be received by 9.30 am (AEST) on 20 April 2025, being not later than 48 hours before the commencement of the Meeting.

2.3 Chair's voting intentions

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of

Resolution 2 even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

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

2.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Assistant Company Secretary at craig.dawson@toluminerals.com by no later than five business days before the Meeting.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Resolution 1 – Ratification of Placement Shares

3.1 Background

On the 24 October 2024, the Company announced that it had received firm commitments to raise approximately A\$26.7 million (before costs) through a placement of 33,381,745 Shares (**Placement Shares**) to sophisticated and institutional investors at an issue price of \$0.80 each (**Placement**).

The Company issued the Placement Shares on 31 October 2024 using the Company's available placement capacity under Listing Rules 7.1 (20,029,047 Shares) and 7.1A (13,352,698 Shares).

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

3.2 Listing Rules 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 2024 annual general meeting held on 20 June 2024.

The issue of the 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 Company's 15% placement capacity under Listing Rule 7.1 and 10% placement capacity under Listing Rule 7.1A. This reduces 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 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A.

The effect of Shareholders passing Resolution 1(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

If Resolution 1(a) is passed, 20,029,047 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1(a) is not passed, 20,029,047 Placement Shares will continue to 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, to the extent of 20,029,047 Equity Securities for the 12-month period following the issue of those Placement Shares.

If Resolution 1(b) is passed, 13,352,698 Placement Shares will be excluded in calculating the Company's additional 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1(b) is not passed, 13,352,698 Placement Shares will continue to be included in the Company's additional 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, to the extent of 13,352,698 Equity Securities for the 12-month period following the issue of those Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

3.3 **Specific Information required by Listing Rule 7.5**

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

- (a) The Placement Shares were issued to sophisticated and institutional investors, none of whom is a related party or Material Investor of the Company. The participants in the Placement were identified through a bookbuild process, which involved seeking expressions of interest to participate in the Placement from existing contacts of the Company and clients of Argonaut Securities Pty Limited, the lead manager to the Placement.
- (b) A total of 33,381,745 Placement Shares were issued as follows:
 - (i) 20,029,047 Shares under Listing Rule 7.1; and
 - (ii) 13,352,698 Shares under Listing Rule 7.1A.
- (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 on 31 October 2024.
- (e) The Placement Shares were issued at \$0.80 each.
- (f) The issue of the Placement Shares raised A\$26.7 million (before costs). Funds raised under the Placement have been and are intended to be, applied towards:
 - (i) accelerating exploration activities across the Tolukuma Gold Mine;
 - (ii) redevelopment of the Tolukuma Gold Mine (including study work, mine development and dewatering)
 - (iii) costs of the Placement; and
 - (iv) general working capital.
- (g) There are no other material terms to the agreement for the subscription of the Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

3.4 Board recommendation

Each of Resolution 1(a) and (b) is a separate ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1(a) and (b).

4. Resolution 2 – Approval to issue MD Performance Rights

4.1 General

The Company is proposing, subject to obtaining Shareholder approval, to issue 4,000,000 Performance Rights (**MD Performance Rights**) to the Company's Managing Director, Iain Macpherson (or his nominee), under the Company's employee shares and awards plan (**Plan**) as follows:

Tranche	Performance Rights	Vesting Condition
Tranche 1	1,000,000	Production of 600 ounces of gold from the APT plant in any calendar month prior to the end of Q4, 2025.
Tranche 2	2,000,000	The acquisition and processing of geophysical data from the Phase 1 Airborne Magneto Telluric Survey, and the development of an exploration plan informed by the geophysical data and existing exploration data by the end of Q2, 2025.
Tranche 3	1,000,000	The Company announcing a JORC compliant mineral resource estimate (at an inferred classification or better) of at least 1M oz gold at a minimum grade of 8 g/t AU by the end of Q2, 2026.

Mr Iain Macpherson was headhunted by Tolu Minerals Ltd (previously Lole Mining Ltd) in early 2021 as a highly respected and qualified Mining Engineer with a history and global reputation as a mine operator with a proven track record of operations, new mine starts and most notably a restart specialist.

Mr Macpherson joined the Company in early 2021 as a consultant where he provided significant guidance and expertise during the due diligence of the Tolu assets held by the receiver Pini and associates. Included in that work was a full analysis of the assets, risks of restarting operation, exploration and operational considerations.

Mr Macpherson's executive services agreement then commenced in line with prospectus finalisation and listing in November 2023.

During the period Mr Macpherson has demonstrated considerable leadership expertise in prosecuting the planned preparation for mining restart and exploration expansion across the Tolu assets. In addition, he has demonstrated significant capability in putting together a team of industry leaders including multi-national and national skilled personnel in various operational and exploration roles.

The Company is moving into an important stage as it seeks to recommence production, presenting significant opportunities and challenges in both the near and long-term. The proposed issue of the MD Performance Rights seeks to further align the efforts of Mr Macpherson, as the Managing Director, in seeking to execute the next phase of the Company's development strategy and achieve growth of the Share price and creation of Shareholder value. The Board believes that the issue of the MD Performance Rights will further align the interests of Mr Macpherson with those of the Company and its Shareholders. Additionally, incentivising with Performance Rights is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer the MD Performance Rights to continue to attract and maintain highly experienced and qualified management in a competitive market.

The MD Performance Rights are to be issued under the Plan and will be subject to the terms and conditions in Schedule 2, including the vesting conditions set out below. A summary of the material terms of the Plan is in Schedule 4.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 10.14 for the issue of the MD Performance Rights to Mr Macpherson (or his nominee) under the Plan.

4.2 **Listing Rule 10.14**

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of its Shareholders:

- (a) a director of the entity (Listing Rule 10.14.1);
- (b) an associate of a person referred to in Listing Rule 10.14.1 (Listing Rule 10.14.2); and
- (c) a person whose relationship with the entity or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by Shareholders.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the MD Performance Rights as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the

MD Performance Rights to the Participating Directors (or their respective nominees) will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1.

The effect of Shareholders passing Resolution 2 will be to allow the Company to issue the MD Performance Rights to Iain Macpherson (or his nominee).

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the MD Performance Rights and the Company may have to consider alternative commercial means to incentivise Mr Macpherson.

4.3 **Specific information required by Listing Rule 10.15**

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the MD Performance Rights:

- (a) The MD Performance Rights will be issued under the Plan to Iain Macpherson (or his nominee).
- (b) Mr Macpherson falls into the category stipulated by Listing Rule 10.14.1 by virtue of being a Director of the Company.
- (c) A maximum of 4,000,000 MD Performance Rights will be issued to Mr Macpherson (or his nominee).
- (d) Mr Macpherson receives a salary of A\$475,000 (excluding superannuation), plus bonus performance entitlements of up to A\$150,000.
- (e) The Company has previously issued 2,500,000 Performance Rights to Mr Macpherson under the Plan on 8 November 2023 in connection with the Company's ASX listing. No cash consideration was paid for these Performance Rights as they were issued as an incentive component of Mr Macpherson's remuneration.
- (f) The MD Performance Rights will be issued on the terms and conditions set out in Schedule 2.
- (g) The Board considers that Performance Rights with performance-based milestones, rather than Shares, are an appropriate form of incentive because they reward Mr Macpherson for the achievement of specific development milestones and sustained growth in the value of the Company. Additionally, the issue of Performance Rights instead of cash is a prudent means of rewarding and incentivising Mr Macpherson whilst conserving the Company's available cash reserves.
- (h) The MD Performance Rights will be issued as soon as practicable following the Meeting and, in any event, not later than three years after the Meeting.
- (i) A valuation of the MD Performance Rights is in Schedule 3, valuing the MD Performance Rights at \$3,366,201.
- (j) The MD Performance Rights will be issued for nil cash consideration and will be provided as an incentive component of Mr Macpherson's remuneration package.
- (k) A summary of the material terms of the Plan is in Schedule 4.
- (l) No loan will be provided to Mr Macpherson in relation to the issue of the MD Performance Rights.

- (m) Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (n) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.
- (o) A voting exclusion statement is included in the Notice.

4.4 **Chapter 2E of the Corporations Act**

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

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

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

The proposed issue of the MD Performance Rights constitutes giving a financial benefit to related parties of the Company.

The Directors (other than Mr Macpherson who has a personal interest in the outcome of Resolution 2) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the MD Performance Rights, because the issue of the MD Performance Rights constitutes reasonable remuneration payable to Mr Macpherson and therefore falls within the exception stipulated by section 211 of the Corporations Act.

4.5 **Additional information**

Resolution 2 is an ordinary resolution.

The Board (other than Mr Macpherson who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of Resolution 2.

Schedule 1 Definitions

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

\$ or A\$	means Australian Dollars.
ASIC	means the Australian Securities and Investments Commission.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AEST	means Australian Western Standard Time.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Tolu Minerals Limited ARBN 657 300 359.
Constitution	means the constitution of the Company as at the date of the Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Material Investor	<p>means, in relation to the Company:</p> <ul style="list-style-type: none">(a) a related party;(b) Key Management Personnel;(c) a substantial Shareholder;(d) an advisor; or(e) an associate of the above, <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>

MD Performance Rights	has the meaning given in Section 4.1.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of general meeting.
Option	means an option to acquire Shares.
Performance Rights	means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.
Placement	has the meaning given in Section 3.1.
Placement Shares	has the meaning given in Section 3.1.
Plan	means the Tolu Minerals Limited Employee Shares and Awards Plan.
Proxy Form	means the proxy form attached to the Notice.
Recommendations	means the 4 th Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
VWAP	means the volume weighted average price of Shares traded on ASX.

Schedule 2 Terms and conditions of MD Performance Rights

The following terms and conditions apply to each of the MD Performance Rights:

1. **(No consideration)** The Performance Rights will be issued for nil consideration.
2. **(Entitlement)** Each Performance Right will entitle the holder (**Holder** or **Recipient**) to receive one Share in the Company upon the satisfaction of the Performance Hurdles (as specified below).
3. **(Performance Hurdles)** Each Performance Right will automatically vest and convert into a Share on the achievement of the following performance hurdles on or before the dates indicated:
 - (i) 1,000,000 Performance Rights: vesting upon production of 600 ounces of gold from the APT plant in any calendar month prior to the end of Q4, 2025;
 - (ii) 2,000,000 Performance Rights: vesting upon the acquisition and processing of geophysical data from the Phase 1 Airborne Magneto Telluric Survey, and the development of an exploration plan informed by the geophysical data and existing exploration data by the end of Q2, 2025;
 - (iii) 1,000,000 Performance Rights: vesting upon the Company announcing a JORC compliant mineral resource estimate (at an inferred classification or better) of at least 1M oz gold at a minimum grade of 8 g/t AU by the end of Q2, 2026; and
 - (iv) the Holder having continued as an employee of the Company up to and including the date of vesting.
4. **(Notice of satisfaction of Performance Hurdles)** The Company must provide an issue notice to the Holder following the vesting of the Performance Rights.
5. **(Ranking upon conversion)** The Shares into which the Performance Rights convert will rank pari passu in all respects with the existing Shares of the Company.
6. **(Expiry date)** The Performance Rights will expire three years from the date of issue. If Performance Hurdles have not been achieved by this date, the Performance Rights will automatically lapse.
7. **(Not transferable)** A Performance Right is not transferable.
8. **(Application to ASX)** A Performance Right will not be quoted on ASX. However, the Company must apply for the Official Quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.
9. **(No voting rights)** A Performance Right does not entitle the Holder to vote on any resolutions proposed by the Company except as otherwise required by law.
10. **(No dividend rights)** A Performance Right does not entitle the Holder to any dividends, whether fixed or at the discretion of the Directors.
11. **(No rights to return of capital)** A Performance Right does not entitle the Holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
12. **(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.

13. **(Reorganisation of capital)** If at any time the issued capital of the Company is reconstructed, all rights of the Holder will be changed in a manner consistent with the applicable ASX Listing Rules at the time of reorganisation.
14. **(Participation in new issues)** A Performance Right does not entitle the Holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
15. **(No other rights)** A Performance Right gives the Holder no 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.
16. **(No brokerage, commission or stamp duty)** No brokerage, commission, stamp duty or other transaction costs will be payable by the Holder in respect of any allotment of Shares.
17. **(Cessation of employment)** If the Holder's employment or engagement with the Company or an associated body corporate ceases because of an Uncontrollable Event, the Board in its absolute discretion may determine to reduce, vary or waive any Performance Hurdle that has not been satisfied at the date of the Uncontrollable Event so that the Performance Rights may vest. If the Holder's employment or engagement with the Company or an associated body corporate ceases because of a Controllable Event, unless otherwise determined by the Board, all Performance Rights subject to Performance Hurdles that have not been satisfied at the date of the Controllable Event, will lapse.

Controllable Event means cessation of employment or engagement other than by an Uncontrollable Event.

Uncontrollable Event means: (1) death, serious injury, disability or illness which renders the Holder incapable of continuing their employment or engagement (or providing the services the subject of the engagement) with the Company or Associated Body Corporate; (2) forced early retirement, retrenchment or redundancy; or (3) such other circumstances which results in a Holder leaving the employment of or ceasing their engagement with the Company or Associated Body Corporate and which the Board determines is an Uncontrollable Event.

18. **(Issue of Shares):** As soon as practicable after the valid exercise of a vested Performance Right, the Company will:
 - (v) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (vi) issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder;
 - (vii) if required, and subject to clause 19, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (viii) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
19. **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, 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 the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.

20. **(Plan)** The Performance Rights are issued pursuant to and are subject to the Employee Shares and Awards Plan **(Plan)**. In the event of conflict between a provision of these terms and conditions and the Plan, these terms and conditions prevail to the extent of that conflict.

Schedule 3 Valuation of Performance Rights

Number of Performance Rights	4,000,000
Share price	\$0.8425
Exercise price	\$0.0000
Grant date	16 April 2025
Start of measurement / vesting period	16 April 2025
Measurement vesting period / years	2.0
Expiry date	16 April 2028
Volatility	68%
Risk Free rate	4.25%
Dividend yield	0%
Value per Performance Right	\$0.8416
Total Value	\$3,366,201

- Valuation used a Black Scholes option valuation model
- Share price based on a 5 day VWAP prior to notice of meeting draft.

Schedule 4 Summary of material terms of the Plan

A summary of the material terms and conditions of the Plan is set out below:

(a) Eligibility

The Plan extends to each Director of the Company, full or part-time employee, casual employee, contractor, prospective participants or any other person who is a “primary participant” as set out in section 1100L of the Corporations Act (**Eligible Person**).

The Plan extends to an immediate family member of an Eligible Person, a company whose members comprise no persons other than the Eligible Person to immediate family members of the Eligible Person, a corporate trustee of a self-managed superannuation fund (within the meaning of the Superannuation Industry (Supervision) Act 1993) where the Eligible Person is a director of the trustee or any other person who is a “primary participant” as set out in section 1100L of the Corporations Act (**Eligible Associate**).

For the purposes of this summary, an Eligible Person or an Eligible Associate who accepts an offer from the Board to participate in the Plan is a ‘Participant’.

(b) Types of Offers

The Plan allows for the offer of the following to Participants:

- (i) Options to subscribe for and be allotted fully paid ordinary Shares in the capital of the Company upon payment of the exercise price and subject also to vesting criteria (if applicable); and
- (ii) Performance Rights to be issued, transferred, or allocated fully paid ordinary Shares in the capital of the Company subject to the satisfaction of the Plan, offer, performance hurdles, and any disposal restrictions.

For the purposes of this summary, an Option or Performance Right or any combination of them is an ‘Award’.

(c) Restrictions

Offers made under the Plan are subject to compliance with the Corporations Act, the Companies Act, and any other applicable law, including the insider trading provisions of Division 3 of Part 7.10 of the Corporations Act and the Company’s securities trading policy.

The Board, at its discretion, may offer and issue restricted Awards under this Plan upon the terms and conditions it sees fit, including, without limitation, the length of and any exceptions to such restriction imposed.

(d) Discretion of Board

The Plan is administered by the Board (or any other committee of the Board to which power to administer the Plan has been delegated) (**Administrators**) and the Administrators have the discretion to determine:

- (i) the eligibility of persons to participate in the Plan;
- (ii) number of Options and/or Performance Rights to be granted;
- (iii) terms and conditions of any Options and/or Performance Rights granted under the Plan; and
- (iv) the vesting criteria (subject to certain requirements contained in the Plan).

(e) **Requirements for Offers**

An offer under the Plan must be in writing and specify:

- (i) the name and address of the Eligible Person or Eligible Associate (where applicable) to whom the offer is made;
- (ii) the number and type of Awards being offered;
- (iii) the period commencing on the award commencement date and (unless the Board determines otherwise) expiring on the date nominated by the Board at its sole discretion at the time of the grant of the Award;
- (iv) the exercise price for any Options on offer;
- (v) the date of the offer;
- (vi) the date, being not more than 30 days after the date of the offer by which the offer must be accepted;
- (vii) any applicable vesting requirements;
- (viii) any performance hurdle applying to the offer or the Awards;
- (ix) any other terms and conditions attaching to the offer or the Awards including, without limitation, whether any restrictions contemplated in the Plan will be imposed on the Awards being offered;
- (x) whether deferral of any taxation in accordance with Division 83A-C of the
- (xi) *Income Tax Assessment Act 1997* (Cth) is to apply to the offer; and
- (xii) any other information required by the Corporations Act or Companies Act.

(f) **Acceptance of Offer**

An offer will be accompanied by an Acceptance Form, the terms and conditions of the Plan and a summary of the Plan. An Eligible Person or Eligible Associate may accept the offer by delivering to the Company the completed Acceptance Form by the time specified in the offer and paying the issue price applicable to the offer in cleared funds.

(g) **Exercise Price**

Each Option issued under the Plan is exercisable into one Share at the exercise price determined by the Board at its sole discretion.

(h) **Shares to Rank Equally**

Any securities allotted under the Plan will rank *pari passu* in all respects with the securities of the same class for the time being on issue with the exception of:

- (i) any rights attaching to other securities by virtue of entitlements arising from a record date prior to the date of the allotment in respect of those securities: and
- (ii) any other restrictions that may apply.

(i) **Issue Limit**

The total number of securities which may be offered by the Company under this Plan shall not at any time exceed 5% of the Company's total issued Shares when aggregated with the number of securities issued or that may be issued as a result of offers made at any time during the previous three-year period under:

- (i) an employee incentive scheme covered by the Corporations Act or the Companies Act; or
- (ii) an ASIC exempt arrangement of a similar kind to an employee incentive scheme.

(j) **Vesting of Awards**

The Company must provide an issue notice to the Participant once a Participant's Awards have been vested. A Participant's Awards may only be vested if:

- (i) the Award has not lapsed in accordance with the Plan rules; and
- (ii) the performance hurdle and any other relevant conditions attaching to the Awards have been satisfied.

(k) **Exercise of Awards**

No Award can be exercised until it has vested under the relevant vesting conditions. Once an Award can be exercised, the Participant may subscribe for and be allotted one (1) Share at the relevant exercise price (if applicable).

An Award is exercised by:

- (i) in the case of Options, the Participant lodging with the Company a notice in writing exercising the Award in such form prescribed by the Board from time to time specifying the number of Shares in respect of which the Options are being exercised (**Award Exercise Notice**);
- (ii) the receipt by the Company of a payment by or on behalf of the Participant in immediately available funds of the total exercise price payable for those Options nominated in the Award Exercise Notice; and
- (iii) the Participant lodging with the Company the certificate for those Awards, for cancellation by the Company.

Upon the exercise of an Award, the Company must issue and allot a Share or procure the transfer of a Share to the Participant.

(l) **New Issues**

Award holders do not have any right to new issues of securities made to Shareholders generally.

(m) **Dividends**

Award holders are not entitled to participate in any dividends unless their Awards are exercised or vested before the record date.

(n) **Rights of Participants**

- (i) In general, nothing in the Plan or participation in the Plan:
 - (A) confers on any Eligible Person the right to continue as a Director, employee or contractor
 - (B) confers on any Eligible Person the right to become or remain a Director, employee or contractor or to participate under the Plan;
 - (C) will be taken into account in determining an Eligible Person's salary or remuneration for the purposes of superannuation or other pension arrangements (where applicable);

- (D) affects the rights and obligations of any Eligible Person under the terms of their office, employment with the Company or Associated Body Corporate;
 - (E) affects any rights which the Company may have to terminate the office, employment or engagement of an Eligible Person or will be taken into account in determining an Eligible Person's termination or severance pay;
 - (F) may be used to increase damages in any action brought against the Company or an Associated Body Corporate in respect of any such termination; or
 - (G) confers any responsibility or liability on the Company or Associated Body Corporate or their directors, officers, employees, representatives or agents in respect of any taxation liabilities of the Eligible Person.
- (ii) Terms of employment, consulting arrangements or appointments are not affected by the Plan rules.

(o) **Termination or Suspension of Plan**

The Plan may be terminated or suspended at any time by resolution of the Directors and notification to the ASX in accordance with the ASX Listing Rules.

LODGE YOUR VOTE



ONLINE

<https://au.investorcentre.mpms.mufig.com>



BY MAIL

Tolu Minerals Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14, Sydney South NSW 1235 Australia
OR
PNG Registries Limited PO Box 1265
PORT MORESBY NCD Papua New Guinea



BY FAX

+61 2 9287 0309



BY HAND

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150
OR
Level 4, Cuthbertson House, Cuthbertson Street
Port Moresby NCD



ALL ENQUIRIES TO

Telephone: 1300 554 575

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Tolu Minerals Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **9:30am (AEST) on Tuesday, 22 April 2025 at PNG CR Company Camp, Baruni Road, National Capital District, Papua New Guinea** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*
1a Ratification of October Placement Shares - 20,029,047 October Placement Shares issued under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b Ratification of October Placement Shares - 13,352,698 October Placement Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval to issue MD Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

TOK PRX2501C

For personal use only

STEP 1

STEP 2

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am (AEST) on Sunday, 20 April 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Tolu Minerals Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

OR

PNG Registries Limited PO Box 1265
PORT MORESBY NCD Papua New Guinea



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

OR

Level 4, Cuthbertson House, Cuthbertson Street
Port Moresby NCD

* in business hours (Monday to Friday, 9:00am–5:00pm)

IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

For personal use only