

**ACCELERATE RESOURCES LIMITED**  
**ACN 617 821 771**  
**NOTICE OF GENERAL MEETING**

Notice is given that the Meeting will be held at:

**TIME:** 10:00am (WST)  
**DATE:** 9 May 2025  
**PLACE:** Suite 1  
16 Ord Street  
WEST PERTH WA 6005

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

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

*The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm on 7 May 2025.*

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 79,328,307 Shares on the terms and conditions set out in the Explanatory Statement."*

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#### 2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 45,671,693 Shares on the terms and conditions set out in the Explanatory Statement."*

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#### 3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT SHARES TO MR LUKE METER

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 5,000,000 Shares to Mr Luke Meter (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

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#### 4. RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT SHARES TO MR MARK THOMPSON

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,000,000 Shares to Mr Mark Thompson (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

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#### 5. RESOLUTION 5 – APPROVAL TO ISSUE PLACEMENT SHARES TO MR RICHARD HILL

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Shares to Richard Hill (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

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#### 6. RESOLUTION 6 – APPROVAL TO ISSUE PLACEMENT SHARES TO MR GRANT MOONEY

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Shares to Grant Mooney (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

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**Dated: 2 April 2025**

## Voting Prohibition Statements

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|--|--|
| <b>Resolution 4 – Approval to issue Placement Shares to Mr Mark Thompson</b> | In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party ( <b>Resolution 4 Excluded Party</b> ). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party. |
| <b>Resolution 5 – Approval to issue Placement Shares to Mr Richard Hill</b>  | In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party ( <b>Resolution 5 Excluded Party</b> ). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party. |
| <b>Resolution 6 – Approval to issue Placement Shares to Mr Grant Mooney</b>  | In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party ( <b>Resolution 6 Excluded Party</b> ). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party. |

## Voting Exclusion Statements

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

|  |   |
|--|---|
| <b>Resolution 1 – Ratification of prior issue of Placement Shares</b>        | Unrelated Placement Participants and any other person who participated in the issue or an associate of that person or those persons.  |
| <b>Resolution 2 – Ratification of prior issue of Placement Shares</b>        | Unrelated Placement Participants and any other person who participated in the issue or an associate of that person or those persons.  |
| <b>Resolution 3 – Approval to issue Placement Shares to Mr Luke Meter</b>    | Mr Luke Meter (or his nominee(s)) and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). |
| <b>Resolution 4 – Approval to issue Placement Shares to Mr Mark Thompson</b> | Mr Mark Thompson (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.                              |
| <b>Resolution 5 – Approval to issue Placement Shares to Mr Richard Hill</b>  | Mr Richard Hill (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.                               |
| <b>Resolution 6 – Approval to issue Placement Shares to Mr Grant Mooney</b>  | Mr Grant Mooney (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.                               |

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

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

### **Voting by proxy**

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

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

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

Shareholders and their proxies should be aware that:

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

### **Voting in person**

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

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 6248 9663.***

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## EXPLANATORY STATEMENT

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

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### 1. BACKGROUND TO RESOLUTIONS 1 – 6

On 31 January 2025, the Company announced that it had received firm commitments from sophisticated and institutional investors to raise up to approximately \$1.35 million (before costs) through the issue of up to 135,000,000 Shares at an issue price of \$0.01 per Share (**Placement**).

The Placement is being undertaken in two tranches:

- (a) the initial tranche comprised the issue of 125,000,000 to unrelated sophisticated and institutional investors (**Unrelated Placement Participants**) on 10 February 2025, with:
  - (i) 79,328,307 Shares issued under the Company's placement capacity under Listing Rule 7.1, which the Company is seeking to ratify under Resolution 1; and
  - (ii) 45,671,693 Shares issued under the Company's placement capacity under Listing Rule 7.1A, which the Company is seeking to ratify under Resolution 2; and
- (b) the second tranche will comprise, subject to the Company obtaining Shareholder approval under Resolutions 3 to 6, the issue of:
  - (i) 5,000,000 Shares to CEO, Mr Luke Meter; and
  - (ii) an aggregate of 5,000,000 Shares to Directors, Mr Mark Thompson, Mr Richard Hill and Mr Grant Mooney (**Related Party Participants**).

#### 1.2 Lead Manager

The Company entered into a lead manager mandate with Euroz Hartleys Group Limited (**Euroz Hartleys**), pursuant to which Euroz Hartleys was engaged to act as lead manager to the Placement (**Lead Manager Mandate**). In accordance with the terms of the Lead Manager Mandate the Company has agreed to pay Euroz Hartleys (or its nominee(s)) a lead manager fee of 6% (excluding GST) of the total funds raised under the Placement. The Lead Manager Mandate otherwise contains terms which are considered standard for an agreement of this type.

#### 1.3 Use of funds

Proceeds from the Placement, together with existing cash reserves, will be primarily applied towards the Company's new gold strategy, including exploration activities at the recently acquired Kanowna East Gold Project (in which the Company has a 70% interest) strategically located in the Kalgoorlie gold region of Western Australia.

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## 2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

### 2.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 125,000,000 Shares on 10 February 2025 at an issue price of \$0.01 per Share to raise \$1.25 million (before costs).

79,328,307 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 45,671,693 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1A (being, the subject of Resolution 2).

## 2.2 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 this approval at its annual general meeting held on 25 November 2024.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 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 and 7.1A for the 12 month period following the date of the issue.

## 2.3 Listing Rule 7.4

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

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

## 2.4 Technical information required by Listing Rule 14.1A

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

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

## 2.5 Technical information required by Listing Rules 7.4 and 7.5

| REQUIRED INFORMATION  | DETAILS  |
|---|--|
| <b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b> | Professional and sophisticated investors who were identified through a bookbuild process, which involved Euroz Hartleys seeking expressions of interest to participate in the capital raising from non-related parties of the Company.<br><br>The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company. |
| <b>Number and class of Securities issued</b>  | 125,000,000 Shares were issued on the following basis:<br>(a) 79,328,307 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and<br>(b) 45,671,693 Shares issued under Listing Rule 7.1A (ratification of which is sought under Resolution 2).   |
| <b>Terms of Securities</b>  | The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.   |
| <b>Date(s) on or by which the Securities were issued</b>  | 10 February 2025   |

| REQUIRED INFORMATION   | DETAILS   |
|--|---|
| <b>Price or other consideration the Company received for the Securities</b>              | \$0.01 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.  |
| <b>Purpose of the issue, including the intended use of any funds raised by the issue</b> | Refer to Section 1.3 for details of the proposed use of funds.  |
| <b>Summary of material terms of agreement to issue</b>                                   | The Shares were issued pursuant to customary placement agreements between the Company and the Unrelated Placement Participants. |
| <b>Voting Exclusion Statement</b>  | A voting exclusion statement applies to this Resolution.  |
| <b>Compliance</b>  | The issue did not breach Listing Rule 7.1.  |

### 3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT SHARES TO MR LUKE METER

#### 3.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 5,000,000 Shares to Mr Luke Meter to enable his participation in the Placement.

#### 3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

Exception 17 of Listing Rule 7.2 provides that Listing Rule 7.1 will not apply to an agreement to issue equity securities that is conditional on the shareholders approving the issue under Listing Rule 7.1 before the issue is made. If an entity relies on this exception, it must not issue the equity securities without such approval.

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

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

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and will not raise a further \$50,000 under the Placement.

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

| REQUIRED INFORMATION  | DETAILS  |
|---|--|
| <b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b> | The Shares will be issued to Mr Luke Meter.  |
| <b>Number of Securities and class to be issued</b>  | A maximum of 5,000,000 Shares will be issued.  |
| <b>Terms of Securities</b>  | The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.  |
| <b>Date(s) on or by which the Securities will be issued</b>   | The Company expects to issue the Shares within five Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). |

| REQUIRED INFORMATION   | DETAILS  |
|--|--|
| <b>Price or other consideration the Company will receive for the Securities</b>          | \$0.01 per Share.  |
| <b>Purpose of the issue, including the intended use of any funds raised by the issue</b> | Refer to Section 1.3 for details of the proposed use of funds. |
| <b>Voting exclusion statement</b>  | A voting exclusion statement applies to this Resolution.       |

#### 4. RESOLUTIONS 4 TO 6 – APPROVAL TO ISSUE PLACEMENT SHARES TO RELATED PARTY PARTICIPANTS

##### 4.1 General

Resolutions 4 to 6 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of up to an aggregate of 5,000,000 Shares to Mr Mark Thompson, Mr Richard Hill and Mr Grant Mooney (or their nominee(s)) on the terms and conditions set out below to enable the Directors to participate in the Company's capital raising activities on the same terms as the Unrelated Placement Participants.

Further details in respect of the intended participation of the Directors are set out in the table below.

| RECIPIENT        | RESOLUTION | PARTICIPATION    |                 |
|------------------|------------|------------------|-----------------|
|                  |            | QUANTUM          | FUNDS RAISED    |
| Mr Mark Thompson | 4          | 3,000,000        | \$30,000        |
| Mr Richard Hill  | 5          | 1,000,000        | \$10,000        |
| Mr Grant Mooney  | 6          | 1,000,000        | \$10,000        |
| <b>TOTAL</b>     |            | <b>5,000,000</b> | <b>\$50,000</b> |

##### 4.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Securities should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

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

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

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

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

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Shares are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.



#### 4.4 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

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

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

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

If these Resolutions are not passed, the Company will not be able to proceed with the issue and will not raise a further \$50,000 under the Placement.

#### 4.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

| REQUIRED INFORMATION   | DETAILS   |
|--|---|
| <b>Name of the persons to whom Securities will be issued</b> | The proposed recipients of the Shares are set out in Section 4.1 above.   |
| <b>Categorisation under Listing Rule 10.11</b>               | Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director.<br><br>Any nominee(s) of the proposed recipients who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4. |
| <b>Number of Securities and class to be issued</b>           | The maximum number of Shares to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the recipients is set out in the table included at Section 4.1 above.   |
| <b>Terms of Securities</b>                                   | The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.   |
| <b>Date(s) on or by which the Securities will be issued</b>  | The Company expects to issue the Shares within five Business Days of the Meeting. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).                 |

| REQUIRED INFORMATION  | DETAILS   |                        |                         |              |                        |              |                 |                  |            |                        |                         |           |          |                 |            |                        |                        |       |       |                 |            |                        |                         |       |        |
|---|---|------------------------|-------------------------|--------------|------------------------|--------------|-----------------|------------------|------------|------------------------|-------------------------|-----------|----------|-----------------|------------|------------------------|------------------------|-------|-------|-----------------|------------|------------------------|-------------------------|-------|--------|
| Price or other consideration the Company will receive for the Securities          | \$0.01 per Share.   |                        |                         |              |                        |              |                 |                  |            |                        |                         |           |          |                 |            |                        |                        |       |       |                 |            |                        |                         |       |        |
| Purpose of the issue, including the intended use of any funds raised by the issue | Refer to Section 1.3 for details of the proposed use of funds.  |                        |                         |              |                        |              |                 |                  |            |                        |                         |           |          |                 |            |                        |                        |       |       |                 |            |                        |                         |       |        |
| Consideration of type and quantum of Security to be issued                        | <p>The quantum of Shares to be offered under the Placement and the pricing of the Shares was determined in conjunction with Euroz Hartleys.</p> <p>The recipients are seeking to participate in the Placement on the same terms as the Unrelated Placement Participants.</p> <p>It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares on the terms proposed.</p>   |                        |                         |              |                        |              |                 |                  |            |                        |                         |           |          |                 |            |                        |                        |       |       |                 |            |                        |                         |       |        |
| Valuation   | <p>The value of the Shares proposed to be issued is set out in the table below, based on a valuation of \$0.01 per Share (being the issue price of the Shares proposed to be issued, which is equivalent to the price at which Shares were issued to Unrelated Participants in the Placement).</p> <table><tr><th>RECIPIENT</th><th>SHARES</th><th>VALUE</th></tr><tr><td>Mr Mr Mark Thompson</td><td>3,000,000</td><td>\$30,000</td></tr><tr><td>Mr Richard Hill</td><td>1,000,000</td><td>\$10,000</td></tr><tr><td>Mr Grant Mooney</td><td>1,000,000</td><td>\$10,000</td></tr></table>  | RECIPIENT              | SHARES                  | VALUE        | Mr Mr Mark Thompson    | 3,000,000    | \$30,000        | Mr Richard Hill  | 1,000,000  | \$10,000               | Mr Grant Mooney         | 1,000,000 | \$10,000 |                 |            |                        |                        |       |       |                 |            |                        |                         |       |        |
| RECIPIENT   | SHARES  | VALUE                  |                         |              |                        |              |                 |                  |            |                        |                         |           |          |                 |            |                        |                        |       |       |                 |            |                        |                         |       |        |
| Mr Mr Mark Thompson   | 3,000,000   | \$30,000               |                         |              |                        |              |                 |                  |            |                        |                         |           |          |                 |            |                        |                        |       |       |                 |            |                        |                         |       |        |
| Mr Richard Hill   | 1,000,000   | \$10,000               |                         |              |                        |              |                 |                  |            |                        |                         |           |          |                 |            |                        |                        |       |       |                 |            |                        |                         |       |        |
| Mr Grant Mooney   | 1,000,000   | \$10,000               |                         |              |                        |              |                 |                  |            |                        |                         |           |          |                 |            |                        |                        |       |       |                 |            |                        |                         |       |        |
| Summary of material terms of agreement to issue                                   | The Shares will be issued pursuant to customary placement agreements between the Company and the Directors.   |                        |                         |              |                        |              |                 |                  |            |                        |                         |           |          |                 |            |                        |                        |       |       |                 |            |                        |                         |       |        |
| Interest in Securities  | <p>The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:</p> <p><b>As at the date of this Notice</b></p> <table><tr><th>RECIPIENT</th><th>SHARES<sup>1</sup></th><th>OPTIONS</th><th>PERFORMANCE SECURITIES</th><th>% UN-DILUTED</th><th>% FULLY DILUTED</th></tr><tr><td>Mr Mark Thompson</td><td>44,434,785</td><td>2,000,000<sup>2</sup></td><td>51,666,667<sup>5</sup></td><td>5.64%</td><td>10.55%</td></tr><tr><td>Mr Richard Hill</td><td>12,132,653</td><td>2,000,000<sup>3</sup></td><td>7,000,000<sup>6</sup></td><td>1.54%</td><td>2.27%</td></tr><tr><td>Mr Grant Mooney</td><td>44,950,895</td><td>1,000,000<sup>4</sup></td><td>51,666,667<sup>5</sup></td><td>5.71%</td><td>10.50%</td></tr></table> <p><b>Notes:</b></p> <p>1 Fully paid ordinary shares in the capital of the Company (ASX: AX8).</p> <p>2 Unquoted Options exercisable at \$0.075 each on or before 30 April 2027 (ASX: AX8AAB).</p> <p>3 Unlisted Options exercisable at \$0.05 each on or before 30 November 2026 (ASX: AX8AY).</p> <p>4 Unlisted Options exercisable at \$0.05 each on or before 30 November 2026 (ASX: AX8AY).</p> <p>5 Unlisted Performance Shares.</p> <p>6 Unlisted Performance Rights expiring 29 November 2025.</p> | RECIPIENT              | SHARES <sup>1</sup>     | OPTIONS      | PERFORMANCE SECURITIES | % UN-DILUTED | % FULLY DILUTED | Mr Mark Thompson | 44,434,785 | 2,000,000 <sup>2</sup> | 51,666,667 <sup>5</sup> | 5.64%     | 10.55%   | Mr Richard Hill | 12,132,653 | 2,000,000 <sup>3</sup> | 7,000,000 <sup>6</sup> | 1.54% | 2.27% | Mr Grant Mooney | 44,950,895 | 1,000,000 <sup>4</sup> | 51,666,667 <sup>5</sup> | 5.71% | 10.50% |
| RECIPIENT   | SHARES <sup>1</sup>   | OPTIONS                | PERFORMANCE SECURITIES  | % UN-DILUTED | % FULLY DILUTED        |              |                 |                  |            |                        |                         |           |          |                 |            |                        |                        |       |       |                 |            |                        |                         |       |        |
| Mr Mark Thompson  | 44,434,785  | 2,000,000 <sup>2</sup> | 51,666,667 <sup>5</sup> | 5.64%        | 10.55%                 |              |                 |                  |            |                        |                         |           |          |                 |            |                        |                        |       |       |                 |            |                        |                         |       |        |
| Mr Richard Hill   | 12,132,653  | 2,000,000 <sup>3</sup> | 7,000,000 <sup>6</sup>  | 1.54%        | 2.27%                  |              |                 |                  |            |                        |                         |           |          |                 |            |                        |                        |       |       |                 |            |                        |                         |       |        |
| Mr Grant Mooney   | 44,950,895  | 1,000,000 <sup>4</sup> | 51,666,667 <sup>5</sup> | 5.71%        | 10.50%                 |              |                 |                  |            |                        |                         |           |          |                 |            |                        |                        |       |       |                 |            |                        |                         |       |        |

| REQUIRED INFORMATION          | DETAILS  |               |                        |             |                        |             |                  |            |           |               |        |                 |              |           |           |       |                 |            |           |            |       |
|-------------------------------|--|---------------|------------------------|-------------|------------------------|-------------|------------------|------------|-----------|---------------|--------|-----------------|--------------|-----------|-----------|-------|-----------------|------------|-----------|------------|-------|
|                               | <div>Post issue</div> <table><tr><th>RECIPIENT</th><th>SHARES</th><th>OPTIONS</th><th>PERFORMANCE SECURITIES</th><th>% UNDILUTED</th></tr><tr><td>Mr Mark Thompson</td><td>47,434,785</td><td>2,000,000</td><td>51,666,667</td><td>5.99%%</td></tr><tr><td>Mr Richard Hill</td><td>13,132,653</td><td>2,000,000</td><td>7,000,000</td><td>1.66%</td></tr><tr><td>Mr Grant Mooney</td><td>45,950,895</td><td>1,000,000</td><td>51,666,667</td><td>5.80%</td></tr></table>   | RECIPIENT     | SHARES                 | OPTIONS     | PERFORMANCE SECURITIES | % UNDILUTED | Mr Mark Thompson | 47,434,785 | 2,000,000 | 51,666,667    | 5.99%% | Mr Richard Hill | 13,132,653   | 2,000,000 | 7,000,000 | 1.66% | Mr Grant Mooney | 45,950,895 | 1,000,000 | 51,666,667 | 5.80% |
| RECIPIENT                     | SHARES   | OPTIONS       | PERFORMANCE SECURITIES | % UNDILUTED |                        |             |                  |            |           |               |        |                 |              |           |           |       |                 |            |           |            |       |
| Mr Mark Thompson              | 47,434,785   | 2,000,000     | 51,666,667             | 5.99%%      |                        |             |                  |            |           |               |        |                 |              |           |           |       |                 |            |           |            |       |
| Mr Richard Hill               | 13,132,653   | 2,000,000     | 7,000,000              | 1.66%       |                        |             |                  |            |           |               |        |                 |              |           |           |       |                 |            |           |            |       |
| Mr Grant Mooney               | 45,950,895   | 1,000,000     | 51,666,667             | 5.80%       |                        |             |                  |            |           |               |        |                 |              |           |           |       |                 |            |           |            |       |
| Dilution                      | <p>If the Shares issued under these Resolutions are issued the number of Shares on issue will increase from 787,188,712 (being the total number of Shares on issue as at the date of this Notice) to 792,188,712 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.63%, comprising 0.38% by Mr Mark Thompson, 0.13% by Mr Richard Hill and 0.13% by Mr Grant Mooney.</p> |               |                        |             |                        |             |                  |            |           |               |        |                 |              |           |           |       |                 |            |           |            |       |
| Trading history               | <p>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:</p> <table><tr><th></th><th>PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.059</td><td>4 June 2024</td></tr><tr><td>Lowest</td><td>\$0.006</td><td>20 March 2025</td></tr><tr><td>Last</td><td>\$0.005</td><td>1 April 2025</td></tr></table>   |               | PRICE                  | DATE        | Highest                | \$0.059     | 4 June 2024      | Lowest     | \$0.006   | 20 March 2025 | Last   | \$0.005         | 1 April 2025 |           |           |       |                 |            |           |            |       |
|                               | PRICE  | DATE          |                        |             |                        |             |                  |            |           |               |        |                 |              |           |           |       |                 |            |           |            |       |
| Highest                       | \$0.059  | 4 June 2024   |                        |             |                        |             |                  |            |           |               |        |                 |              |           |           |       |                 |            |           |            |       |
| Lowest                        | \$0.006  | 20 March 2025 |                        |             |                        |             |                  |            |           |               |        |                 |              |           |           |       |                 |            |           |            |       |
| Last                          | \$0.005  | 1 April 2025  |                        |             |                        |             |                  |            |           |               |        |                 |              |           |           |       |                 |            |           |            |       |
| Other information             | <p>The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.</p>   |               |                        |             |                        |             |                  |            |           |               |        |                 |              |           |           |       |                 |            |           |            |       |
| Voting exclusion statements   | <p>Voting exclusion statements apply to these Resolutions.</p>   |               |                        |             |                        |             |                  |            |           |               |        |                 |              |           |           |       |                 |            |           |            |       |
| Voting prohibition statements | <p>Voting prohibition statements apply to these Resolutions.</p>   |               |                        |             |                        |             |                  |            |           |               |        |                 |              |           |           |       |                 |            |           |            |       |

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## GLOSSARY

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**\$** means Australian dollars.

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

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

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

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

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

**Company** means Accelerate Resources Limited (ACN 617 821 771).

**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.

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

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

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

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

**Option** means an option to acquire a Share.

**Performance Securities** means a performance share in the capital of the Company which converts into a Share following satisfaction of a performance milestone or a performance right to acquire a Share subject to satisfaction of performance milestones.

**Placement** has the meaning given in Section 1.

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

**Related Party Participants** has the meaning given in Section 1.

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

**Section** means a section of the Explanatory Statement.

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

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

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

**Unrelated Placement Participants** has the meaning given in Section 1.

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

«EntityRegistrationDetailsLine1Envelope»  
«EntityRegistrationDetailsLine2Envelope»  
«EntityRegistrationDetailsLine3Envelope»  
«EntityRegistrationDetailsLine4Envelope»  
«EntityRegistrationDetailsLine5Envelope»  
«EntityRegistrationDetailsLine6Envelope»

## Your General Meeting Proxy

### Voting Instructions

#### Appointment of a Proxy

A shareholder entitled to cast two or more votes may appoint up to two proxies (whether shareholders or not) to attend the meeting and vote. A separate Proxy form should be used for each Proxy appointment.

**Directing your Proxy How to Vote:** If you wish to direct your Proxy how to vote (or to abstain from voting) on any resolution, place a mark ("X") in the "For", "Against" or "Abstain" box for each resolution. If you mark more than one box on a resolution, your vote on that resolution will be invalid. If you mark the "Abstain" box for a particular resolution, you are directing your Proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

#### Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions and prohibitions.

#### Signing Instructions

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

- **Individual:** Where the holding is in one name, the Proxy form must be signed by the shareholder or the shareholder's attorney.
- **Joint holding:** Where the holding is in more than one name, all of the shareholders should sign.
- **Power of Attorney:** To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Share Registrar for notation. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this Proxy form when you return it.
- **Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this Proxy form must be signed by that person. If the company (in accordance with section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this Proxy form must be signed by a Director jointly with either another Director or a Company Secretary. The director or authorised signatory should also print their name and state their position under their signature.

**ALL your Shares will be voted in accordance with your directions or if no directions have been given and to the extent permitted by law, as the Proxy sees fit. The Chair of the Meeting intends to vote undirected proxies in favour of ALL Resolutions.**

### Attending the Meeting

**Attending in person:** please bring this form with you as this will assist in registering your attendance.

If a representative of a corporate securityholder or Proxy is to participate in the meeting, you will need to provide the appropriate "Appointment of Corporate Representative" Form.

### HOW TO

#### Lodge Your Proxy

##### Online Voting

Lodge your Proxy vote online by scanning the QR Code with your tablet or mobile, or enter the URL below into your internet browser:

<https://investor.xcend.app/sha>



You can also vote by the following:

- **Registered User:** enter your existing username & password and click voting.
- **New User,** firstly register at: <https://investor.xcend.app/register>  
Then once logged in, you may proceed to vote.

##### Post to Vote

Xcend Pty Ltd  
PO Box R1905  
Royal Exchange NSW 1225

##### @ Scan & Email to Vote

[meetings@xcend.co](mailto:meetings@xcend.co)

SRN/HIN: «AccountNumber»

Registered Name & Address

«EntityRegistrationDetailsLine1Envelope»  
«EntityRegistrationDetailsLine2Envelope»  
«EntityRegistrationDetailsLine3Envelope»  
«EntityRegistrationDetailsLine4Envelope»  
«EntityRegistrationDetailsLine5Envelope»  
«EntityRegistrationDetailsLine6Envelope»

Change of Address

If incorrect, provide the correct address in the space below. Securityholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Your Proxy Form

I/we being members of **Accelerate Resources Limited (“Company”)** and entitled to attend and vote hereby appoint:

The Chair of the Meeting  
(Mark box)

OR

If you are **NOT** appointing the Chair 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 Chair 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 law, as the Proxy sees fit) at the General Meeting of the Company to be held at Suite 1, 16 Ord Street, West Perth, Western Australia on 9 May 2025 at 10:00am (AWST) and at any postponement or adjournment of the Meeting.

The Chair of the Meeting intends to vote undirected proxies in favour of ALL Resolutions.

By appointing the Chair as a proxy (or where the Chair becomes proxy by default) the relevant Shareholder gives the Chair express authority to exercise the proxy on the Resolutions (except where the Shareholder has indicated a different voting intention on this Proxy Form) even though the Resolution may be connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting, being **7 May 2025 at 10:00am (AWST)**. Please read the Notice of Meeting and voting instructions before marking any boxes with an X. If you mark the Abstain box for a Resolution, you are directing your Proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

| Resolutions  | For | Against | Abstain |
|--|-----|---------|---------|
| 1 Ratification of prior Issue of Placement Shares        |     |         |         |
| 2 Ratification of prior Issue of Placement Shares        |     |         |         |
| 3 Approval to Issue Placement Shares to Mr Luke Meter    |     |         |         |
| 4 Approval to Issue Placement Shares to Mr Mark Thompson |     |         |         |
| 5 Approval to Issue Placement Shares to Mr Richard Hill  |     |         |         |
| 6 Approval to Issue Placement Shares to Mr Grant Mooney  |     |         |         |

|                                      |                              |                              |
|--------------------------------------|------------------------------|------------------------------|
| Securityholder 1                     | Joint Securityholder 2       | Joint Securityholder 3       |
|                                      |                              |                              |
| Sole Director/Sole Company Secretary | Director/Company Secretary   | Director/Company Secretary   |
|                                      |                              |                              |
| Print Name of Securityholder         | Print Name of Securityholder | Print Name of Securityholder |

Update your communication details:

Email Address

Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.

For personal use only  
Provide Your Voting Directions  
Appoint a Proxy

Please Sign and Return  
\* This section must be completed.