# Notice of General Meeting, Explanatory Statement and Proxy Form

**Coda Minerals Ltd**
ACN 625 763 957

**Meeting Format**

The Meeting is to be held as a physical meeting.

**Venue**

At the offices of Blackwall Legal LLP
Level 26, 140 St George's Terrace
Perth, Western Australia

**Time and Date**

9.30am (WST)
Tuesday, 7 February 2023

**IMPORTANT NOTE**

The Notice of General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

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# Important Dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

| Event | Date |
|---|---|
| Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded | 9.30am (WST) on Sunday, 5 February 2023 |
| Snapshot date for eligibility to vote | 5.00pm (WST) on Sunday, 5 February 2023 |
| General Meeting | 9.30am (WST) on Tuesday, 7 February 2023 |

# Notice of General Meeting

Notice is hereby given that an General Meeting of Coda Minerals Ltd (ACN 625 763 957) (**Company**) will be held at the at the offices of Blackwall Legal LLP at Level 26, 140 St George's Terrace, Perth, Western Australia at 9.30am (WST) on Tuesday, 7 February 2023.

## Agenda

**Resolutions 1(a) and 1(b)**

***Ratification of issue of Shares to Non-Related Party Placement Investors***

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

(a) *That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 3,415,770 Shares to Non-Related Party Placement Investors under the Placement on 3 and 7 November 2022, pursuant to its issuing capacity under Listing Rule 7.1, on the terms and conditions set out in the Explanatory Statement.*

(b) *That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 12,458,210 Shares to Non-Related Party Placement Investors under the Placement on 3 November 2022, pursuant to its additional issuing capacity under Listing Rule 7.1A, on the terms and conditions set out in the Explanatory Statement*

**Resolution 2**

***Ratification of issue of Lead Manager Options to CPS Capital Group Pty Ltd***

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

*That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 3,747,002 Lead Manager Options to CPS Capital Group Pty Ltd (or nominees) on 7 November 2022, pursuant to its issuing capacity under Listing Rule 7.1, on the terms and conditions set out in the Explanatory Statement.*

**Resolution 3**

***Approval to issue Shares to a Related Party under the Placement – Keith Jones***

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

*That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 733,334 Shares to Keith Jones (or his nominee), a related party of the Company for the purposes of the Corporations Act and the Listing Rules, on the terms and conditions set out in the Explanatory Statement.*

**Resolution 4**

***Approval to issue Shares to a Related Party under the Placement – Christopher Stevens***

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

*That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 208,333 Shares to Christopher Stevens (or his nominee), a related party of the Company for the purposes of the Corporations Act and the Listing Rules, on the terms and conditions set out in the Explanatory Statement.*

**Resolution 5**

***Approval to issue Shares to a Related Party under the Placement – Paul Hallam***

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

*That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 100,000 Shares to Paul Hallam (or his nominee), a related party of the Company for the purposes of the Corporations Act and the Listing Rules, on the terms and conditions set out in the Explanatory Statement.*

**Resolution 6**

***Approval to issue Shares to a Related Party under the Placement – Colin Moorhead***

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

*That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 200,000 Shares to Colin Moorhead (or his nominee), a related party of the Company for the purposes of the Corporations Act and the Listing Rules, on the terms and conditions set out in the Explanatory Statement.*

**Resolution 7**

***Approval to issue Shares to a Related Party under the Placement – Andrew (Robin) Marshall***

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

*That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 100,000 Shares to Andrew (Robin) Marshall (or his nominee), a related party of the Company for the purposes of the Corporations Act and the Listing Rules, on the terms and conditions set out in the Explanatory Statement.*

## Voting Prohibitions and Exclusion Statements

| Resolution | Excluded Persons | Exceptions |
|---|---|---|
| **Corporations Act voting prohibitions** | | |
| Resolutions 3 to 7 | In accordance with section 224 of the Corporations Act, a vote on the Resolution must not be cast (in any capacity) by or on behalf of a 'related party' (as defined in the Corporations Act) to whom the Resolution would permit a financial benefit to be given, or an 'associate' (as defined in the Corporations Act) of such a related party (**Excluded Party**). | The prohibitions do not apply if the vote is cast by a person as proxy appointed in writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of an Excluded Party. |
| **Listing Rule voting exclusion statements** | | |
| Resolutions 1(a), 1(b) and 2 | For the purposes of Listing Rules 7.5.8 and 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an 'associate' (as defined in the Listing Rules) of such persons.<br>In relation to Resolutions 1(a) and 1(b), this includes each Placement Investor.<br>In relation to Resolution 2, this includes CPS Capital. | The Company need not disregard a vote cast in favour of the Resolution if it is cast by:<br>• 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;<br>• the Meeting Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Meeting Chair on the Resolution as the Meeting Chair decides; or<br>• a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:<br>○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an 'associate' (as defined in the Listing Rules) of a person excluded from voting, on the Resolution; and<br>○ the holder votes on the Resolution in accordance with directions given by the |
| Resolutions 3 to 7 | For the purposes of Listing Rules 10.13.10 and 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is to receive the securities in question 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 Shares) or an 'associate' (as defined in the Listing Rules) of such person.<br>In relation to Resolution 3, this includes Keith Jones (or his nominee).<br>In relation to Resolution 4, this includes | |

| Resolution | Excluded Persons | Exceptions |
|---|---|---|
| | Christopher Stevens (or his nominee).<br>In relation to Resolution 5, this includes Paul Hallam (or his nominee).<br>In relation to Resolution 6, this includes Colin Moorhead (or his nominee).<br>In relation to Resolution 7, this includes Andrew (Robin) Marshall (or his nominee). | beneficiary to the holder to vote in that way. |

## Explanatory Statement

For further information in relation to the items of business to be considered at the Meeting, please refer to the Explanatory Statement which accompanies this Notice. The Explanatory Statement forms part of this Notice.

## Glossary

Unless inconsistent with the context, capitalised terms used in this Notice will have the meanings given to them in the Glossary of Terms set out in the Explanatory Statement.

**By order of the Company's Board of Directors**



**Susan Park**
Company Secretary

9 January 2023

# Meeting and Voting Information

**Voting entitlement**

The Board has determined that, for the purposes of voting at the Meeting, Shares will be taken to be held by persons who are registered as the holders of Shares at **5:00pm (WST) on Sunday, 5 February 2023**.

**Participation**

The Meeting will be a physical meeting held at the offices of Blackwall Legal LLP at Level 26, 140 St George's Terrace, Perth, Western Australia. Shareholders will not be able to attend and participate online.

**Appointment of Corporate Shareholder representatives**

A Shareholder that is a corporation may appoint an individual to act as its representative in accordance with section 250D of the Corporations Act. The Shareholder must lodge a satisfactory and duly executed appointment document with the Securities Registry in accordance with the instructions below.

**Appointment of attorneys**

A Shareholder may appoint an attorney to act on the Shareholders' behalf at the Meeting. To do so, the Shareholder must lodge a duly executed power of attorney with the Securities Registry in accordance with the instructions below.

**Appointment of proxies**

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint up to two proxies. A proxy does not need to be a Shareholder.

To appoint a second proxy, a Shareholder must state on each Proxy Form (in the appropriate box) the percentage of voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half the Shareholder's votes. Fractions of votes will be disregarded.

***Appointing the Meeting Chair as proxy***

Shareholders may appoint the Meeting Chair as their proxy by marking the relevant box on the Proxy Form. Proxy Forms submitted without specifying the name of the proxy or expressly nominating the Meeting Chair as proxy will be deemed an appointment of the Meeting Chair. The Meeting Chair will be deemed proxy for a Shareholder if the proxy named in the Proxy Form does not attend the Meeting.

***Directing a proxy how to vote***

Shareholders may direct a proxy whether to vote for or against, or to abstain from voting, on a Resolution by marking the relevant box on the Proxy Form. Shareholders may also specify the proportion or number of votes that a proxy may exercise. All votes must be cast in accordance with such directions.

Directed proxies that are not voted on a poll at the Meeting by an appointed proxy will default to the Meeting Chair who will be required to vote proxies as directed on a poll.

Subject any legal restrictions on proxy voting, a proxy may vote on a Resolution at their discretion unless the Proxy Form directs the proxy how to vote on the Resolution.

***Voting restrictions that may affect proxy appointment***

Voting restrictions under the Corporations Act and/or Listing Rules apply to the Resolutions.

If a Shareholder appoints the Meeting Chair as proxy and does not expressly direct them how to vote, they will be deemed to have authorised the Meeting Chair to vote on the Resolutions as the Meeting Chair sees fit.

Shareholders intending to appoint a proxy are encouraged to direct them how to vote on all the Resolutions.

A Shareholder who appoints a proxy but subsequently attends the Meeting may vote on the items of business at the Meeting. Any such vote by the Shareholder will invalidate the votes cast by their proxy.

**Lodgement of appointment documents**

Duly completed corporate representative appointment documents, powers of attorney and Proxy Forms (together with any power of attorney or other authority under which they are executed, if applicable) must be received by the Securities Registry on or before **9.30am (WST) on Sunday, 5 February 2023**. Documents received after that time will be invalid.

Appointment documents are to be lodged as follows:

| | | |
|---|---|---|
| | ***by hand:*** | Link Market Services<br>Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150 |
| | ***by post:*** | Coda Minerals Ltd,<br>c/- Link Market Services<br>Locked Bag A14, Sydney South, New South Wales, Australia 1235 |
| | ***by fax:*** | +61 2 9287 0309 |
| | ***online:*** | Go to the following website address – www.linkmarketservices.com.au.<br>Select 'Shareholders Login' and in the 'Single Holding' section enter:<br>• Coda Minerals Ltd or the ASX code 'COD' in the Issuer name field;<br>• your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your Proxy Form); and<br>• your postcode (or country of residence if outside Australia).<br>Complete the security validation process and security code which is shown on the screen and click 'Login'.<br>Select the 'Voting' tab and then follow the prompts.<br>You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website. |

| | |
|---|---|
| **Proxy voting intention of Meeting Chair** | The Meeting Chair intends to vote all undirected proxies **FOR** each of the Resolutions. In exceptional cases, the Meeting Chair may change his or her voting intention, in which case the Company will make an announcement to ASX in this regard. |
| **Voting procedure** | Voting on each Resolution at the Meeting will be conducted by way of a poll. |
| **Questions by Shareholders** | Please submit any questions to the Company by **5.00pm (WST) on Friday, 3 February 2023** in the same manner as outlined above for lodgement of appointment documents. |

# Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

## 1. Resolutions 1(a) and 1(b): Ratification of issue of Shares to Non-Related Party Placement Investors

### 1.1 Background

As announced on 26 October 2022 and 7 November 2022, the Company secured firm commitments from investors (**Placement Investors**) to raise approximately $3.8 million before costs though issue of a total of 15,873,980 new Shares at $0.24 each (**Placement**).

15,873,980 new Shares under the Placement were applied for by Placement Investors who were not 'related parties' of the Company for the purposes of the Corporations Act or the Listing Rules (**Non-Related Party Placement Investors**), with an additional 1,341,667 new Shares being applied for by Directors or their nominees (see Section 3 below).

All Non-Related Party Placement Investors were Exempt Investors arranged by the lead manager of the Placement, CPS Capital Group Pty Ltd (**CPS Capital**).

The Company completed the Placement and issued Shares to Non-Related Party Placement Investors on 3 and 7 November 2022. Of these Shares:

- 3,415,770 were issued relying on the Company's issuing capacity under Listing Rule 7.1; and
- 12,458,210 were issued relying on the Company's additional issuing capacity under Listing Rule 7.1A.

### 1.2 Resolutions

Resolution 1(a) is an ordinary resolution to ratify and approve the issue of Shares to the Non-Related Party Placement Investors using the Company's issuing capacity under Listing Rule 7.1, for the purposes of Listing Rule 7.4.

Resolution 1(b) is an ordinary resolution to ratify and approve the issue of Shares to the Non-Related Party Placement Investors using the Company's additional issuing capacity under Listing Rule 7.1A, for the purposes of Listing Rule 7.4.

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

### 1.3 Listing Rules requirements

Subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed entity 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 period. The issue of Shares under the Placement does not fall within any of the exceptions to Listing Rule 7.1, as set out in Listing Rule 7.2.

Listing Rule 7.4 allows the shareholders of a listed entity to subsequently ratify and approve an issue of Equity Securities after it has been made or agreed to be made, provided that the issue did not breach Listing Rule 7.1. If they do, the issue is taken to have been approved under Listing Rule 7.1 and therefore does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

If Resolution 1(a) is approved, the Company's issuing capacity under Listing Rule 7.1 will be restored to the extent of the Equity Securities the subject of that Resolution. This will allow the Company to issue further Equity Securities of an equivalent number (i.e. up to 3,415,770) in the next 12 months. However, if Resolution 1(a) is not approved, the Company's issuing capacity under Listing Rule 7.1 will not be restored in relation to these Shares.

If Resolution 1(b) is approved, the Company's issuing capacity under Listing Rule 7.1A will be fully restored. This will allow the Company to issue further Equity Securities representing up to approximately 10% of the Company's issued capital until 12 months from the date of the Meeting, under Listing Rule 7.1A. However, if Resolution 1(b) is not approved, the Company's additional issuing capacity under Listing Rule 7.1A will not be restored in relation to these Shares.

## 1.4 Listing Rule information requirements

The following information is provided in relation to Resolutions 1(a) and 1(b), as required by Listing Rule 7.5:

| Information required | Details |
|---|---|
| **Names of persons to whom the Company will issue securities or the basis upon which those persons were or will be identified or selected** | The Non-Related Party Placement Investors, being Exempt Investors identified by CPS Capital as lead manager to the Placement.<br>None of the Non-Related Party Placement Investors was:<br>• a 'related party' of the Company for the purposes of the Corporations Act or the Listing Rules;<br>• a member of the Company's key management personnel, being those persons details of whose remuneration are included in the Company's remuneration report for 2022 as having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise);<br>• a substantial holder (i.e. a person who has a 'relevant interest' (as defined in the Corporations Act) in 5% or more of the Shares on issue), other than Regal Funds Management Pty Limited which subscribed for and was issued with 1,666,667 new Shares in the Placement; or<br>• an adviser to the Company. |
| **Number and class of securities the Company will issue** | 15,873,980 Shares, comprising:<br>• 3,415,770 Shares under Listing Rule 7.1; and<br>• 12,458,210 Shares under Listing Rule 7.1A.<br>The Shares are fully paid ordinary shares in the Company which rank equally with existing Shares on issue. |
| **Summary of material terms of securities** | Each Share is fully paid and, from the time of issue, ranked equally in all respects with other Shares then on issue. |
| **Date(s) on or by which the Company will issue the securities** | 13,945,838 Shares on 3 November 2022.<br>1,928,142 Shares on 7 November 2022. |
| **Price or other consideration the Company will receive for the securities** | $0.24 per Share, totalling $3,809,755.20 before costs as follows:<br>• $819,784.80 before costs under Listing Rule 7.1; and<br>• $2,989,970.40 before costs under Listing Rule 7.1A. |
| **Purpose of the issue and intended use of any funds raised** | The Placement was conducted for the purpose of raising approximately $3.8 million before costs.<br>The Company intends to apply these funds towards:<br>• fast-tracking ongoing study work at the Company's 100%-owned Elizabeth Creek Copper Project in South Australia; and<br>• additional working capital to advance critical path study work and permitting. |

## 1.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 1(a) and 1(b) so that the Company's 15% issuing capacity under Listing Rule 7.1 and 10% additional issuing capacity under Listing Rule 7.1A are both restored in respect of the Shares issued under the Placement. This will give the Company the flexibility to raise additional working capital through the offer and issue of Equity Securities, if and as required.

## 2. Resolution 2: Ratification of issue of Lead Manager Options to CPS Capital

### 2.1 Background

CPS Capital was appointed as the sole lead manager and broker to the Placement and to provide ongoing corporate advisory services for an initial term of 12 months pursuant to a mandate agreement dated on or about 21 October 2022 (**Lead Manager Mandate**).

Under the Lead Manager Mandate, CPS Capital is entitled to receive the following remuneration for acting as lead manager:

- a management fee equal to 2% of the total dollar amount raised in the Placement on all funds raised (plus GST), to be paid on completion of the same;
- a placing fee equal to 4% of the total dollar amount raised in the Placement on all funds raised (plus GST), to be paid on completion of the same;
- a monthly corporate advisory fee of $12,000 (plus GST); and
- 3,747,002 Lead Manager Options, each with an exercise price of $0.36 and an expiry date falling 3 years from the date of issue being 7 November 2025.

A summary of the material terms of the Lead Manager Mandate is set out in Schedule 1 to this Explanatory Statement.

### 2.2 Resolution

Resolution 2 is an ordinary resolution to ratify the issue of the Lead Manager Options to CPS Capital, for the purposes of Listing Rule 7.4.

### 2.3 Listing Rule requirements

As summarised in section 1.3, Listing Rule 7.4 allows the shareholders of a listed entity to subsequently ratify and approve an issue of Equity Securities after it has been made or agreed to be made, effectively 'refreshing' the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1.

The issue of the Lead Manager Options did not fall within any of the exceptions to Listing Rule 7.1, as set out in Listing Rule 7.2. Accordingly, the Lead Manager Options were issued using the Company's Listing Rule 7.1 capacity.

If Resolution 2 is approved, the Company's issuing capacity under Listing Rule 7.1 will be restored to the extent of the Equity Securities issued to CPS Capital (i.e. 3,747,002 Lead Manager Options). This will allow the Company to issue further Equity Securities of an equivalent number in the next 12 months. However, if Resolution 2 is not approved, the Company's issuing capacity under Listing Rule 7.1 will not be restored in this regard.

### 2.4 Listing Rule information requirements

The following information is provided in relation to Resolution 2, as required by Listing Rule 7.5:

| Information required | Details |
|---|---|
| **Names of persons to whom the Company will issue securities or the basis upon which those persons were or will be identified or selected** | CPS Capital Group or nominees.<br>The recipients of the Lead Manager Options were not a 'related party' of the Company for the purposes of the Corporations Act or the Listing Rules. |
| **Number and class of securities the Company will issue** | 3,747,002 Lead Manager Options. |
| **Summary of material terms of securities** | Below is a summary of the material terms of the Lead Manager Options. Please refer to Schedule 2 for the full terms. |

| Information required | Details | |
|---|---|---|
| | **Entitlement** | Each Lead Manager Option entitles the holder to subscribe for and be issued with one Share in the Company on payment of the relevant exercise price. |
| | **Exercise price** | The exercise price of each Lead Manager Option is $0.36. |
| | **Expiry dates** | Each Lead Manager Option will expire at 5.00pm (WST) on the date falling 3 years from the issue of the Lead Manager Option (7 November 2025), unless cancelled earlier in accordance with its terms. |
| | **Quotation** | The Lead Manager Options will be an unquoted class of securities.<br>The Company will apply for quotation of Shares on exercise of Lead Manager Options. |
| | **Transfer** | The Lead Manager Options will be freely transferrable, subject to any restrictions on the transfer under applicable law (including the Corporations Act). |
| | **Cancellation** | All Lead Manager Options which are not exercised before their expiry date will automatically lapse and be cancelled. |
| **Date(s) on or by which the Company will issue the securities** | 7 November 2022. | |
| **Price or other consideration the Company will receive for the securities** | The Lead Manager Options were issued for nil cash consideration. Rather, the Lead Manager Options were issued as part of the consideration for CPS Capital acting as lead manager to the Placement pursuant to the Lead Manager Mandate.<br>The Company will receive approximately $1,348,921 in exercise payments if all the Lead Manager Options are exercised. | |
| **Purpose of the issue and intended use of any funds raised** | The Lead Manager Options were issued pursuant to the terms of the Lead Manager Mandate as remuneration for CPS Capital's services in relation to managing the Placement. The Company intends to apply any funds on exercise of the Lead Manager Options towards general working capital requirements at that time. | |
| **Summary of material terms of agreement to issue** | The Lead Manager Options were issued pursuant to the Lead Manager Mandate, a summary of which is set out in Schedule 1 to this Explanatory Memorandum. | |

### 2.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2 so that the Company's 15% issuing capacity under Listing Rule 7.1 is restored. This will give the Company the flexibility to raise additional working capital through the offer and issue of Equity Securities.

## 3. Resolutions 3, 4, 5, 6 and 7: Approval to issue Shares to Related Parties under the Placement

### 3.1 Background

As announced on 26 October 2022, the Directors sought to support the Placement and each submitted applications to participate on the same terms as Non-Related Party Placement Investors, as follows:

- Keith Jones - 733,334 Shares;
- Christopher Stevens - 208,333 Shares;

- Paul Hallam - 100,000 Shares;
- Colin Moorhead - 200,000 Shares; and
- Andrew (Robin) Marshall – 100,000 Shares.

### 3.2 Resolutions

Resolution 3 is an ordinary resolution for Shareholders to approve the issue of up to 733,334 Shares to Keith Jones (or his nominee) under the Placement.

Resolution 4 is an ordinary resolution for Shareholders to approve the issue of up to 208,333 Shares to Christopher Stevens (or his nominee) under the Placement.

Resolution 5 is an ordinary resolution for Shareholders to approve the issue of up to 100,000 Shares to Paul Hallam (or his nominee) under the Placement.

Resolution 6 is an ordinary resolution for Shareholders to approve the issue of up to 200,000 Shares to Colin Moorhead (or his nominee) under the Placement.

Resolution 7 is an ordinary resolution for Shareholders to approve the issue of up to 100,000 Shares to Andrew (Robin) Marshall (or his nominee) under the Placement.

Each of Resolutions 3 to 7 is sought for the purposes of sections 195(4) and 208 of the Corporations Act and Listing Rule 10.11.

### 3.3 Corporations Act requirements

(a) **Restrictions on director voting**

Section 195(1) of the Corporations Act provides that a director of a public company who has a 'material personal interest' in a matter being considered at a director's meeting must not be present while the matter is being considered or vote on the matter.

However, section 195(4) of the Corporations Act provides that where there are insufficient directors to form a quorum at a directors' meeting because of section 195(1), the directors may call a general meeting of shareholders to consider the matter.

The Board considers it appropriate that Shareholder approval be sought for the purposes of 195(4) of the Corporations Act as all Directors have applied to participate in the Placement and may have a material personal interest in the outcome of Resolutions 3 to 7.

(b) **Related party financial benefits**

Section 208(1) of the Corporations Act (set out in Chapter 2E) requires a public company to obtain the approval of its shareholders before providing a financial benefit to a 'related party' of the company for the purposes of the Corporations Act (e.g. a Director), unless giving the financial benefit falls within a statutory exception. Any financial benefit approved by shareholders must be provided within 15 months of the approval.

The proposed issue of Shares to the Directors (or their nominees) under Resolutions 3 to 7 may constitute the giving of a financial benefit for the purposes of section 208 of the Corporations Act.

Section 210 of the Corporations Act provides an exception to the requirement for shareholder approval where a financial benefit is given to a related party on terms that would be reasonable in the circumstances if the public company and the related party were dealing at arm's length, or the terms are less favourable to the related party than the arm's length terms.

While the Board considers the arm's length exception in section 210 of the Corporations Act would likely apply to the issue of the Shares, in the circumstances, given all Directors are potential recipients of Shares, the Board proposes to seek Shareholder approval under section 208 of the Corporations Act in the interests of transparency.

### 3.4 Listing Rule requirements

Subject to the exceptions in Listing Rule 10.12, Listing Rule 10.11 provides that a listed company must not issue or agree to issue Equity Securities to, among others, a 'related party' of the Company for the purposes of the Listing Rules unless it obtains the approval of its Shareholders.

Each Director is a 'related party' of the Company under the Listing Rules. The proposed issue of Shares to the Directors pursuant to the Placement does not fall within any of the exceptions set out in Listing Rule 10.12 and accordingly, requires the approval of Shareholders under Listing Rule 10.11.

If any of Resolutions 3 to 7 is approved, the Company will be able to proceed with the proposed issue of Shares to the relevant Director or their nominee under the Placement. As approval is obtained under Listing Rule 10.11, the issue of the Shares will not use up any of the Company's 15% issuing capacity under Listing Rule 7.1.

If any of Resolutions 3 to 7 is not approved, the Company will not be able to proceed with the proposed issue of Shares under that Resolution.

### 3.5 Information on Resolutions

The following information is provided in accordance with section 219 of the Corporations Act and Listing Rule 10.13 to enable Shareholders to assess the merits of Resolutions 3 to 7:

| Information required | Details |
|---|---|
| **Name(s) of the related party(ies)/recipients of the securities** | In respect of Resolution 3, the related party is Keith Jones (or his nominee), Non-Executive Director and Chairman of the Company.<br><br>In respect of Resolution 4, the related party is Christopher Stevens (or his nominee), Executive Director and the Chief Executive Officer of the Company.<br><br>In respect of Resolution 5, the related party is Paul Hallam (or his nominee), Non-Executive Director of the Company.<br><br>In respect of Resolution 6, the related party is Colin Moorhead (or his nominee), Non-Executive Director of the Company.<br><br>In respect of Resolution 7, the related party is Andrew (Robin) Marshall (or his nominee), Non-Executive Director of the Company. |
| **Relevant Listing Rule 10.11.1-10.11.5 category** | Keith Jones, Christopher Stevens, Paul Hallam, Colin Moorhead and Andrew (Robin) Marshall are all Directors of the Company and therefore 'related parties' under Listing Rule 10.11.1.<br><br>Any nominees who receive Shares under the Placement on their behalf may constitute 'associates' for the purposes of Listing Rule 10.11.4. |
| **Nature of financial benefit to be given/number and class of securities proposed to be issued** | The issue of up to 1,341,667 Shares as follows:<br>• Resolution 3 – up to 733,334 Shares to Keith Jones (or his nominee);<br>• Resolution 4 – up to 208,333 Shares to Christopher Stevens (or his nominee);<br>• Resolution 5 – up to 100,000 Shares to Paul Hallam (or his nominee);<br>• Resolution 6 – up to 200,000 Shares to Colin Moorhead (or his nominee); and<br>• Resolution 7 – up to 100,000 Shares to Andrew (Robin) Marshall (or his nominee). |
| **Summary of material terms of securities** | The Shares will be fully paid ordinary shares in the Company and will, from the time of issue, rank equally with existing Shares then on issue. |
| **Date(s) on or by which the Company will issue the securities** | The Company expects to issue the Shares within 10 business days of the Meeting. In any event, the Company will not issue any Shares to the Directors or their nominees later than 1 month (or such later date permitted by ASX) from the date of the Meeting. |
| **Price or other consideration the Company will receive for the securities** | The Shares will be issued at $0.24 each, totalling up to approximately $322,000. |

<table>
<tr><th>Information required</th><th colspan="4">Details</th></tr>
<tr><td>Purpose of the issue and intended use of any funds raised</td><td colspan="4">The funds raised from the issue of Shares under the Placement will be applied in accordance with the intentions set out above in Section 1.4.</td></tr>
<tr><td rowspan="7">Estimated value of financial benefit</td><td colspan="4">The Shares will be issued at $0.24 each. On this basis, the table below sets out the estimate value of the financial benefit provided to the related parties, having regard to the closing price of Shares traded on ASX on 4 January 2023, being $0.265.</td></tr>
<tr><td>Related party</td><td>Number of Shares</td><td>Value at $0.24 per Share</td><td>Value at $0.265 per Share</td></tr>
<tr><td>Keith Jones</td><td>733,334</td><td>$176,000</td><td>$194,333</td></tr>
<tr><td>Christopher Stevens</td><td>208,333</td><td>$50,000</td><td>$55,208</td></tr>
<tr><td>Paul Hallam</td><td>100,000</td><td>$24,000</td><td>$26,500</td></tr>
<tr><td>Colin Moorhead</td><td>200,000</td><td>$48,000</td><td>$53,000</td></tr>
<tr><td>Andrew (Robin) Marshall</td><td>100,000</td><td>$24,000</td><td>$26,500</td></tr>
<tr><td rowspan="8">Remuneration of related party(ies)</td><td colspan="4">The table below sets out the current annual remuneration packages for each of the related parties.</td></tr>
<tr><td colspan="2">Related party</td><td colspan="2">Remuneration</td></tr>
<tr><td colspan="2">Keith Jones</td><td colspan="2">Director fee of $100,000 (excluding superannuation)</td></tr>
<tr><td colspan="2">Christopher Stevens</td><td colspan="2">Fixed remuneration of $328,997<br>Car parking allowance of approximately $3,600 per annum</td></tr>
<tr><td colspan="2">Paul Hallam</td><td colspan="2">Director fee of $50,000</td></tr>
<tr><td colspan="2">Colin Moorhead</td><td colspan="2">Director fee of $52,500</td></tr>
<tr><td colspan="2">Andrew (Robin) Marshall</td><td colspan="2">Director fee of $50,000</td></tr>
<tr><td colspan="4">Notes:<br>1. Amounts in the table are exclusive of superannuation.<br>2. As an Executive Director and Chief Executive Officer of the Company, Mr Stevens is eligible to receive short term and long term incentives as an executive of the Company as determined by the Remuneration Committee and Board from time to time. Mr Steven's received a $69,300 cash bonus in the 30 June 2022 financial year based on attainment of certain KPIs assessed against companywide criteria.</td></tr>
<tr><td rowspan="3">Equity Security holdings of related party(ies)</td><td colspan="4">The table below sets out the Equity Securities of the Company in which each Director has a relevant interest.</td></tr>
<tr><td>Related party</td><td>Shares</td><td>Options</td><td>Performance Rights</td></tr>
<tr><td>Keith Jones</td><td>7,110,801</td><td>2,000,000</td><td>Nil</td></tr>
</table>

| Information required | Details | | | |
|---|---|---|---|---|
| | Christopher Stevens | 392,589 | 2,000,000 | 540,433 |
| | Paul Hallam | 1,248,888 | 666,667 | Nil |
| | Colin Moorhead | 500,000 | 666,667 | Nil |
| | Andrew (Robin) Marshall | 229,293 | 666,666 | Nil |
| | **Notes:**<br>1. The Options in the table were issued under the Company's Employee Incentive Plan. Each is exercisable at $0.2145 on or before 3 July 2024.<br>2. The Performance Rights in the table were issued under the Company's Employee Incentive Plan. Each entitles the holder to receive one Share on satisfaction of specified performance milestones and other vesting conditions. | | | |
| **Voting interests of related party(ies)** | The table below sets out each Director's current and potential voting power in the Company.<br>Voting power has been calculated based on the Company having 140,456,085 Shares on issue as at the date of the Notice and assumes that none of the Directors acquire or dispose of any other Shares, other than pursuant to exercise of existing Options or vesting of existing Performance Rights. | | | |
| | **Equity Securities** | **Number** | **Voting power** | |
| | **Keith Jones – substantial holder** | | | |
| | Existing Shares | 7,110,801 Shares | 5.06% | |
| | Shares on vesting and exercise of all existing Options | 2,000,000 Shares | 1.42% | |
| | Shares issued under Resolution 3 | 733,334 Shares | 0.52% | |
| | TOTAL | 9,844,135 Shares | 7.00% | |
| | **Christopher Stevens** | | | |
| | Existing Shares | 392,589 Shares | 0.28% | |
| | Shares on vesting and exercise of all existing Options | 2,000,000 Shares | 1.42% | |
| | Shares on vesting and exercise of all existing Performance Rights | 540,433 Shares | 0.38% | |
| | Shares issued under Resolution 4 | 208,333 Shares | 0.15% | |
| | TOTAL | 3,141,355 Shares | 2.23% | |
| | **Paul Hallam** | | | |
| | Existing Shares | 1,248,888 Shares | 0.89% | |

| Information required | Details | | | |
|---|---|---|---|---|
| | Shares on vesting and exercise of all existing Options | 666,667 Shares | 0.47% | |
| | Shares issued under Resolution 5 | 100,000 Shares | 0.07% | |
| | TOTAL | 2,015,555 Shares | 1.43% | |
| | **Colin Moorhead** | | | |
| | Existing Shares | 500,000 Shares | 0.36% | |
| | Shares on vesting and exercise of all existing Options | 666,667 Shares | 0.47% | |
| | Shares issued under Resolution 6 | 200,000 Shares | 0.14% | |
| | TOTAL | 1,366,667 Shares | 0.97% | |
| | **Andrew (Robin) Marshall** | | | |
| | Existing Shares | 229,293 Shares | 0.16% | |
| | Shares on vesting and exercise of all existing Options | 666,666 Shares | 0.47% | |
| | Shares issued under Resolution 7 | 100,000 Shares | 0.07% | |
| | TOTAL | 995,959 Shares | 0.70% | |
| **Dilution** | The Company will issue up to a total of 1,341,667 new Shares under Resolutions 3 to 7. Based on the number of Shares currently on issue (i.e. 140,456,085), the dilutive effect on existing Shareholders' interests would be approximately 0.96%. | | | |
| **Trading history** | The most recent available data concerning the price of the Company's Shares traded on ASX in the 6 months prior to the Notice is summarised in the table below. | | | |
| | | **High** | **Low** | **Last** |
| | **Price** | $0.465 | $0.23 | $0.265 |
| | **Date** | 15 August 2022 | 1 and 4 November 2022 | 4 January 2023 |
| **Interests of related party(ies)** | Keith Jones is the only Director who has an interest in Resolution 3, being the proposed recipient of the Shares to be granted under that Resolution.<br>Christopher Stevens is the only Director who has an interest in Resolution 4, being the proposed recipient of the Shares to be granted under that Resolution.<br>Paul Hallam is the only Director who has an interest in Resolution 5, being the proposed recipient of the Shares to be granted under that Resolution.<br>Colin Moorhead is the only Director who has an interest in Resolution 6, being the proposed recipient of the Shares to be granted under that Resolution.<br>Andrew (Robin) Marshall is the only Director who has an interest in Resolution 7, being the proposed recipient of the Shares to be granted under that Resolution. | | | |

| Information required | Details |
|---|---|
| **Other information** | Other than as set out in this Explanatory Statement, the Board does not consider that there is any further information which the Shareholders would reasonably require in order to decide whether or not to approve Resolutions 3, 4, 5, 6 and 7. |

## 3.6 Directors' recommendations

(a) **Resolution 3: Issue of Shares to a Related Party – Keith Jones**

The Board, excluding Keith Jones, recommend that Shareholders vote in favour of Resolution 3 to permit Mr Jones or his nominee to participate in the Placement on the same basis as all other Placement Investors.

Mr Jones declines to make a recommendation as he has a material personal interest in the outcome of the Resolution.

(b) **Resolution 4: Issue of Shares to a Related Party – Christopher Stevens**

The Board, excluding Christopher Stevens, recommend that Shareholders vote in favour of Resolution 4 to permit Mr Stevens or his nominee to participate in the Placement on the same basis as all other Placement Investors.

Mr Stevens declines to make a recommendation as he has a material personal interest in the outcome of the Resolution.

(c) **Resolution 5: Issue of Shares to a Related Party – Paul Hallam**

The Board, excluding Paul Hallam, recommend that Shareholders vote in favour of Resolution 5 to permit Mr Hallam or his nominee to participate in the Placement on the same basis as all other Placement Investors.

Mr Hallam declines to make a recommendation as he has a material personal interest in the outcome of the Resolution.

(d) **Resolution 6: Issue of Shares to a Related Party – Colin Moorhead**

The Board, excluding Colin Moorhead, recommend that Shareholders vote in favour of Resolution 6 to permit Mr Moorhead or his nominee to participate in the Placement on the same basis as all other Placement Investors.

Mr Moorhead declines to make a recommendation as he has a material personal interest in the outcome of the Resolution.

(e) **Resolution 7: Issue of Shares to a Related Party – Andrew (Robin) Marshall**

The Board, excluding Andrew (Robin) Marshall, recommend that Shareholders vote in favour of Resolution 7 to permit Mr Marshall or his nominee to participate in the Placement on the same basis as all other Placement Investors.

Mr Marshall declines to make a recommendation as he has a material personal interest in the outcome of the Resolution.

# Glossary

In this Explanatory Statement, the following terms have the meaning set out below, unless the context otherwise requires:

| | |
|---|---|
| **ASX** | ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange, as the context requires. |
| **Board** | The Company's Board of Directors. |
| **Company** | Coda Minerals Ltd (ACN 625 763 957). |
| **Company Secretary** | The Company Secretary of the Company at the time of the Meeting. |
| **Constitution** | The Constitution of the Company as at the date of this Notice. |
| **Corporations Act** | The *Corporations Act 2001* (Cth). |
| **CPS Capital** | CPS Capital Pty Ltd (ACN 088 055 636). |
| **Director** | A director of the Company. |
| **Equity Security** | Has the same meaning as given to that term in Listing Rule 19.12, being:<br>(a) a share;<br>(b) a unit;<br>(c) a right to a share or unit or option;<br>(d) an option over an issued or unissued security;<br>(e) a convertible security;<br>(f) any security that ASX decides to classify as an equity security;<br>(g) but not a security that ASX decides to classify as a debt security. |
| **Exempt Investor** | An investor to whom securities may be offered and issued without disclosure under Chapter 6D of the Corporations Act, including an investor within a category in section 708 of the Corporations Act. |
| **Explanatory Statement** | This explanatory statement which accompanies and forms part of the Notice of Meeting. |
| **General Meeting** or **Meeting** | The general meeting of Shareholders convened by this Notice, including or any adjournment of such meeting. |
| **Glossary** | This glossary of terms. |
| **GST** | Goods and services tax levied under the *A New Tax System (Goods and Services Tax) Act 1999* (Cth). |
| **Lead Manager Mandate** | Has the meaning given to that term in Section 2.1. |
| **Lead Manager Option** | An Option issued by the Company on the terms set out in Schedule 2. |
| **Listing Rules** | The listing rules of ASX, as amended from time to time. |
| **Meeting Chair** | The chairperson of the Meeting. |
| **Non-Related Party Placement Investor** | Has the meaning given to that term in Section 1.1. |
| **Notice** or **Notice of General Meeting** | The Notice of General Meeting which accompanies this Explanatory Statement. |
| **Option** | An option to subscribe for a Share. |
| **Performance Right** | A contractual right to be issued with a Share on satisfaction of specified vesting conditions/performance hurdles. |
| **Placement** | Has the meaning given to that term in Section 1.1. |

| | |
|---|---|
| **Placement Investor** | Has the meaning given to that term in Section 1.1. |
| **Proxy Form** | The proxy form accompanying the Notice. |
| **Related Body Corporate** | Has the same meaning as given to that term in the Corporations Act. |
| **Resolution** | A resolution set out in the Notice. |
| **Section** | A section of this Notice. |
| **Share** | A fully paid ordinary share in the capital of the Company. |
| **Shareholder** | A registered holder of a Share. |
| **Securities Registry** | The Company's securities registry, being Link Market Services Limited. |
| **WST** | Australian Western Standard Time, being the time in Perth, Western Australia. |

# Schedule 1 – Summary of the Lead Manager Mandate

| Subject | Provision |
|---|---|
| **Management of Offers** | CPS Capital will, amongst other things:<br>• advise on all aspects of the Placement, including structure, terms, pricing, timing, and post-offer capital structure;<br>• assist the Company in the overall management of the Placement in conjunction with the Company's senior executives;<br>• advise on the marketing of the Placement, including assisting in the preparation of appropriate presentations to potential investors;<br>• act as the broker to the Placement; and<br>• provide corporate advisory and strategic business advisory services to the Company. |
| **Term** | The Lead Manager Mandate will expire on 21 October 2023, unless extended in writing by the Company. |
| **Fees and reimbursement** | The Company will pay CPS Capital the following remuneration in relation to the management of the Placement:<br>• a management fee equal to 2% of the total dollar amount raised in the Placement on all funds raised (plus GST), to be paid on completion of the same;<br>• a placing fee equal to 4% of the total dollar amount raised in the Placement on all funds raised (plus GST), to be paid on completion of the same; and<br>• a monthly corporate advisory fee of $12,000 (plus GST). |
| **Options** | On completion of the Placement, the Company will grant to CPS Capital 3,747,002 Lead Manager Options, each with an exercise price of $0.36 and an expiry date falling 3 years from the date of issue. |
| **Termination of mandate** | CPS Capital may terminate the Lead Manager Mandate by giving the Company 14 days' written notice to that effect if:<br>• the Company materially breaches the terms of the mandate; or<br>• any warranty or representation given or made by the Company is not complied with or proves to be untrue in any respect.<br>CPS Capital may immediately terminate the mandate by giving the Company written notice to that effect if:<br>• the Company becomes insolvent, has a receiver, administrative receiver or manager or administrator appointed over the whole of or any of its assets, enters into any composition with creditors generally or has an order made or resolution passed for it to be wound up; or<br>• a court makes an administration order with respect to the Company.<br>The Company may, at any time, terminate the mandate by giving CPS Capital 7 days' written notice to that effect. |
| **Indemnity and liability** | The Company will indemnify (and must keep indemnified) to the full extent permitted by law, CPS Capital and/or its related entities (each an **Indemnified Party**) against loss or claim (including any subsequent loss) sustained or incurred at any time actually or contingently by CPS Capital arising directly or indirectly from the mandate or the provision of the services under the same, any failure by the Company or its related entities to comply with any provision of the mandate, or from the Company any of its related entities breaching any law applicable in Australia.<br>If the Company suffers any loss or claim as a result of any fault or negligence by CPS Capital or its related entities, recovery against CPS Capital is limited, the extent permissible by law, to any fees paid or payable by the Company to CPS Capital during the term of the mandate. |

# Schedule 2 – Terms of Lead Manager Options

Each Lead Manager Option gives the holder (**Optionholder**) the right to subscribe for Shares on the following terms and conditions:

1. Each Lead Manager Option entitles the Optionholder, when exercised, to one (1) Share.

2. The Lead Manager Options vest immediately on issue.

3. The Lead Manager Options are exercisable at any time on or before 7 November 2025 (**Expiry Date**).

4. Any Lead Manager Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.

5. The amount payable upon exercise of each Lead Manager Option is $0.36 (**Exercise Price**).

6. Optionholders may exercise their Lead Manager Options by lodging with the Company, before the Expiry Date:

   (a) a written notice of exercise of Options specifying the number of Lead Manager Options being exercised; and

   (b) a cheque or electronic funds transfer for the Exercise Price for the number of Lead Manager Options being exercised,

   (**Exercise Notice**).

7. Within 15 business days of receipt of the Exercise Notice accompanied by the Exercise Price in cleared funds, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Lead Manager Options specified in the Exercise Notice.

8. The Lead Manager Options and any Shares issued through exercise of the Lead Manager Options will be transferable.

9. All Shares allotted upon the exercise of Lead Manager Options will upon allotment rank *pari passu* in all respects with other Shares.

10. The Company will not apply for quotation of the Lead Manager Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of the Lead Manager Options on ASX within 5 business days after the allotment of those Shares.

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

12. There are no participating rights or entitlements inherent in the Lead Manager Options and the Optionholder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Lead Manager Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 business days after the issue is announced. This will give the Optionholder the opportunity to exercise the Lead Manager Options prior to the date for determining entitlements to participate in any such issue.

13. In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to shareholders after the date of issue of the Lead Manager Options, the exercise price of the Lead Manager Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.

14. In the event the Company proceeds with a bonus issue of securities to shareholders after the date of issue of the Lead Manager Options, the number of securities over which a Lead Manager Option is exercisable may be increased by the number of securities which the Optionholder would have received if the Lead Manager Option had been exercised before the record date for the bonus issue.

CODA MINERALS

CODA MINERALS LTD
ACN 625 763 957

## LODGE YOUR VOTE

**ONLINE**
https://investorcentre.linkgroup.com

**BY MAIL**
Coda Minerals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

**BY FAX**
+61 2 9287 0309

**BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

**ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999

# PROXY FORM

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

STEP 1

## APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **9.30am (WST) on Tuesday, 7 February 2023 at the offices of Blackwall Legal LLP at Level 26, 140 St George's Terrace, Perth, Western Australia** (the **Meeting**) and at any postponement or adjournment of the Meeting.

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

STEP 2

## VOTING DIRECTIONS

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

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

### Resolutions

| | | For | Against | Abstain* |
|---|---|---|---|---|
| **1a** | Ratification of issue of Shares to Non-Related Party Placement Investors under Listing Rule 7.1 | ☐ | ☐ | ☐ |
| **1b** | Ratification of issue of Shares to Non-Related Party Placement Investors under Listing Rule 7.1A | ☐ | ☐ | ☐ |
| **2** | Ratification of issue of Lead Manager Options to CPS Capital Group Pty Ltd | ☐ | ☐ | ☐ |
| **3** | Approval to issue Shares to a Related Party under the Placement – Keith Jones | ☐ | ☐ | ☐ |
| **4** | Approval to issue Shares to a Related Party under the Placement – Christopher Stevens | ☐ | ☐ | ☐ |
| **5** | Approval to issue Shares to a Related Party under the Placement – Paul Hallam | ☐ | ☐ | ☐ |
| **6** | Approval to issue Shares to a Related Party under the Placement – Colin Moorhead | ☐ | ☐ | ☐ |
| **7** | Approval to issue Shares to a Related Party under the Placement – Andrew (Robin) Marshall | ☐ | ☐ | ☐ |

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

STEP 3

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

| Shareholder 1 (Individual) | Joint Shareholder 2 (Individual) | Joint Shareholder 3 (Individual) |
|---|---|---|
| Sole Director and Sole Company Secretary | Director/Company Secretary (Delete one) | Director |

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

COD PRX2301A

# HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

## YOUR NAME AND ADDRESS

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

## APPOINTMENT OF PROXY

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

## DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

## VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

## APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

(b) return both forms together.

## SIGNING INSTRUCTIONS

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

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

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

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

## CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

## LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9.30am (WST) on Sunday, 5 February 2023,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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

**ONLINE**

https://investorcentre.linkgroup.com

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

**BY MOBILE DEVICE**

**QR Code**

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link **https://investorcentre.linkgroup.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

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

**BY MAIL**

Coda Minerals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

**BY FAX**

+61 2 9287 0309

**BY HAND**

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

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