Notice of Annual 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

Park Business Centre
45 Ventnor Avenue
West Perth, Western Australia 6005

Time and Date

11:00am (WST)
Wednesday, 9 November 2022

IMPORTANT NOTE

The Notice of Annual 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	11.00am (WST) Monday, 7 November 2022
Snapshot date for eligibility to vote	5.00pm (WST) Monday, 7 November 2022
Annual General Meeting	11.00am (WST) Wednesday, 9 November 2022

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Coda Minerals Ltd (ACN 625 763 957) (**Company**) will be held at the Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia 6005 at 11:00am (WST) on Wednesday, 9 November 2022.

Agenda

Receive and Consider Reports	To receive and consider the annual financial report, Directors' report and Auditor's report of the Company for the financial year ended 30 June 2022, as contained in the Company's 2022 Annual Report
Resolution 1 ***Adoption of Remuneration Report*** *(advisory only)*	To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**: *That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2022, as contained in the Company's 2022 Annual Report, be adopted by the Company.* Note: This Resolution is advisory only and does not bind the Company or the Directors.
Resolution 2 ***Re-Election of Director – Keith Jones***	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 14.4, article 46(c) of the Constitution, and for all other purposes, Keith Jones, a Director who retires in accordance with clause 8.1(e) of the Constitution and, being eligible, offers himself for re-election, is re-elected as a Director.*
Resolution 3 ***Re-Election of Director – Paul Hallam***	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 14.4, article 46(c) of the Constitution, and for all other purposes, Paul Hallam, a Director who retires in accordance with clause 8.1(e) of the Constitution and, being eligible, offers himself for re-election, is re-elected as a Director.*
Resolution 4 ***Re-Election of Director – Colin Moorhead***	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 14.4, article 46(c) of the Constitution, and for all other purposes, Colin Moorhead, a Director who retires in accordance with clause 8.1(e) of the Constitution and, being eligible, offers himself for re-election, is re-elected as a Director.*
Resolution 5 ***Approval of Updated Employee Incentive Plan***	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 259B(2) and 260C(4) of the Corporations Act, Listing Rule 7.2 exception 13 and for all other purposes, Shareholders approve the Company's updated Employee Incentive Plan, a summary of which is set out in the Schedule, and for the issue of up to 6,229,105 Equity Securities under the plan in reliance on Listing Rule 7.2 exception 13, on the terms and conditions set out in the Explanatory Statement.*

Resolution 6 ***Approval to Grant Performance Rights to Director under Employee Incentive Plan – 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 Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 471,602 CEO Performance Rights to Christopher Stevens (or his nominee), a Director and the Chief Executive Officer of the Company, pursuant to the Company's Employee Incentive Plan, on the terms and conditions described in the Explanatory Statement.*
Resolution 7 ***Approval of Additional Issuance Capacity***	To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**: *That for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.*
Resolution 8 ***Amendment to Constitution – virtual meetings***	To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**: *That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to amend its existing Constitution to permit the Company to hold general meetings using virtual meeting technology as contemplated by section 249RI of the Corporations Act, in the manner set out in the Explanatory Statement, with effect from the conclusion of the Meeting.*

Voting Exclusions

Resolution	Excluded Persons	Exceptions
Corporations Act voting prohibitions		
Resolutions 1, 5 and 6	For the purposes of sections 250BD and 250R(4) of the Corporations Act, a vote on the Resolution must not be cast, and the Company will disregard votes cast: • by or on behalf of a member of Key Management Personnel the details of whose remuneration is included in the Remuneration Report or their Closely Related Parties, regardless of the capacity in which the vote is cast; or • by a proxy for a member of Key Management Personnel at the date of the Meeting or their Closely Related Parties. Any ineligible votes will not be counted in working out a percentage of votes cast or whether the Resolution is approved.	A vote is not prohibited and will not be disregarded if the vote is cast by a proxy on behalf of a person entitled to vote on the Resolution: • in accordance with the directions on how the proxy is to vote, as specified in the proxy appointment; or • by the Meeting Chair in accordance with the express authorisation in the proxy appointment to exercise the proxy even though it is connected with the remuneration of a member of Key Management Personnel.
Listing Rule voting exclusion statements		
Resolution 5	For the purposes of Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who a person who is eligible to participate in the Employee Incentive Plan, or an 'associate' (as defined in the Listing Rules) of such person.	The Company need not disregard a vote cast In favour of Resolutions 5 and 6 if it is cast by: • 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

Resolution	Excluded Persons	Exceptions
Resolution 6	For the purposes of Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person referred to in: • Listing Rule 10.14.1 (i.e. Directors); • Listing Rule 10.14.2 (i.e. an 'associate' (as defined in the Listing Rules) of a Director); or • Listing Rule 10.14.3 (i.e. a person whose relationship with the Company or a person referred to in Listing Rules 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders), who is eligible to participate in the Employee Incentive Plan, or their 'associate' (as defined in the Listing Rules), including Christopher Stevens.	proxy or attorney to vote on the Resolution in that way; • 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 • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: ○ 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 ○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
Resolution 7	At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2. Accordingly, a voting exclusion statement for the purposes of Listing Rules 7.3A.7 and 14.11 does not apply to the Resolution.	Not applicable.

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

7 October 2022

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 Monday, 7 November 2022**.

Participation

The Meeting will be a physical meeting held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia 6005. Shareholders will not be able to attend and participate online.

COVID-19

IMPORTANT

The Company will be observing social distancing rules and other COVID-19 legal requirements that may apply having regard to the circumstances at the time of the Meeting.

Attending the Meeting in person may be affected or prevented by lockdowns, social gathering restrictions, travel restrictions or other governmental orders in response to the COVID-19 pandemic. The Company may be required to take special measures in response, such as limiting physical attendee numbers or prohibiting physical attendance at the Meeting altogether.

In light of the evolving COVID-19 situation, Shareholders are encouraged to consider appointing the Meeting Chair as proxy to attend and vote at the Meeting on their behalf.

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 under the Corporations Act and/or Listing Rules apply to Resolutions 1, 5 and 6. Members of the Key Management Personnel (except for the Meeting Chair) and their Closely Related Parties are not able to vote as proxy on Resolutions 1, 5 or 6 unless the appointing Shareholder directs them how to vote.

This exclusion does not apply to the Meeting Chair if the appointment as proxy expressly authorises the Meeting Chair to vote on matters of Key Management Personnel remuneration. 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 Resolutions 1, 5 or 6 as the Meeting Chair sees fit.

Shareholders intending to appoint the Meeting Chair, a Director or any other member of Key Management Personnel or any of their Closely Related Parties as 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 **11:00am (WST) on Monday, 7 November 2022**. Documents received after that time will be invalid.

To appoint a proxy please complete and sign the enclosed Proxy Form and either:

1. Deliver the Proxy Form:

(a) by hand to:

Link Market Services

1A Homebush Bay Drive, Rhodes NSW 2138; or

(b) by post to:

c/- Coda Minerals Ltd, Locked Bag A14, Sydney South NSW 1235 Australia; or

2. By facsimile to +61 2 9287 0309; or

3. Lodge online at www.linkmarketservices.com.au, instructions as follows:

Select 'Shareholders Login' and in the 'Single Holding' section enter Coda Minerals Ltd or the ASX code COD in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your Proxy Form), postcode (or country of residence if outside Australia), complete the security validation process and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. 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

The Meeting Chair will allow a reasonable opportunity at the Meeting for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

The Meeting Chair will also allow a reasonable opportunity for Shareholders to put questions to the representative of the Auditor about:

- the conduct of the audit;
- the preparation and content of the Auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

To assist the Board and the Auditor in responding to any questions that you may have, please submit any questions to the Company via email to info@codaminerals.com by **5.00pm (WST) on Friday 4 November 2022** in the same manner as outlined above for lodgement of appointment documents. The Company will make available at the Meeting questions directed to the Auditor which the Auditor considers relevant to the conduct of the audit of the 2022 Annual Report received in writing before this time. The Meeting Chair will allow a reasonable opportunity for the Auditor to respond to the questions set out on this list.

Explanatory Statement

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

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

1. Annual Financial Report

The Corporations Act requires that the annual financial statements, Directors' report and Auditor's report of the Company for the year ended 30 June 2022 be tabled at the Meeting. These reports are contained in the 2022 Annual Report which is available on the Company's website, www.codaminerals.com/investors/, by selecting the 'Annual Reports' link.

Shareholders will be given reasonable opportunity to raise questions on these reports and ask questions of the Auditor.

2. Resolution 1: Adoption of Remuneration Report

2.1 Background

Resolution 1 is an ordinary resolution to approve the Remuneration Report. The Remuneration Report is set out in the Directors' report which forms part of the 2022 Annual Report.

The vote on Resolution 1 is advisory only and does not bind the Board or the Company. Notwithstanding, the Board will take the outcome of the vote into consideration when considering the remuneration policy of the Company going forward. On that basis, the Company encourages all Shareholders to cast their votes on Resolution 1.

2.2 Corporations Act requirements

Section 250R(2) of Corporations Act requires a listed public company put a resolution to its shareholders that the remuneration report set out in the directors' report for the preceding financial year be adopted. The resolution is advisory only and does not bind the relevant company or its directors.

If 25% or more of votes that are cast on the resolution are voted against the adoption of the remuneration report at two consecutive annual general meetings of a company, its shareholders will be required to vote at the second of those annual general meetings on a resolution (a **Spill Resolution**) that a further meeting be held within 90 days at which all of the offices of director are vacated (other than the office of managing director) and each such office will be put to a vote.

It is noted that at the Company's 2021 annual general meeting, the votes cast against the remuneration report represented less than 25% of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for this year's Annual General Meeting.

A voting exclusion applies to Resolution on the terms set out in the Notice.

2.3 Directors' recommendation

The Directors decline to make a recommendation as to how Shareholders should vote in respect of Resolution 1 as they each have an interest in the outcome of the Resolution.

3. Resolutions 2, 3 and 4: Re-Election of Directors

3.1 Background

Resolutions 2, 3 and 4 are ordinary resolutions to approve the re-election of Keith Jones, Paul Hallam and Colin Moorhead as Directors.

Pursuant to article 46 of the Constitution, the Board appointed:

- Mr Jones as Non- Executive Director and Chairman on 26 April 2018;
- Mr Hallam as Non-Executive Director on 21 August 2019; and
- Mr Moorhead as Non-Executive Director on 21 August 2019.

Each of these Directors will retire at the Meeting, and being eligible, submit themselves for re-election.

If any of Resolutions 2, 3 or 4 is not passed, the relevant Director will not be re-elected to their respective current directorship positions. The Resolutions will not affect any other office or employment position which they hold with the Company or its Related Bodies Corporate.

3.2 Listing Rule requirements

Listing Rule 14.4 requires that a director of an entity:

- must not hold office (without re-election) past the third annual general meeting following the director's appointment, or 3 years, whichever is longer; and
- appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

The rule does not apply to the entity's managing director, unless there is more than one managing director, in which case only one is entitled not to be subject to re-election.

Listing Rule 14.5 requires an entity which has directors to hold an election of directors at each annual general meeting.

3.3 Constitution requirements

Article 47(a) of the Constitution substantially reflects the requirements of Listing Rule 14.4 (i.e. retirement of Directors by rotation), and provides that a Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years, following that Director's last election or appointment.

Accordingly, each of Keith Jones, Paul Hallam and Colin Moorhead is required to retire pursuant to article 47(a) of the Constitution.

3.4 Biographies

(a) ***Keith Jones – Non-Executive Director & Chairman***

Mr Keith Jones is a Chartered Accountant with over 40 years of experience in delivery of professional services within the resources sector. Before retiring as the Managing Partner for Deloitte in Western Australia, he acted as expert, adviser and consultant to numerous corporations in the resource sector. Mr Jones' professional experience encompasses the audit of many public companies, active involvement in numerous corporate transactions, capital raisings and new listings. He has also established the Deloitte China Services Group in Australia.

(b) ***Paul Hallam – Non-Executive Director***

Mr Paul Hallam has more than 40 years of Australian and international resource industry experience. His operating and corporate experience is across a range of commodities (iron ore, bauxite, alumina, aluminium, gold, silver, copper, zinc and lead) and includes both surface and underground mining. Mr Hallam retired in 2011 to pursue a career as a professional non-executive director. He has held Australian and international non-executive director roles since 1997.

His former executive roles include Director – Operations with Fortescue Metals Group, Executive General Manager – Developments & Projects with Newcrest Mining Limited, Director – Victorian Operations with Alcoa and Executive General Manager – Base & Precious Metals with North Ltd.

Mr Hallam is a qualified mining engineer and holds a BE (Hons) from Melbourne University and a Certificate of Mineral Economics from Curtin University. He is a Fellow of the Australian Institute of Company Directors and the Australasian Institute of Mining & Metallurgy.

(c) ***Colin Moorhead – Non-Executive Director***

Mr Colin Moorhead is an experienced mining professional. He is well recognised in the mining industry, including building safe, successful and highly regarded technical teams; the ability to develop and deliver strategy, culture and governance; a thorough understanding of the technical, legal and commercial aspects of the mining business with an exposure to many different cultures and operating environments. He is also recognised as a leader in the areas of health, safety, environment and community.

Prior to joining Coda Minerals, he served as EGM Minerals, Newcrest Mining Ltd, Australia (2008-2015), GM Resources & Reserves of the same company (2006-2008), Geology Manager, PT Nusa Halmahera Minerals, Gosowong Gold Mine, Indonesia (2003-2006), Technical Services Manager, Cadia Holdings Ltd, NSW, Australia (1997-2003), and various other positions in the mining industry in a career spanning 29 years since 1987. Mr Moorhead has been elected as President of the Australasian Institute of Mining and Metallurgy (AusIMM) for 2017-2018.

3.5 Directors' recommendations – Resolution 2

The Directors (other than Keith Jones) support the re-election of Mr Jones and recommend that Shareholders vote in favour of Resolution 2. Mr Jones declines to make a voting recommendation noting his interest in the Resolution.

3.6 Directors' recommendations – Resolution 3

The Directors (other than Paul Hallam) support the re-election of Mr Hallam and recommend that Shareholders vote in favour of Resolution 3. Mr Hallam declines to make a voting recommendation noting his interest in the Resolution.

3.7 Directors' recommendations – Resolution 4

The Directors (other than Colin Moorhead) support the re-election of Mr Moorhead and recommend that Shareholders vote in favour of Resolution 4. Mr Moorhead declines to make a voting recommendation noting his interest in the Resolution.

4. Resolution 5: Approval of Updated Employee Incentive Plan

4.1 Background

Resolution 5 is an ordinary resolution seeking Shareholder approval to adopt the Company's Employee Incentive Plan.

The Company currently operates an Employee Incentive Plan which was initially established by the Board on 19 June 2020, prior to the Company's initial public offer and admission to the official list of ASX, with the key objectives of:

- establishing a method by which eligible participants can participate in the future growth and profitability of the Company;
- providing an incentive and reward for eligible participants for their contributions to the Company;
- attracting and retaining a high standard of managerial and technical personnel for the benefit of the Company; and
- aligning the interests of the eligible participants more closely with the interests of Shareholders, by providing an opportunity for eligible participants to hold an equity interest in the Company.

The plan allows for performance-based awards to receive Equity Securities (e.g. options, performance rights), as well as loan-funded awards.

As a result of the *Treasury Laws Amendment (Cost of Living Support and Other Measures) Act 2022* (Cth), the Corporations Act has been amended to include a new Division 1A into Part 7.12 (**ESS Division**) governing the operation of employee share schemes such as the Employee Incentive Plan.

The ESS Division came into effect on 1 October 2022, replacing and expanding the disclosure, financial services licensing and other relief for employee share schemes under ASIC Class Order [14/1000] – *Employee incentive schemes: Listed bodies* (**CO 14/1000**).

The Board considers it appropriate to update the Employee Incentive Plan Rules to reflect the legislative changes under the ESS Division.

A summary of the key changes to the Employee Incentive Plan Rules is set out in the table below.

Subject	Change
Offer regime	Awards may be offered relying on CO 14/1000 until it ceases to apply to new offers, or on the ESS Division, at the discretion of the Board.
Eligible persons	Persons eligible to participate in the Employee Incentive Plan under the existing rules reflect eligibility requirements under CO 14/1000, being: • full time or part time employees of the Company or its Related Bodies Corporate, including executive directors; • non-executive directors of the Company or its Related Bodies Corporate; and • certain contractors and casual employees of the Company or its Related Bodies Corporate who provide the pro rata equivalent of 40% or more of a comparable full time position. The updated Employee Incentive Plan Rules has been amended to reflect the expanded scope of eligibility under the ESS Division. In addition to the existing eligible persons applicable to offer made under CO 14/1000, it now includes the following for offers of awards under the ESS Division:

Subject	Change
	• any employee of the Company or its Associated Entities, whether actual or prospective; • any director of the Company or its Associated Entities, whether actual or prospective; • any individual who provides services to the Company or its Associated Entities (i.e. a contractor), whether actual or prospective; • any person who otherwise constitutes a 'primary participant' under section 1100L(1)(a) of the Corporations Act – this definition reflects the persons listed above, but may amended to include additional persons by regulation; and • any other person who is a 'related person' of a 'primary participant' under section 1100L(1)(b) of the Corporations Act – this includes, certain immediate family members, controlled bodies corporate, a related self-managed superannuation fund trustee, and persons prescribed by regulation.
Issue cap	**CO 14/1000 issue cap** CO 14/1000 limits the number of Shares (including Shares which underlie convertible awards) that can be offered under the plan over a 3-year period to a maximum of 5% of Shares on issue. This restriction is reflected in the existing Employee Incentive Plan Rules and continues to apply in relation to offers made under CO 14/1000. **ESS Division issue cap** The ESS Division makes a distinction between those awards in relation to which monetary consideration is payable (whether on issue, transfer or exercise), and those awards where no monetary consideration is payable. For those awards under an employee share scheme in relation to which no monetary consideration is payable, the ESS Division provides that there is no limitation under the ESS Division on the number of awards or underlying shares which may be offered. Therefore, offers of such non-monetary awards under the Employee Incentive Plan relying on the ESS Division are not subject to any issue cap. However, for awards under an employee share scheme in relation to which monetary consideration is payable, the ESS Division applies the same issue cap as CO 14/1000 applies, save that the percentage amount is 5% or such other figure as set out in the company's constitution. The updated Employee Incentive Plan Rules reflect the issue cap under the ESS Division for monetary awards. Further, except where required by law, the calculation of the issue cap excludes any awards offered: • in circumstances where the Company does not rely upon on the ESS Division or a legislative instrument having similar effect; • to a person situated outside of Australia at the time of receipt of the offer; • an offer that did not need disclosure due to sections 708 or 1012D of the Corporations Act; or • an offer made under a prospectus or other disclosure document. Importantly, the issue cap under the ESS Division is separate to the Listing Rule restrictions on issuing Equity Securities.
Determination of market value	Market value of any securities (including awards) under the current Employee Incentive Plan Rules is determined by reference to: • for a valuation of Shares while the Company is listed, the VWAP of Shares in the 5 trading days preceding the day on which the valuation is taken to be conducted; • if the Company is unlisted, the value of securities determined in a "valuation document" within the meaning of that term in Class Order [14/1001] – *Employee Incentive Schemes: Unlisted Bodies*; or • the market value determined in accordance with subdivision 960-S and section 83A.315 of the *Income Tax Assessment Act 1997* (Cth). The updated rules provide additional flexibility in terms of valuation methodology, as well as expressly addressing valuation of convertible securities (e.g. Options, Performance Rights). Market

Subject	Change
	value of securities (including awards) under the updated rules will be determined by reference to a method of valuation required by applicable law or otherwise: • for a valuation of Shares, the VWAP of Shares in the 10 trading days preceding the day on which the valuation is taken to be conducted; • for valuation of convertible awards, a relevant pricing model or method of valuation under the accounting standards applicable to the preparation of financial reports by the Company, as determined by the Board; and • such other a method of valuation as determined by the Board.
Cashless exercise	The updated Employee Incentive Plan Rules provide that, unless an offer expressly states otherwise, a convertible award in relation to which an exercise price is payable by the participant (e.g. an Option) will allow a participant to set-off the exercise price payable against the value of the Shares to be received. Consequently, the participant will be issued less Shares, equal in value to the difference between the exercise price otherwise payable and the market value of the corresponding Shares.

A full summary of the updated Employee Incentive Plan is set out at the Schedule.

If Resolution 5 is approved, the Employee Incentive Plan Rules will be amended as outlined above. Further, Equity Securities issued under the Employee Incentive Plan to non-Related Parties will be excluded from the calculation of the Company's 15% issuing capacity under Listing Rule 7.1, up to a maximum of 6,229,105 Equity Securities.

If Resolution 5 is not approved, the Company may still issue Equity Securities under the Employee Incentive Plan to non-Related Parties under its Listing Rule 7.1 issuing capacity. However, this will reduce the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 months following the date of the issue of the relevant securities.

4.2 Corporations Act requirements

(a) ***Financial assistance***

Section 260A of the Corporations Act restricts a company from providing financial assistance for the acquisition of shares in itself, subject to certain exceptions.

Section 260C(4) of the Corporations Act provides an exception to these restrictions where a company provides financial assistance under an employee share scheme (i.e. the Employee Incentive Plan) approved at a general meeting of the company.

(b) ***Self-acquisition***

Section 259B(1) of the Corporations Act prohibits a company from taking security over its own shares, subject to certain exceptions.

Section 259B(2) of the Corporations Act provides an exception to this prohibition where a company takes security over its own shares under an employee share scheme (i.e. the Employee Incentive Plan) that has been approved at a general meeting of the company.

(c) ***Relevance to Employee Incentive Plan***

The Employee Incentive Plan allows for the grant of loan-funded awards whereby the Company may provide limited-recourse, secured loans to eligible participants to fund their acquisition of Equity Securities under the plan. Such arrangements would constitute financial assistance for the purposes of section 260A of the Corporations Act, as well as the Company taking security over its own shares for the purposes of section 259B.

4.3 Listing Rule requirements

Listing Rule 7.1 provides that an entity must not, subject to specified exceptions, issue or agree to issue more Equity Securities during a 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.2 exception 13(b) sets out an exception to Listing Rule 7.1 for the issue of Equity Securities under an employee incentive scheme (e.g. the Employee Incentive Plan) that has been approved by an entity's shareholders. For a period of 3 years from approval, Equity Securities issued to persons who are not Related Parties of the entity under the employee

incentive scheme are not counted in the calculation of the entity's 15% issuing capacity under Listing Rule 7.1, up to a maximum number as set out in the notice of meeting pursuant to which the approval is obtained.

4.4 Listing Rule information

The following information is provided in relation to the Employee Incentive Plan, for the purposes of Listing Rule 7.2 exception 13(b):

(a) ***Summary of terms***

A summary of the material terms of the Employee Incentive Plan is set out in the Schedule. A copy of the complete Employee Incentive Plan Rules is available on the Company's website using the following link, www.codaminerals.com/download/employee-incentive-plan/.

(b) ***Securities issued/granted since listing or last approval***

Since the last approval of the Employee Incentive Plan at the Company's 2021 Annual General Meeting on 19 November 2021, the Company has issued the following securities under the Employee Incentive Plan –

- 103,246 Performance Rights issued on 17 December 2021 to a nominee of the Company's Director and Chief Executive Officer Mr Christopher Stevens;
- 49,540 Performance Rights issued to an employee on 23 December 2021; and
- 499,742 Performance Rights issued to various employees on 12 July 2022.

(c) ***Maximum number of securities proposed to be issued***

At the time of this Notice, the Company does not propose to issue/grant any Equity Securities for monetary consideration under the Employee Incentive Plan. Under the regime introduced by the ESS Act and the Employee Incentive Plan, there is no maximum limit on the number of Equity Securities that the Company may issue/grant for no monetary consideration.

If the Company decides to issue/grant Equity Securities for monetary consideration under the Employee Incentive Plan, the maximum number over the next 3 years (excluding any Equity Securities issued with Shareholder approval under Listing Rule 10.14) is 6,229,105 securities (being 5% of the 124,582,105 Shares currently on issue).

4.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5. This will ensure that the Employee Incentive Plan reflects the current legislative regime under the Corporations Act, as well as giving the Board the flexibility to issue/grant Equity Securities to eligible participants (who are not Related Parties) under the plan without using the Company's issuing capacity under Listing Rule 7.1.

5. Resolution 6: Approval to Grant Performance Rights to Director under Employee Incentive Plan – Christopher Stevens

5.1 Background

Resolution 6 is an ordinary resolution seeking approval to grant up to 471,602 CEO Performance Rights to the Company's Director and Chief Executive Officer, Christopher Stevens (or his nominee), under the Employee Incentive Plan.

The CEO Performance Rights are intended to represent a long-term performance-based incentive for Mr Stevens.

If Resolution 6 is not approved, the Company will not grant any CEO Performance Rights to Mr Stevens.

5.2 Corporations Act matters

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' as defined in 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 grant of CEO Performance Rights to Christopher Stevens would constitute the giving of a financial benefit for these purposes.

Section 211 of the Corporations Act provides that shareholder approval is not required to give a financial benefit in circumstances where the benefit constitutes remuneration which would be reasonable given the company's and the related party's circumstances.

After benchmarking against comparable remuneration packages for chief executive officers of other ASX-listed companies of a similar size and nature, the Board (excluding Mr Stevens) considers the grant of CEO Performance Rights would constitute reasonable remuneration within this exception.

5.3 Listing Rule requirements

Listing Rule 10.14 requires an entity to obtain the approval of its shareholders before issuing or agreeing to issue Equity Securities (including Performance Rights) under an employee incentive scheme (e.g. the Employee Incentive Plan) to a Related Party, subject to certain specific exceptions in Listing Rule 10.16.

The Board (excluding Christopher Stevens) do not consider any of the exceptions apply to the proposed grant of CEO Performance Rights under Resolution 6. Accordingly, Shareholder approval under to Listing Rule 10.14 is required.

Approval pursuant to Listing Rule 7.1 is not required for the grant of the CEO Performance Rights to Mr Stevens as approval is being obtained under Listing Rule 10.14. Accordingly, the grant of the CEO Performance Rights will not be included in the calculation of the Company's 15% issuing capacity under Listing Rule 7.1.

5.4 Listing Rule information

The following information is provided in respect of Resolution 6, for the purposes of Listing Rule 10.15:

(a) ***Name of the recipient***

The CEO Performance Rights will be granted to Christopher Stevens or his nominee.

(b) ***Relevant category in Listing Rule 10.14***

In addition to being the Chief Executive Officer, Mr Stevens is a Director and is therefore a person mentioned in Listing Rule 10.14.1.

(c) ***Number and class of securities proposed to be issued***

A maximum of 471,602 CEO Performance Rights will be granted to Mr Stevens (or his nominee), each of which may be exercised to receive one Share on vesting.

This number was calculated by reference to an overall package of Shares valued at $136,765, having regard to the VWAP over the 10 trading days immediately prior to the end of the 2021/2022 financial year, being $0.29.

(d) ***Details of remuneration package***

The table below sets out Mr Stevens' current remuneration package.

Cash	$328,997 plus superannuation
Short-term incentives	A pre-tax cash payment of up to 33% of Mr Stevens' base salary, subject to satisfaction of certain milestones related to safety, environment and heritage, adherence to budget, share price and business development. Refer to the Remuneration Report in the 2022 Annual Report for further details.
Long-term incentives	Equity Securities valued at up to 66% or Mr Stevens' base salary, subject to satisfaction of applicable performance hurdles

(e) ***Number of securities previously issued to recipient and average acquisition price paid***

The Company granted 103,246 Performance Rights to Mr Stevens under the Employee Incentive Plan on 17 December 2021. Mr Stevens did not pay any consideration for the grant of the Performance Rights.

The Performance Rights were granted on the following key terms:

Entitlement	Each Performance Right entitles the holder to be issued with one Share, subject to satisfaction of the vesting conditions.
Term	Each Performance Right expires 5 years from the date of grant.
Vesting conditions	Each Performance Right is granted subject to the following vesting conditions: • announcement by the Company to ASX of a 'mineral resource' (in accordance with the JORC Code) in relation to the Emmie Bluff prospect at the Company's Elizabeth Creek Project, located in South Australia;

	• in respect of one third of the Performance Rights, Mr Stevens not having resigned or being dismissed as Chief Executive Officer prior to 1 July 2022; • in respect of one third of the Performance Rights, Mr Stevens not having resigned or being dismissed as Chief Executive Officer prior to 1 July 2023; and • in respect of one third of the Performance Rights, Mr Stevens not having resigned or being dismissed as Chief Executive Officer prior to 1 July 2024.

The Company granted 2,000,000 premium exercise price Options (**PEPOs**) to Mr Stevens under the Employee Incentive Plan on 3 July 2020. Mr Stevens did not pay any consideration for the grant of the PEPOs.

The PEPOs were granted on the following key terms:

Exercise price	$0.2145
Expiry date	3 July 2024
Vesting conditions	• The Company being admitted to the official list of ASX. • In respect of one third of the PEPOs, the trading price of Shares achieving $0.23 or greater, and Mr Stevens not having resigned or being dismissed as a Director prior to that time. • In respect of one third of the PEPOs, the trading price of Shares achieving $0.27 or greater, and Mr Stevens not having resigned or being dismissed as a Director prior to that time. • In respect of one third of the PEPOs, the trading price of Shares achieving $0.30 or greater, and Mr Stevens not having resigned or being dismissed as a Director prior to that time.

(f) ***Details of securities, reason for issue and value***

The proposed material terms of the CEO Performance Rights are summarised in the table below:

Governance	Each CEO Performance Right is granted under the Employee Incentive Plan and is subject its rules.
Entitlement	Each CEO Performance Right entitles the holder to be issued with one Share, subject to satisfaction of the vesting conditions.
Term	Each CEO Performance Right expires 5 years from the date of grant.
Vesting conditions	The CEO Performance Rights are granted subject to the following vesting conditions: • the Company completing and releasing to ASX during the 2023 financial year (or such later date as approved by the Board), a scoping study (in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 edition)) in relation to the Company's Emmie Bluff prospect at its Elizabeth Creek Project in South Australia; • in relation to one third of the CEO Performance Rights only, Mr Stevens not being "dismissed" or "resigning" (as those terms are defined in the Employee Incentive Plan) before 1 July 2023; • in relation to one third of the CEO Performance Rights only, Mr Stevens not being "dismissed" or "resigning" (as those terms are defined in the Employee Incentive Plan) before 1 July 2024; and • in relation to one third of the CEO Performance Rights only, Mr Stevens not being "dismissed" or "resigning" (as those terms are defined in the Employee Incentive Plan) before 1 July 2025.
Exercise	The holder may exercise a vested CEO Performance Right at any time prior to expiry.

Quotation	CEO Performance Rights will not be quoted. The Company will apply to ASX for quotation of Shares issued on vesting and exercise of CEO Performance Rights.
Transfer	A CEO Performance Right is not transferable other than as permitted under the Employee Incentive Plan Rules.
Restricted rights	A CEO Performance Right does not confer on the holder any right to: • any participation or entitlement inherent in holding Shares; • participate in any new issue of Shares or other securities in the Company to Shareholders unless the holder has exercised their vested CEO Performance Right and been issued a new Share before the record date for determining entitlements to the new issue of Shares or securities and participate as a result of holding Shares; • vote on any resolution proposed at a general meeting of the Company, except and only to the extent required by applicable law; • receive a dividend by the Company; • any right to a return of capital by the Company, whether on winding-up, a reduction of capital or otherwise; or • participate in the surplus profits or assets of the Company on winding-up.

The CEO Performance Rights will otherwise be granted on terms considered customary for rights of that nature.

The CEO Performance Rights represent a cost-effective performance-based incentive (as opposed to alternative forms of incentives such as cash compensation) which preserve the Company's cash reserves and allow the Company to apply a greater portion of its available cash on its operations. The CEO Performance Rights are being issued to Mr Stevens to retain his services and motivate performance. The Board (excluding Mr Stevens who has a material personal interest) considers the CEO Performance Rights to align the interests of Mr Stevens with Shareholders.

The value of the CEO Performance Rights is estimated to be $0.29 each or $136,765 in total. This is based on a Black-Scholes valuation conducted BDO Corporate Finance (WA) Pty Ltd on 28 September 2022 applying the following key assumptions and variables:

- Underlying security spot price - $0.29 based on the closing spot price of the Company's shares on 28 September 2022.
- Exercise price – nil.
- Life – 5 years.
- Share price volatility – 100% based on the volatilities of comparable ASX listed companies.
- Risk free rate – 3.855% based on the 3-year Australian Government bond rate as at 28 September 2022.
- Dividend yield – nil.

(g) ***Date by which securities will be issued***

It is anticipated that the CEO Performance Rights will be granted within 5 business days of the Meeting, but in any case, no later than 3 years after the date of the Meeting.

(h) ***Price at which securities will be issued or formula for calculation of price***

The CEO Performance Rights will be granted for nil cash consideration.

(i) ***Summary of material terms of the Employee Incentive Plan***

A summary of the material terms of the Employee Incentive Plan is set out in the Schedule. A copy of the complete Employee Incentive Plan Rules is available on the Company's website using the following link, www.codaminerals.com/download/employee-incentive-plan/.

(j) ***Terms of any loan related to acquisition of securities***

Not applicable.

(k) ***Plan details***

The Company will publish details of any securities or rights issued under the Employee Incentive Plan in its annual report for the financial year in which securities or rights are issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

(l) ***New participants***

Any additional persons covered by Listing Rule 10.14 (i.e. Directors, 'associate' (as defined in the Listing Rules) of Directors or persons whose relationship with the Company or a person referred to in Listing Rules 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders) who become entitled to participate in an issue of securities or rights under the Employee Incentive Plan after Resolution 6 is approved, but were not named in this Notice, will not participate until approval is obtained under Listing Rule 10.14.

5.5 Directors' recommendation

The Board (excluding Christopher Stevens) considers the grant of CEO Performance Rights to Mr Stevens is reasonable given the Company's size and stage of development. They represent a cost-effective performance-based incentive (as opposed to alternative forms of incentives such as cash compensation) which allow the Company to apply a greater portion of its available cash on its operations.

In addition, the CEO Performance Rights are structured to align the interests of Mr Stevens with the operational success of the Company such that the rights will only vest on the achievement of the relevant vesting conditions.

The Directors (excluding Christopher Stevens) unanimously recommend that Shareholders vote in favour of Resolution 6.

6. Resolution 7: Approval of Additional Issuance Capacity

6.1 Background

Resolution 7 seeks Shareholder approval for an additional issuing capacity under Listing Rule 7.1A (**Additional Issuance Capacity**).

If approved, the Resolution will enable the Company to issue additional Equity Securities (calculated below) over a 12-month period without having to obtain Shareholder approval. If the Resolution is not approved, the Company's ability to issue Equity Securities without Shareholder approval will remain limited to the amount permitted under Listing Rule 7.1

Resolution 7 is a special resolution. It must be passed by at least 75% of the votes cast by Shareholders present and entitled to vote on the Resolution.

6.2 Applicable Listing Rules

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting, to allow it to issue Equity Securities totalling up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (i.e. the Additional Issuance Capacity). This capacity is in addition to the 15% annual issuance capacity under Listing Rule 7.1.

An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company meets the requirements of an eligible entity for this purpose.

6.3 Overview of Listing Rule 7.1A

(a) ***Quoted securities***

Equity Securities issued under the Additional Issuance Capacity must be the same as an existing class of Equity Securities of the Company quoted on ASX.

As at the date of this Notice, the Company has only class of quoted Equity Securities on issue, being fully paid ordinary Shares.

(b) ***Formula for calculating Additional Issuance Capacity***

Listing Rule 7.1A.2 provides that the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula under the Additional Issuance Capacity:

Additional Placement Capacity = (A x D) – E

where:

A is the number of Shares on issue 12 months before the commencement of the relevant period:

- plus the number of Shares issued in the period from the date the Company was admitted to the official list of ASX to the date immediately preceding the date of the issue or agreement (**Relevant Period**) under an exception in Listing Rule 7.2 (other than exceptions 9, 16 or 17);
- plus the number of Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
  - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or 7.4;
- plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the Relevant Period; or
  - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or rule 7.4;
- plus the number of Shares issued in the Relevant Period with approval under Listing Rules 7.1 or 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the Relevant Period; and
- less the number of Shares cancelled in the Relevant Period;

D is 10%; and

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the Shareholders under Listing Rule 7.4.

(c) ***Interaction with Listing Rule 7.1***

Listing Rule 7.1 limits the number of Equity Securities that an entity may 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, subject to certain exceptions.

The Additional Issuance Capacity under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

6.4 Listing Rule requirements

The following information is provided in relation Resolution 7, in accordance with Listing Rule 7.3A:

(a) ***Period over which approval will be valid***

The Additional Issuance Capacity will commence on date of the Meeting and expire on the earlier of:

- 12 months from the Meeting date;
- the Company's next annual general meeting; and
- when a transaction under Listing Rules 11.1.2 (change to nature or scale of activities) or 11.2 (change involving main undertaking) is approved by Shareholders.

(b) ***Minimum price at which Equity Securities may be issued***

The issue price of any Equity Security under the Additional Issuance Capacity will not be less than 75% of the VWAP for securities in the same class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or

- if the securities are not issued within 10 trading days of the date above, the date on which the securities are issued.

(c) ***Purposes for which funds may be used***

The Company does not have any current intention to issue Equity Securities using the Additional Issuance Capacity. However, it may decide to do so for cash consideration to fund working capital requirements, advancing projects (including those outlined in its initial public offer prospectus), potential acquisitions, meet financial commitments and capital management activities.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon any issue of Equity Securities under Listing Rule 7.1A.

(d) ***Risk of economic and voting dilution***

Any issue of Equity Securities under the Additional Issuance Capacity will dilute the interests of Shareholders who do not receive Shares under the issue.

If Resolution 7 is approved and the Company issues Equity Securities under the Additional Issuance Capacity, then there is a risk to existing Shareholders of economic and voting dilution, including the risk that:

- the market price for Equity Securities in the same class may be significantly lower on the issue date of the new Equity Securities than on the date of the Meeting; and
- the new Equity Securities may be issued at a price that is at a discount to the market price for Equity Securities in the same class on the issue date.

This may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below identifies the potential dilution to existing Shareholders following the issue of Equity Securities under the Additional Issuance Capacity (based on the formula set out above) using different variables for the number of issued Shares and the market price of Shares.

Number of Shares on issue	Share price	New Shares issued	Funds raised	Voting dilution	Economic dilution
124,582,105 (Shares currently on issue / current variable 'A' in Listing Rule 7.1A)	**$0.310** (current market price)	12,458,211	$3,862,045	10.00%	0.00%
	$0.233 (25% decrease)	12,458,211	$2,896,533	10.00%	2.27%
	$0.155 (50% decrease)	12,458,211	$1,931,022	10.00%	4.55%
186,873,157 (50% increase)	**$0.310** (current market price)	18,687,316	$5,793,067	10.00%	0.00%
	$0.233 (25% decrease)	18,687,316	$4,344,800	10.00%	2.27%
	$0.155 (50% decrease)	18,687,316	$2,896,533	10.00%	4.55%
249,164,210 (100% increase)	**$0.310** (current market price)	24,916,421	$7,724,090	10.00%	0.00%
	$0.233 (25% decrease)	24,916,421	$5,793,067	10.00%	2.27%
	$0.155 (50% decrease)	24,916,421	$3,862,045	10.00%	4.55%

Notes: The above table has been prepared on the following assumptions:

1. the current market price is the closing price at which Shares were traded on 23 September 2022 (being $0.31);
2. the current Shares on issue are the Shares at 23 September 2022 (being 124,582,105);

3. the Company issues the maximum number of Equity Securities available under the Additional Issuance Capacity;

4. existing Shareholders' holdings do not change from the date of this Meeting to the date of the issue under the Additional Issuance Capacity;

5. the Company issues Shares only and does not issue other types of Equity Securities (such as Options) under the Additional Issuance Capacity;

6. the impact of placements under Listing Rule 7.1 or following the conversion of convertible securities (e.g. Options, Performance Rights) is not included in the calculations; and

7. economic dilution (**ED**) is calculated using the following formula:

ED = (MP - (NMC / TS)) / MP

where:

MP = the market price of shares traded on ASX, expressed in dollars;

MC = market capitalisation prior to issue of Equity Securities, being the MP multiplied by the number of shares on issue;

NMC = notional market capitalisation, being the market capitalisation plus the NSV;

NSV = new security value, being the number of new Equity Securities multiplied by the issue price of those Equity Securities; and

TS = total shares on issue following new Equity Security issue.

(e) ***Allocation policy***

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional Issuance Capacity.

The Company has not yet identified allottees to receive the Equity Securities under the Additional Issuance Capacity. However, they may include current Shareholders, new investors, or both. None of the allottees will be Related Parties or 'associate' (as defined in the Listing Rules) of Related Parties.

Potential allottees will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the purpose of the issue;
- the methods of raising funds that are available to the Company including, but not limited to, an entitlements issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

(f) ***Details of prior issues***

Since the last approval of the Company's Additional Issuance Capacity under Listing Rule 7.1A at the Company's 2021 Annual General Meeting on 19 November 2021, the Company has not issued any Equity Securities under Listing Rule 7.1A in the 12 months prior to the Meeting.

6.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7 as it will give the Company the flexibility to raise additional working capital whilst preserving the Company's cash reserves.

7. Resolution 8: Amendment to Constitution

7.1 Background

The travel and gathering restrictions introduced by governments in response to the COVID-19 pandemic saw significant disruption to listed public companies holding general meetings, particularly in respect of shareholder attendance and participation.

A number of interim legislative measures were implemented to assist companies in this regard, including the ability to hold and conduct wholly virtual general meetings using video and other technology. These measures have now ceased, but companies may still conduct virtual meetings provided doing so is expressly permitted by their constitution.

While the Board's preference is to hold physical or hybrid general meetings, it considers it important that the Company have the ability to hold wholly virtual meetings to ensure that it is able to conduct general meetings in circumstances where in person attendance is not possible, practical or appropriate. Accordingly, it proposes that the Constitution be amended to expressly permit the Company to hold wholly virtual general meetings.

7.2 Resolution

Resolution 8 is a special resolution to amend the Constitution to expressly permit the Company to hold and conduct general meetings using virtual meeting technology only. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

7.3 Proposed amendments

The table below sets out the proposed variations to the Constitution required to enable to the Company to hold and conduct general meetings using virtual meeting technology only.

Constitution article reference	Amendment
Article 1 – new definition of "Virtual Meeting Technology"	The following new definition is added to article 1: *"**Virtual Meeting Technology** means any technology that allows a person to participate in a meeting without being physically present at the meeting."*
Article 28(a)	Article 28(a) is wholly replaced with the following: *"(a) The Company may by resolution of the Board call a meeting of Shareholders to be held at the time and place (including 2 or more venues using Virtual Meeting Technology or by using Virtual Meeting Technology only) and in the manner that the Board resolves."*
New article 29(f)	The following article 29(f) is added: *"(f) If the Company has called a meeting of Shareholders to be held using Virtual Meeting Technology in accordance with Article 28(a), the notice of the meeting must specify the technology that will be used to facilitate the meeting and sufficient information to allow the Attending Shareholders to participate in the meeting by means of Virtual Meeting Technology."*
Article 33(h)	Article 33(h) is wholly replaced with the following: *"(g) If the chairperson of a meeting of Shareholders considers that there are too many persons present at the meeting to fit into the venue where the meeting is to be held, the chairperson may nominate a separate meeting place using Virtual Meeting Technology."*
New article 33(k)	The following article 33(k) is added: *"(k) The provisions of this Constitution relating to general meetings apply, so far as they can and with any necessary changes, to general meetings held using Virtual Meeting Technology."*
New article 34(e)	The following article 34(e) is added: *"(e) If a meeting of Shareholders is to be held using Virtual Meeting Technology, a member participating in the meeting is taken for all purposes, including the quorum purposes in Article 31, to be present in person at the meeting."*

7.4 Corporations Act requirements

Section 136(2) of the Corporations Act provides that a company may modify or repeal its constitution (or a provision in its constitution), or may adopt a new constitution, by special resolution of its shareholders.

7.5 Directors' recommendation

The Directors unanimously recommend that Shareholders approve Resolution 8 to give the Company the flexibility to hold and conduct general meetings using virtual meeting technology only.

Glossary

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

2022 Annual Report	The annual report of the Company for the financial year ended 30 June 2022, including the annual financial report, the Directors' report and the Auditor's report.
Additional Issuance Capacity	Has the same meaning as given to that term in Section 6.1 of this Explanatory Statement.
Annual General Meeting or **Meeting**	The annual general meeting of Shareholders convened by this Notice, including or any adjournment of such meeting.
Associated Entity	Has the same meaning as given to that term in the Corporations Act.
ASX	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange, as the context requires.
Auditor	The auditor of the Company, being Deloitte Touche Tohmatsu at the date of this Notice.
Board	The Company's Board of Directors.
CEO Performance Right	A Performance Right granted by the Company substantially on the terms summarised in Section 5.4(f).
Closely Related Parties	Has same meaning given to it in section 9 of the Corporations Act, being, in relation to a member of Key Management Personnel: (a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependent of the member or the member's spouse; (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; (e) a company the member controls; or (f) a person prescribed by the *Corporations Regulations 2001* (Cth) (currently none are prescribed).
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).
Director	A director of the Company.
Employee Incentive Plan	The Employee Incentive Plan adopted by the Board on 19 June 2020, a summary of which is set out in the Schedule.
Equity Security	Has the same meaning as given to that term in Listing Rule 19.12, being: (a) a share; (b) a unit; (c) a right to a share or unit or option; (d) an option over an issued or unissued security; (e) a convertible security; (f) any security that ASX decides to classify as an equity security; (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.
Glossary	This glossary of terms.
Key Management Personnel	Has the same meaning as the definition of that term in section 9 of the Corporations Act, being those persons details of whose remuneration are included in the Remuneration Report having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	The listing rules of ASX, as amended from time to time.
Meeting Chair	The chairperson of the Meeting.
Notice or **Notice of Annual General Meeting**	The notice of Annual 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.
Proxy Form	The proxy form accompanying the Notice.
Related Body Corporate	Has the same meaning as given to that term in the Corporations Act.
Related Party	Has the same meaning as given to that term in the Listing Rules.
Remuneration Report	The remuneration report of the Company for the period ended 30 June 2022, appearing in the Director's report as set out in the 2022 Annual Report.
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.
VWAP	The volume weighted average sale prices of Shares sold on ASX during the specified period, excluding any transaction defined in the ASX Operating Rules as 'special', crossings prior to the commencement of normal trading, crossings during the after-hours adjust phase and any overseas trades or exchange traded option exercises.
WST	Australian Western Standard Time, being the time in Perth, Western Australia.

Schedule – Summary of Employee Incentive Plan Rules

1. **Awards**

Under the Rules of the Employee Incentive Plan (**Plan Rules**), Awards may be offered relying on CO 14/1000 until it ceases to apply to new offers, or the ESS Division, at the discretion of the Board. Awards may also be offered to persons to whom securities may be offered without disclosure.

An "Award" includes any share-based incentive award, including:

- shares;
- options to subscribe for a share issued in accordance with the Employee Incentive Plan and subject to the satisfaction of any vesting conditions, performance conditions and/or exercise conditions and payment of the relevant exercise price;
- performance rights which provide entitlements to be issued with shares, subject to the satisfaction of any vesting conditions and/or performance conditions; or
- for Awards offered under the ESS Division, any other "ESS interests" as defined in section 1100M(1) of the Corporations Act.

Awards may, among other things, be loan-funded or issued as tax-deferred incentives under Australian tax legislation.

2. **Eligibility**

Persons who may participate in the Employee Incentive Plan (**Eligible Person**) are:

- for offers of Awards under CO 14/1000:
  - full-time or part-time employee, including an Executive Director;
  - a non-executive Director;
  - a contractor;
  - casual employee where they are, or might reasonably be expected to be, engaged to work the pro-rata equivalent of 40% or more of a comparable full-time position; or
  - a person to whom an Offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming covered above; and
- for offers of Awards under the ESS Division:
  - a employee of the Company or its Associated Entities, whether actual or prospective;
  - a director of the Company or its Associated Entities, whether actual or prospective;
  - a individual who provides services to the Company or its Associated Entities (i.e. a contractor), whether actual or prospective;
  - a person who otherwise constitutes a 'primary participant' under section 1100L(1)(a) of the Corporations Act; and
  - any other person who is a 'related person' of a 'primary participant' under section 1100L(1)(b) of the Corporations Act, such as a spouse, child or parent, a controlled body corporate, or a related self-managed superannuation fund trustee.

3. **Administration of Employee Incentive Plan**

Subject to the requirements of the Listing Rules and the Corporations Act, the Board will administer the Employee Incentive Plan and determine:

- the persons to whom the Awards will be offered under the Employee Incentive Plan; and
- the number of Awards which may be offered to those persons.

4. **Offer**

Following determination that an Eligible Person may participate in the Employee Incentive Plan, the Board may from time to time make an offer in writing to an Eligible Person. Each offer must specify, in clear, concise and effective manner:

- the date of the offer, and the final date the offer must be accepted by (**Final Acceptance Date**);

- the name and address of the Eligible Person to whom the offer is made;
- the type of Awards being offered;
- the maximum number of Awards being offered;
- in the case of an Option, the exercise price and the exercise period;
- the vesting conditions (if any), the performance conditions and performance period (if any), the test dates (if any) and/or exercise conditions (if any) relating to the Awards being offered;
- the term and expiry date or end date (if any);
- the summary of any rights attaching to the Awards;
- agreement with the Eligible Person for the Company to supply details to third parties (including the share registry of the Company) where required by law;
- if the Offer is made for no monetary consideration under the ESS Division, a statement that the offer is made pursuant to Division 1A of Part 7.12 of the Corporations Act; and
- any other matters required to be specified in the Offer by either the Corporations Act, the Listing Rules or an applicable ASIC instrument of relief, and attach an Application and a copy of this Employee Incentive Plan.

5. **Vesting of Awards**

The Board may, at its absolute discretion, determine that Awards issued will be subject to vesting conditions (e.g. performance milestones) and in those circumstances, Awards cannot vest in the Eligible Person until such time as those vesting conditions have been satisfied or waived.

If the vesting conditions are not satisfied, the Awards will lapse or be cancelled.

6. **Restriction Conditions**

Awards may be subject to restriction conditions (such as a period of employment) which must be satisfied before the underlying Shares can be sold, transferred, or encumbered.

7. **Power of Attorney**

In consideration of the issue of the Awards, each Participant irrevocably appoints each Director and the Secretary (as appointed from time to time) of the Company severally as his or her attorney, to do all acts and things and to complete and execute any documents, including for the purposes of giving effect to the buy-back or sale of forfeited Shares, and the application of the proceeds of the sale of forfeited Shares.

8. **Issue Cap**

CO 14/1000

Pursuant to the 'issue cap' under CO 14/1000, the Directors will not make an offer of Awards under the Employee Incentive Plan which relies on CO 14/1000 unless they have reasonable grounds to believe that:

- the total number of Shares that are, or are covered by, the Awards that may be issued under the offer; and
- the total number of Shares that are, or are covered by, Awards that have been issued, or could have been issued, under offers made in connection with the Employee Incentive Plan at any time in the 3 year period prior to the offer being made,

does not exceed 5% (or such other percentage as specified in the Constitution, from time to time) of the total number of underlying Shares in that class on issue, as at the date of the offer.

ESS Division

Pursuant to the 'issue cap' under section 1100V of the Corporations Act, the Directors will not make an offer of Awards under the Employee Incentive Plan where monetary consideration is payable in relation to those Awards and which relies on the ESS Division, unless they have reasonable grounds to believe that:

- the total number of Shares that are, or are covered by, the Awards that may be issued under the offer; and
- the total number of Shares that are, or are covered by, Awards that have been issued, or could have been issued, under offers made in connection with the Employee Incentive Plan at any time in the 3 year period prior to the offer being made,

does not exceed 5% (or such other percentage as specified in the Constitution, from time to time) of the total number of underlying Shares in that class on issue, as at the date of the offer.

Offers of Awards under the Employee Incentive Plan where no monetary consideration is payable in relation to those Awards, and which relies on the ESS Division, are not subject to any issue cap.

Exceptions

Except and to the extent required by law, the calculation of the issue cap for the purposes of CO 14/1000 and the ESS Division excludes any Awards offered:

- in circumstances where the Company does not rely upon on CO 14/1000, the ESS Division or a legislative instrument having similar effect;
- to a person situated outside of Australia at the time of receipt of the offer;
- an offer that did not need disclosure due to sections 708 or 1012D of the Corporations Act; or
- an offer made under a prospectus or other disclosure document.

9. **Restriction on Transfer**

Shares, or any beneficial or legal interest in Shares, may not be transferred, encumbered or otherwise disposed of, or have a security interest granted over them, unless all restrictions on the transfer, encumbrance or disposal of the Shares have been met, the Board has waived such restrictions, or prior consent of the Board is obtained which consent may impose such terms and conditions on such transfer, encumbrance or disposal as the Board sees fit.

10. **Rights Attaching to Shares**

Any Shares issued by the Company to an Eligible Person will rank equally with all existing Shares on and from the date of issue.

11. **Dividends and Voting Rights**

An Eligible Person who holds Awards which are plan Shares is entitled to receive:

- a notice of meeting of shareholders and may exercise any voting rights attaching to those plan Shares; and
- income deriving from those plan Shares, including dividends and distributions declared or paid on those plan Shares.

Holders of Awards that are convertible into plan Shares do not have any of the following rights unless and until plan Shares are allocated or acquired on vesting and exercise:

- the right to receive notice of, attend and vote at general meetings of the Company;
- the right to dividends by the Company;
- the right to a return of capital by the Company; or
- the right to participate in the surplus assets of the Company on winding-up.

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 Annual General Meeting of the Company to be held at **11:00am (WST) on Wednesday, 9 November 2022 at 2022 at the Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1,5 and 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of **Resolution 1,5 and 6**, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

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*
1 Adoption of Remuneration Report	☐	☐	☐
2 Re-Election of Director – Keith Jones	☐	☐	☐
3 Re-Election of Director – Paul Hallam	☐	☐	☐
4 Re-Election of Director – Colin Moorhead	☐	☐	☐
5 Approval of Updated Employee Incentive Plan	☐	☐	☐
6 Approval to Grant Performance Rights to Director under Employee Incentive Plan – Christopher Stevens	☐	☐	☐
7 Approval of Additional Issuance Capacity	☐	☐	☐
8 Amendment to Constitution – virtual meetings	☐	☐	☐

* 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).

SAMPLE

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

(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 **11:00am (WST) on Monday, 7 November 2022,** 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)

SAMPLE

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