



ASX: BM8

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Level 50, 108 St Georges Terrace

Perth, WA 6000

PO Box 7310, Cloisters Square

WA 6850

4 August 2025

Dear Shareholder,

GENERAL MEETING – NOTICE AND PROXY FORM

Notice is given that the General Meeting (**GM**) of Shareholders of Battery Age Minerals Limited (ACN 085 905 997) (**Company**) will be held as follows:

Time and date: 10.00 am (AWST) on Tuesday, 2 September 2025

Location: The Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth, Western Australia

As permitted by the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of Meeting to shareholders unless a shareholder has requested to receive a hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically.

For those shareholders who have provided an email address and elected to receive electronic communications from the Company, an email has been sent to the nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form/voting instruction form.

The Meeting Materials can also be viewed and downloaded at the Company's website: <https://batteryage.au/> or online at the ASX Company Announcements Platform at <https://www.asx.com.au/markets/company/bm8> (ASX: BM8).

The Company will be conducting the Meeting at the Location without the use of video conferencing technology.

A copy of your personalised Proxy Form is enclosed for your reference. All resolutions in the Notice of Meeting will be voted upon by poll. Shareholders are strongly encouraged to submit their Proxy Form to the Company's share registry, using any of the methods as detailed on the Proxy.

All resolutions in the Notice of Meeting will be voted upon by poll. Your proxy voting instruction must be received by 10:00 am (AWST) on 31 August 2025 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at www.investorcentre.com/au.

The Meeting Materials are important and 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. If you have any difficulties obtaining a copy of the Meeting Materials please contact the Company's share registry, Computershare Investor Services Pty Limited on, 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

Yours faithfully

Battery Age Minerals Ltd



Battery Age Minerals Limited
ACN 085 905 997

Notice of General Meeting

A General Meeting of the Company will be held at:

Time and Date: 10.00 am (AWST) on Tuesday, 2 September 2025

Address: The Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth WA 6000

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 by telephone on +61 8 6109 6689

Shareholders are urged to vote by lodging the Proxy Form

Battery Age Minerals Limited
ACN 085 905 997
(Company)

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of Battery Age Minerals Limited will be held at the Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth WA 6000 on Tuesday, 2 September 2025 at 10.00 am (AWST) (**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 Sunday, 31 August 2025 at 5.00 pm (AWST).

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

1. Agenda

Resolution 1 – Ratification of prior issue of Tranche 1 Placement Shares

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

‘That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

(a) 17,745,820 Tranche 1 Placement Shares issued under Listing Rule 7.1; and

(b) 12,164,180 Tranche 1 Placement Shares issued under Listing Rule 7.1A,

on the terms and conditions set out in the Explanatory Memorandum.’

Resolution 2 – Approval to issue Tranche 2 Placement Shares

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 7.1 and for all other purposes, Shareholders approve the issue of up to 26,490,000 Tranche 2 Placement Shares, on the terms and conditions set out in the Explanatory Memorandum.’

Resolution 3 – Approval to issue Placement Options

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 7.1 and for all other purposes, Shareholders approve the issue of up to 18,800,005 Placement Options, on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 4 – Approval to issue Joint Lead Manager Options

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 7.1 and for all other purposes, Shareholders approve the issue of up to 9,000,000 Joint Lead Manager Options to the Joint Lead Managers (or their respective nominees), on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 5 – Approval to issue Director Placement Securities

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

'That, pursuant to and in accordance with Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 2,700,000 Director Placement Shares and 900,000 Director Placement Options to the Directors (or their respective nominees) as follows:

- (a) up to 2,000,000 Director Placement Shares and 666,667 Director Placement Options to David Pevcic;*
- (b) up to 400,000 Director Placement Shares and 133,333 Director Placement Options to Gerry Fahey; and*
- (c) up to 300,000 Director Placement Shares and 100,000 Director Placement Options to Vincent Chye,*

on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 6 – Approval to issue CEO Placement Securities

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 7.1 and for all other purposes, Shareholders approve the issue of up to 300,000 CEO Placement Shares and 100,000 CEO Placement Options to Nigel Broomham (or his nominees) on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 7 – Approval to issue Related Party Placement Securities

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 10.11 and for all other purposes, Shareholders approve the issue of up to 600,000 Related Party Placement Shares and 200,000 Related Party Placement Options to Robert Martin (or his nominees), on the terms and conditions set out in the Explanatory Memorandum.'

2. 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 a person who participated in the issue of these Tranche 1 Placement Shares, or any of their respective associates;
- (b) **Resolution 1(b):** by or on behalf of a person who participated in the issue of these Tranche 1 Placement Shares, or any of their respective associates;
- (c) **Resolution 2:** by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Tranche 2 Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (d) **Resolution 3:** by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of these Placement Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (e) **Resolution 4:** by or on behalf of the Joint Lead Managers (or their respective nominees) and any other person who will obtain a material benefit as a result of, the proposed issue of the Joint Lead Manager Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (f) **Resolution 5(a):** by or on behalf of David Pevcic (or his nominees) and any other person who will obtain a material benefit as a result of, the proposed issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of his associates;
- (g) **Resolution 5(b):** by or on behalf of Gerry Fahey (or his nominees) and any other person who will obtain a material benefit as a result of, the proposed issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of his associates;
- (h) **Resolution 5(c):** by or on behalf of Vincent Chye (or his nominees) and any other person who will obtain a material benefit as a result of, the proposed issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of his associates;
- (i) **Resolution 6:** by or on behalf of Nigel Broomham (or his nominees), and any other person who will obtain a material benefit as a result of, the proposed issue of these CEO Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates; and
- (j) **Resolution 7:** by or on behalf of Robert Martin (or his nominees), and any other person who will obtain a material benefit as a result of, the proposed issue of these Related Party Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

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

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (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.

BY ORDER OF THE BOARD

David Pevcic
Non-Executive Chair
Battery Age Minerals Limited
Dated: 4 August 2025

Battery Age Minerals Limited
ACN 085 905 997
(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 on Tuesday, 2 September 2025 at 10.00 am (AWST).

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

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

Section 2	Action to be taken by Shareholders
Section 3	Background to the Resolutions
Section 4	Resolution 1 – Ratification of prior issue of Tranche 1 Placement Shares
Section 5	Resolution 2 – Approval to issue Tranche 2 Placement Shares
Section 6	Resolution 3 – Approval to issue Placement Options
Section 7	Resolution 4 – Approval to issue Joint Lead Manager Options
Section 8	Resolution 5 – Approval to issue Director Placement Securities
Section 9	Resolution 6 – Approval to issue CEO Placement Securities
Section 10	Resolution 7 – Approval to issue Related Party Placement Securities
Schedule 1	Definitions
Schedule 2	Terms and conditions of Quoted Options

A Proxy Form is made available with the Explanatory Memorandum.

2. Action to be taken by Shareholders

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

2.1 Voting in person

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

2.2 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

2.3 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 encouraged to vote by completing and returning 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 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 10.00 am (AWST) on Sunday, 31 August 2025, being not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

2.4 Chair's voting intentions

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

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at hspindler@batteryage.au at least 2 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. Background to the Resolutions

On 2 July 2025, the Company announced that it had received firm commitments for a two-tranche placement to raise up to \$3,000,000 (before costs) via the issue of up to 60,000,000 Shares (**Placement Shares**) at an issue price of \$0.05 per Placement Share (**Placement**). Participants in the Placement will also receive one (1) free attaching Quoted Option for every three (3) Placement Shares subscribed for and issued, exercisable at \$0.10 each and expiring three years from the date of issue (**Placement Options**).

The Placement is being undertaken in the following tranches:

- (a) **Tranche 1:** 29,910,000 Placement Shares (**Tranche 1 Placement Shares**), which were issued on 10 July 2025 to unrelated parties of the Company, comprising of:
- (i) 17,745,820 Tranche 1 Placement Shares issued under Listing Rule 7.1 (the subject of Resolution 1(a)); and
 - (ii) 12,164,180 Tranche 1 Placement Shares issued under Listing Rule 7.1A (the subject of Resolution 1(b)),
- to raise \$1,495,500 (before costs); and
- (b) **Tranche 2:** the proposed issue of up to 30,090,000 Placement Shares and 20,000,005 Placement Options, comprising of:

- (i) up to 26,490,000 Placement Shares to unrelated parties of the Company (the subject of Resolution 2) (**Tranche 2 Placement Shares**);
- (ii) up to 18,800,005 Placement Options to unrelated parties of the Company (the subject of Resolution 3);
- (iii) up to 2,700,000 Placement Shares (**Director Placement Shares**) and 900,000 Placement Options (**Director Placement Options**) to the Directors (or their respective nominees) in the proportions set out in Section 8.1 below (together, the **Director Placement Securities**) (the subject of Resolution 5(a) to (c) (inclusive));
- (iv) up to 300,000 Placement Shares (**CEO Placement Shares**) and 100,000 Placement Options (**CEO Placement Options**) to the Company's chief executive officer, Nigel Broomham (or his nominees) (together, the **CEO Placement Securities**) (the subject of Resolution 6); and
- (v) up to 600,000 Placement Shares (**Related Party Placement Shares**) and 200,000 Placement Options (**Related Party Placement Options**) to the Company's former non-executive chairman, Robert Martin (or his nominees) (together, the **Related Party Placement Securities**) (the subject of Resolution 7).

The Company engaged Euroz Hartleys Limited and Sixty Two Capital Pty Ltd as joint lead managers to the Placement (together, the **Joint Lead Managers**).

As partial consideration for the provision of joint lead managerial services in connection with the Placement, the Joint Lead Managers (or their respective nominees) will be issued up to 9,000,000 Quoted Options on the same terms as the Placement Options (**Joint Lead Manager Options**), the subject of Resolution 4. A summary of the Joint Lead Manager Mandate is set out in Section 7.2 below.

Subject to satisfaction of the conditions to quotation under the Listing Rules, the Placement Options, including the Director Placement Options, CEO Placement Options and Related Party Placement Options, and Joint Lead Manager Options are intended to be quoted on the ASX.

4. Resolution 1 – Ratification of prior issue of Tranche 1 Placement Shares

4.1 General

The background to the Placement, including the issue of the Tranche 1 Placement Shares is set out in Section 3 above.

Resolution 1(a) and (b) seek Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement Shares under Listing Rules 7.1 and 7.1A respectively.

4.2 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 annual general meeting held on 29 November 2024.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 or 7.1A and, as it has not yet been approved by Shareholders, effectively uses up the Company's combined 25% placement capacity under Listing Rules 7.1 and 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12-month period following the issue of the Tranche 1 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 Company confirms that the issuance of the Tranche 1 Placement Shares did not breach the Company's placement capacity under Listing Rule 7.1 and Listing Rule 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, 17,745,820 Tranche 1 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 or agree to issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1(b) is passed, 12,164,180 Tranche 1 Placement Shares will be excluded in calculating the Company's 10% limit under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue or agree to issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1(a) is not passed, 17,745,820 Tranche 1 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 17,745,820 Equity Securities for the 12-month period following the issue of those Tranche 1 Placement Shares.

If Resolution 1(b) is not passed, 12,164,180 Tranche 1 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 12,164,180 Equity Securities for the 12-month period following the issue of those Tranche 1 Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

4.3 Specific information required by Listing Rule 7.5

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

- (a) The Tranche 1 Placement Shares were issued to a range of new and existing sophisticated and professional investors (**Tranche 1 Placement Participants**). The Tranche 1 Placement Participants were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Joint Lead Managers.

In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company advises that Sufian Ahmad (and his associates), a Material Investor, was issued 673,150 Tranche 1 Placement Shares which represented less than 1% of the Company's issued capital at the time of the issue of the Tranche 1 Placement Shares, but has also been allocated 3,326,850 Tranche 2 Placement Shares and 1,333,333 Placement Options. Together, the Tranche 1 Placement Shares, Tranche 2 Placement Shares and Placement Options allocated to Sufian Ahmad (and his associates) constitute more than 1% of the Company's current issued capital. Sixty Two Capital Pty Ltd, being one of the Joint Lead Managers engaged by the Company, is a company controlled by Mr Ahmad.

Other than as set out above, none of the other Tranche 1 Placement Participants were related parties of the Company or a Material Investor.

- (b) On 10 July 2025, the Company issued a total of 29,910,000 Tranche 1 Placement Shares using the Company's available placement capacity in the following proportions:
- (i) 17,745,820 Tranche 1 Placement Shares issued under Listing Rule 7.1; and
 - (ii) 12,164,180 Tranche 1 Placement Shares issued under Listing Rule 7.1A.
- (c) The Tranche 1 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 Tranche 1 Placement Shares were issued at \$0.05 each.
- (e) The proceeds from the Placement have been or are intended to be used towards:
- (i) drilling at the Bleiberg Zinc-Lead-Germanium Project, located in Austria;
 - (ii) exploration at the El Aguila Gold-Silver Project, located in Argentina;
 - (iii) acquisition costs from the previous El Aguila project acquisition;
 - (iv) the costs of the Placement; and
 - (v) general working capital.
- (f) There are no other material terms to the agreement for the subscription of the Tranche 1 Placement Shares.
- (g) A voting exclusion statement is included in the Notice.

4.4 Additional information

Resolution 1(a) and (b) are separate ordinary resolutions.

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

5. Resolution 2 – Approval to issue Tranche 2 Placement Shares

5.1 General

The background to the Placement, including the proposed issue of the Tranche 2 Placement Shares is set out in Section 3 above.

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

5.2 Listing Rule 7.1

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

The proposed issue of the Tranche 2 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and exceeds the Company's 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 2 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, without the requirement to obtain prior Shareholder approval.

If Resolution 2 is passed, the Company will be able to proceed with the issue of up to 26,490,000 Tranche 2 Placement Shares and raise up to \$1,324,500 (before costs). In addition, the issue of the Tranche 2 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 or agree to issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of up to 26,490,000 Tranche 2 Placement Shares and, accordingly, will not receive the additional \$1,324,500 (before costs) from the issue of the Tranche 2 Placement Shares.

5.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 2 Placement Shares:

- (a) The Tranche 2 Placement Shares will be issued to a range of new and existing sophisticated and professional investors (**Tranche 2 Placement Participants**). The Tranche 2 Placement Participants were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Joint Lead Managers.

In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company advises that Sufian Ahmad (and his associates), a Material Investor, will be issued 3,326,850 Tranche 2 Placement Shares, which constitutes more than 1% of the Company's current issued capital. As noted above, Sixty Two Capital Pty Ltd, being one of the Joint Lead Managers engaged by the Company, is a company controlled by Mr Ahmad.

Other than as set out above, none of the other Tranche 2 Placement Participants are related parties of the Company or a Material Investor.

- (b) A maximum of 26,490,000 Tranche 2 Placement Shares will be issued.

- (c) The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The Tranche 2 Placement Shares will be issued at an issue price of \$0.05 each, being the same price at which the Tranche 1 Placement Shares were issued.
- (f) A summary of the intended use of funds raised from the Placement is set out in Section 4.3(e) above.
- (g) There are no other material terms to the agreement for the subscription of the Tranche 2 Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

5.4 Additional Information

Resolution 2 is an ordinary resolution.

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

6. Resolution 3 – Approval to issue Placement Options

6.1 General

The background to the Placement, including the proposed issue of the Placement Options is set out in Section 3 above.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 18,800,005 Placement Options to the Tranche 1 Placement Participants and Tranche 2 Placement Participants (together, the **Placement Participants**).

6.2 Listing Rule 7.1

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

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

The effect of Shareholders passing Resolution 3 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, without the requirement to obtain prior Shareholder approval.

If Resolution 3 is passed, the Company will be able to proceed with the issue of up to 18,800,005 Placement Options. In addition, the issue of these Placement Options 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 or agree to issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of up to 18,800,005 Placement Options and may have to renegotiate the terms of the Placement. Such terms may be less favourable to the Company and Shareholders.

6.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of up to 18,800,005 Placement Options:

- (a) A maximum of 18,800,005 Placement Options will be issued to the Placement Participants.

In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company advises that Sufian Ahmad (and his associates), a Material Investor, will be issued 1,333,333 Placement Options which, together with the 673,150 Tranche 1 Placement Shares issued previously and 3,326,850 Tranche 2 Placement Shares allocated to Sufian Ahmad (and his associates), constitutes more than 1% of the Company's current issued capital. As noted above, Sixty Two Capital Pty Ltd, being one of the Joint Lead Managers engaged by the Company, is a company controlled by Mr Ahmad.

Other than as set out above, none of the other Placement Participants are related parties of the Company or a Material Investor.

- (b) The Placement Options will be exercisable at \$0.10 each and expire 3 years from the date of issue, and will otherwise be subject to the terms and conditions in Schedule 2.
- (c) These Placement Options will be issued no later than 3 months after the date of the Meeting.
- (d) As the Placement Options are free attaching based on one (1) Placement Option for every three (3) Placement Shares subscribed for and issued under the Placement, the Company will not receive any cash consideration for the issue of the Placement Options.
- (e) A summary of the intended use of funds raised from the Placement is set out in Section 4.3(e) above. No additional funds will be raised by the issue of the Placement Options.
- (f) The purpose of the issue of the Placement Options is to incentivise participation in the Placement.
- (g) There are no other material terms to the agreement for the subscription of these Placement Options.
- (h) A voting exclusion statement is included in the Notice.

6.4 Additional information

Resolution 3 is an ordinary resolution.

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

7. Resolution 4 – Approval to issue Joint Lead Manager Options

7.1 General

The background to the Placement, including the proposed issue of the Joint Lead Manager Options is set out in Section 3 above.

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Joint Lead Manager Options to the Joint Lead Managers (or their respective nominees).

7.2 Summary of Joint Lead Manager Mandate

The Company entered into a mandate with the Joint Lead Managers for the provision of joint lead managerial and capital raising services, including the coordination and management of the Placement on 28 June 2025 (**Joint Lead Manager Mandate**).

Under the Joint Lead Manager Mandate, the Company has agreed to pay the following fees to the Joint Lead Managers as consideration for its services:

- (a) a management fee, in cash, of 2% of the gross amount raised under the Placement;
- (b) a selling fee, in cash, of 4% of the gross amount raised under the Placement; and
- (c) three (3) Quoted Options for every \$1 raised under the Placement, being the Joint Lead Manager Options,

with those fees split evenly between the Joint Lead Managers.

The Joint Lead Manager Mandate contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

7.3 Listing Rule 7.1

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

The proposed issue of the Joint Lead Manager Options does not fit within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 4 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity under Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Joint Lead Manager Options to the Joint Lead Managers (or their respective nominees). In addition, the issue of the Joint Lead Manager Options 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 or agree to issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Joint Lead Manager Options and will have to consider other forms of remuneration for the Joint Lead Managers, which may include payment of cash.

7.4 Specific information required by Listing Rule 7.3

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

- (a) The Joint Lead Manager Options will be issued to the Joint Lead Managers (or their respective nominees), none of whom are a related party of the Company.
- (b) A maximum of 9,000,000 Joint Lead Manager Options will be issued.
- (c) The Joint Lead Manager Options will be exercisable at \$0.10 each and expire 3 years from the date of issue and will otherwise be subject to the terms and conditions in Schedule 2.
- (d) The Joint Lead Manager Options will be issued no later than 3 months after the date of the Meeting.
- (e) The Joint Lead Manager Options will be issued for \$0.00001 per option, as partial consideration for the provision of joint lead managerial and bookrunner services pursuant to the terms of the Joint Lead Manager Mandate. Accordingly, only \$90 will be raised by the issue of the Joint Lead Manager Options and will be used towards general working capital purposes.
- (f) A summary of the material terms of the Joint Lead Manager Mandate is in Section 7.2 above.
- (g) A voting exclusion statement is included in the Notice.

7.5 Additional information

Resolution 4 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 4.

8. Resolution 5 – Approval to issue Director Placement Securities

8.1 General

The background to the Placement, including the proposed issue of the Director Placement Securities is set out in Section 3 above.

The Directors have agreed to subscribe for up to an aggregate of 2,700,000 Director Placement Shares and 900,000 Director Placement Options under the Placement to raise gross proceeds of \$135,000 (before costs) in the following proportions:

Director	Amount committed to the Placement	Director Placement Shares	Director Placement Options
David Pevcic (Non-Executive Chairman)	\$100,000	2,000,000	666,667
Gerry Fahey (Non-Executive Director)	\$20,000	400,000	133,333
Vincent Chye (Non-Executive Director)	\$15,000	300,000	100,000

Total	\$135,000	2,700,000	900,000
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Resolution 5(a) to (c) (inclusive) seek Shareholder approval pursuant to Listing Rule 10.11 and section 195(4) of the Corporations Act for the issue of the Director Placement Securities to the Directors (or their respective nominees).

8.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

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

David Pevcic, Gerry Fahey and Vincent Chye are each a related party of the Company by virtue of being Directors and therefore fall into the category stipulated by Listing Rule 10.11.1.

Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of these Director Placement Securities will not be included in the Company's 15% placement capacity pursuant to Listing Rule 7.1.

If Resolution 5(a) to (c) (inclusive) are passed, the Company will be able to proceed with the issue of the Director Placement Securities to the Directors (or their respective nominees), raising up to \$135,000 (before costs).

If Resolution 5(a) to (c) (inclusive) are not passed, the Company will not be able to proceed with the issue of the Director Placement Securities and the Company will not receive the \$135,000 (before costs) committed by the Directors. Consequently, the Company may need to seek an alternative means of raising the additional capital.

Resolution 5(a) to (c) (inclusive) are not conditional on each other, and Shareholders may approve one or all of those Resolutions (in which case, the Director Placement Securities the subject of the relevant Resolution(s) will be issued), even though Shareholders have not approved all of these Resolutions.

8.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Securities:

- (a) The Director Placement Securities will be issued to the Directors (or their respective nominees), in the manner and form set out in Section 8.1 above.
- (b) Each of the Directors fall into the category stipulated by Listing Rule 10.11.1 by virtue of being a director of the Company. In the event the Director Placement Securities are issued to a nominee of a Director, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (c) A maximum of 2,700,000 Director Placement Shares and 900,000 Director Placement Options will be issued.
- (d) The Director Placement Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Director Placement Options will be exercisable at \$0.10 each and expire 3 years from the date of issue, and will otherwise be subject to the terms and conditions in Schedule 2.
- (f) The Director Placement Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (g) The Director Placement Shares will be issued at \$0.05 each, being the same price at which the Tranche 1 Placement Shares were issued.
- (h) The Director Placement Options are proposed to be issued for nil cash consideration as they are free attaching based on one (1) Director Placement Option for every three (3) Director Placement Shares subscribed for and issued under the Placement. Accordingly, no funds will be raised from the issue of the Director Placement Options.
- (i) A summary of the intended use of funds raised from the Placement is set out in Section 4.3(e) above.
- (j) The proposed issue of the Director Placement Securities is not intended to remunerate or incentivise the Directors.
- (k) There are no other material terms to the agreement for the subscription of the Director Placement Securities.
- (l) A voting exclusion statement is included in the Notice.

8.4 Section 195 of the Corporations Act

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Directors have a personal interest in the outcome of each of their respective Resolutions under Resolution 5(a) to (c) (inclusive) and have exercised their right under section 195(4) of the Corporations Act to put the issue of the Director Placement Securities to Shareholders to resolve.

8.5 Chapter 2E of the Corporations Act

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

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

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

The proposed issue of the Director Placement Securities constitutes giving a financial benefit to related parties of the Company. However, the Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Securities because the Director Placement Securities will be issued on the same terms as those Securities issued to non-related participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

8.6 Additional information

Resolution 5(a) to (c) (inclusive) are separate ordinary resolutions.

The Board declines to make a recommendation in respect of Resolution 5(a) to (c) (inclusive) as each of the Directors has a personal interest in the Resolutions.

9. Resolution 6 – Approval to issue CEO Placement Securities

9.1 General

The background to the Placement, including the proposed issue of the CEO Placement Securities is set out in Section 3 above.

The Company's chief executive officer, Nigel Broomham has agreed to subscribe for up to 300,000 CEO Placement Shares and 100,000 CEO Placement Options under the Placement to raise gross proceeds of \$15,000 (before costs).

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the CEO Placement Securities to Nigel Broomham (or his nominees).

9.2 Listing Rule 7.1

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

The proposed issue of the CEO Placement Securities does not fit within any of the exceptions to Listing Rule 7.1 and exceeds the Company's 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 6 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, without the requirement to obtain prior Shareholder approval.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the CEO Placement Securities and raise up to \$15,000 (before costs). In addition, the issue of the CEO Placement Securities 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 or agree to issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the CEO Placement Securities and, accordingly, will not receive the additional \$15,000 (before costs) committed by Mr Broomham. Consequently, the Company may need to seek an alternative means of raising the additional capital.

9.3 Specific information required by Listing Rule 7.3

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

- (a) The CEO Placement Securities will be issued to Nigel Broomham (or his nominees), who is the chief executive officer of the Company, and is not a related party of the Company or Material Investor.
- (b) A maximum of 300,000 CEO Placement Shares and 100,000 CEO Placement Options will be issued.
- (c) The CEO Placement Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (d) The CEO Placement Options will be exercisable at \$0.10 each and expire 3 years from the date of issue, and will otherwise be subject to the terms and conditions in Schedule 2.
- (e) The CEO Placement Securities will be issued no later than 3 months after the date of the Meeting.
- (f) The CEO Placement Shares will be issued at \$0.05 each, being the same price at which the Tranche 1 Placement Shares were issued.
- (g) The CEO Placement Options are proposed to be issued for nil cash consideration as they are free attaching based on one (1) CEO Placement Option for every three (3) CEO Placement Shares subscribed for and issued under the Placement. Accordingly, no funds will be raised from the issue of the CEO Placement Options.
- (h) A summary of the intended use of funds raised from the Placement is set out in Section 4.3(e) above.
- (i) There are no other material terms to the agreement for the subscription of the CEO Placement Securities.
- (j) A voting exclusion statement is included in the Notice.

9.4 Additional Information

Resolution 6 is an ordinary resolution.

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

10. Resolution 7 – Approval to issue Related Party Placement Securities

10.1 General

The background to the Placement, including the proposed issue of the Related Party Placement Securities is set out in Section 3 above.

The Company's former non-executive chairman, Robert Martin has agreed to subscribe for up to 600,000 Related Party Placement Shares and 200,000 Related Party Placement Options under the Placement to raise gross proceeds of \$30,000 (before costs).

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Related Party Placement Securities to Robert Martin (or his nominees).

10.2 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 8.2 above.

Robert Martin is a related party of the Company by virtue of being a director of the Company in the previous 6 months, having only resigned as non-executive chairman on 28 February 2025, and therefore falls into the category stipulated by Listing Rule 10.11.1.

Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Related Party Placement Securities as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of these Related Party Placement Securities will not be included in the Company's 15% placement capacity pursuant to Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Related Party Placement Securities to Robert Martin (or his nominees), raising up to \$30,000 (before costs).

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Related Party Placement Securities and the Company will not receive the \$30,000 (before costs) committed by Robert Martin. Consequently, the Company may need to seek an alternative means of raising the additional capital.

10.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Related Party Placement Securities:

- (a) The Related Party Placement Securities will be issued to Robert Martin (or his nominees).
- (b) Robert Martin falls into the category stipulated by Listing Rule 10.11.1 by virtue of being a former (in the last 6 months) director of the Company. In the event the Related Party Placement Securities are issued to a nominee of Robert Martin, that nominee will fall into the category stipulated by Listing Rule 10.11.4.

- (c) A maximum of 600,000 Related Party Placement Shares and 200,000 Related Party Placement Options will be issued.
- (d) The Related Party Placement Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Related Party Placement Options will be exercisable at \$0.10 each and expire 3 years from the date of issue, and will otherwise be subject to the terms and conditions in Schedule 2.
- (f) The Related Party Placement Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (g) The Related Party Placement Shares will be issued at \$0.05 each, being the same price at which the Tranche 1 Placement Shares were issued.
- (h) The Related Party Placement Options are proposed to be issued for nil cash consideration as they are free attaching based on one (1) Related Party Placement Option for every three (3) Related Party Placement Shares subscribed for and issued under the Placement. Accordingly, no funds will be raised from the issue of the Related Party Placement Options.
- (i) A summary of the intended use of funds raised from the Placement is set out in Section 4.3(e) above.
- (j) The proposed issue of the Related Party Placement Securities is not intended to remunerate or incentivise Robert Martin.
- (k) There are no other material terms to the agreement for the subscription of the Related Party Placement Securities.
- (l) A voting exclusion statement is included in the Notice.

10.4 Chapter 2E of the Corporations Act

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

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

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

The proposed issue of the Related Party Placement Securities constitutes giving a financial benefit to a related party of the Company. However, the Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Related Party Placement Securities because the Related Party Placement Securities will be issued on the same terms as those Securities issued to non-related participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

10.5 Additional information

Resolution 7 is an ordinary resolution.

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

Schedule 1 Definitions

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

\$	means Australian Dollars.
ASX	means the ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Business Day	means a day other than a Saturday, Sunday, bank holiday or public holiday in Perth, Western Australia.
CEO Placement Options	means the 100,000 Placement Options proposed to be issued to the Company's chief executive officer, Nigel Broomham (or his nominees).
CEO Placement Securities	means, collectively, the CEO Placement Options and CEO Placement Shares.
CEO Placement Shares	means the 300,000 Placement Shares proposed to be issued to the Company's chief executive officer, Nigel Broomham (or his nominees).
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Battery Age Minerals Limited (ACN 085 905 997).
Constitution	means the constitution of the Company, as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Director Placement Options	means the 900,000 Placement Options proposed to be issued to the Directors (or their respective nominees) in the proportions set out in Section 8.1.
Director Placement Securities	means, collectively, the Director Placement Options and Director Placement Shares.
Director Placement Shares	means the 2,700,000 Placement Shares proposed to be issued to the Directors (or their respective nominees) in the proportions set out in Section 8.1.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.

Joint Lead Manager Mandate	has the meaning given in Section 7.2.
Joint Lead Manager Options	has the meaning given in Section 3.
Joint Lead Managers	means, collectively, Euroz Hartleys Limited and Sixty Two Capital Pty Ltd.
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	means, in relation to the Company: <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, 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.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of general meeting.
Option	means a right, subject to certain terms and conditions, to acquire a Share.
Placement	has the meaning given in Section 3.
Placement Options	has the meaning given in Section 3.
Placement Participants	has the meaning given in Section 6.1.
Placement Shares	has the meaning given in Section 3.
Proxy Form	means the proxy form provided with the Notice.
Quoted Option	means an Option subject to the terms and conditions in Schedule 2.

Related Party Placement Options	means the 200,000 Placement Options proposed to be issued to the Company's former non-executive chairman, Robert Martin (or his nominees).
Related Party Placement Securities	means, collectively, the Related Party Placement Options and Related Party Placement Shares.
Related Party Placement Shares	means the 600,000 Placement Shares proposed to be issued to the Company's former non-executive chairman, Robert Martin (or his nominees).
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.
Tranche 1 Placement Participants	has the meaning given in Section 4.3(a).
Tranche 1 Placement Shares	has the meaning given in Section 3(a).
Tranche 2 Placement Participants	has the meaning given in Section 5.3(a).
Tranche 2 Placement Shares	has the meaning given in Section 3(b)(i).

Schedule 2 Terms and conditions of Quoted Options

The terms and conditions of the Quoted Options (in this Schedule, referred to as **Options**) are as follows:

1. **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. **(Exercise Price)**: The amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**).
3. **(Expiry Date)**: Each Option will expire at 5:00pm (AWST) on the date that is 3 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4. **(Exercise Period)**: The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5. **(Quotation)**: The Company will apply for quotation of the Options on ASX.
6. **(Notice of Exercise)**: The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
7. **(Exercise Date)**: A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
8. **(Timing of issue of Shares on exercise)**: As soon as practicable after the valid exercise of an Option and subject to paragraph 10, the Company will:
 - (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.

If a notice delivered under paragraph (8)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
9. **(Shares issued on exercise)**: Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
10. **(Takeovers prohibition)**: The issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act.

11. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
12. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
13. **(Entitlement to dividends):** The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
14. **(Entitlement to capital return):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
15. **(Adjustment for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
16. **(Change in exercise price):** An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
17. **(Adjustment for bonus issue):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.
18. **(Voting rights):** The Options do not confer any right to vote at meetings of members of the Company, except as required by law, during the currency of the Options without first exercising the Options.
19. **(Amendments required by ASX):** The terms of the Options may be amended as considered necessary by the Board in order to comply with the Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.



Battery Age Minerals

Battery Age Minerals Ltd
ABN 80 085 905 997

Need assistance?



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BM8

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (AWST) on Sunday, 31 August 2025.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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



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

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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

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



I 9999999999

I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Battery Age Minerals Ltd hereby appoint

☐

the Chairman
of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Battery Age Minerals Ltd to be held at the Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth, WA 6000 on Tuesday, 2 September 2025 at 10:00 am (AWST) and at any adjournment or postponement of that meeting.

Step 2

Items of Business

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

		For	Against	Abstain
Resolution 1a	Ratification of prior issue of Tranche 1 Placement Shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1b	Ratification of prior issue of Tranche 1 Placement Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Joint Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5a	Approval to issue Director Placement Securities – David Pevcic	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5b	Approval to issue Director Placement Securities – Gerry Fahey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5c	Approval to issue Director Placement Securities – Vincent Chye	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue CEO Placement Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval to issue Related Party Placement Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /
Date

Update your communication details *(Optional)*

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

BM 8

3 1 8 9 3 7 A



Computershare

