Jindalee Resources Limited
ACN 064 121 133

(to be renamed "Jindalee Lithium Limited")

Notice of Annual General Meeting

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

Time and date:	**9:30am (AWST) on Wednesday, 22 November 2023**
In-person:	**Level 2, 9 Havelock Street, West Perth, Western Australia, 6005**
Virtual meeting link:	**https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login**

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company by telephone on +61 8 9321 7550

Shareholders are urged to vote by lodging the Proxy Form

Jindalee Resources Limited
ACN 064 121 133
(Company)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of Jindalee Resources Limited (to be renamed "Jindalee Lithium Limited") (**Jindalee** or the **Company**) will be held at Level 2, 9 Havelock Street, West Perth, Western Australia and will also be held virtually via an online platform at https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login on Wednesday, 22 November 2023 at 9:30am (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Monday, 20 November 2023 at 9:30am (AWST).

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 9.30am (AWST) on Monday, 20 November 2023.

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

Agenda

1 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

2 Resolutions

Resolution 1 – Remuneration Report

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

'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'

Note: a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Election of Director – Paul Brown

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

'That, for the purposes of Listing Rule 14.4, clause 13.4 of the Constitution and for all other purposes, Paul Brown, a Director who was appointed as a Director by the Board of Directors on 1 December 2022, retires and, being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Re-election of Director – Lindsay Dudfield

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

'That, Lindsay Dudfield, who retires in accordance with clause 13.3 of the Constitution and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Ratification of agreement to issue Shares – Capital Raising

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

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of up to 3,930,000 Shares to various investors on or around 31 October 2023 under Listing Rule 7.1, on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 5 – Ratification of agreement to issue Options – Lead Manager

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

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 500,000 Options issued to the Lead Manager on or around 31 October 2023 under Listing Rule 7.1, on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 6 – Participation of Director in Capital Raising – Lindsay Dudfield

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

'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 80,000 Shares to Mr Lindsay Dudfield (or his nominee(s)) on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 7 – Participation of Director in Capital Raising – Darren Wates

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

'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 40,000 Shares to Mr Darren Wates (or his nominee(s)) on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 8 – Participation of Director in Capital Raising – Paul Brown

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

'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 40,000 Shares to Mr Paul Brown (or his nominee(s)) on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 9– Participation of Director in Capital Raising – Justin Mannolini

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

'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 15,000 Shares to Mr Justin Mannolini (or his nominee(s)) on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 10 – Amendment to Constitution

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

'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 Constitution in the manner set out in the Explanatory Memorandum with effect from close of the Meeting.'

Resolution 11 – Renewal of proportional takeover provisions

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

'That, the modification of the Company's Constitution to re-insert the proportional takeover bid approval provisions contained in clause 35 of the Constitution for a period of three years from the date of approval of this Resolution is approved under and for the purposes of sections 648G(4) and 136(2) of the Corporations Act and for all other purposes.'

Resolution 12 – Approval of change of Company name

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

'That, pursuant to and in accordance with section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to "Jindalee Lithium Limited" with effect from the date that ASIC alters the details of the Company's registration.'

Resolution 13 – Approval of 10% Placement Facility

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

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'

Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

(a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

(a) **Resolution 4**: by or on behalf of a person who participated in the issue of the Capital Raising Shares, or any of their respective associates.

(b) **Resolution 5:** by or on behalf of a person who participated in the issue of the Lead Manager Options, or any of their respective associates.

(c) **Resolution 6**: by or on behalf of Lindsay Dudfield or his nominees and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(d) **Resolution 7**: by or on behalf of Darren Wates or his nominees and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(e) **Resolution 8**: by or on behalf of Paul Brown or his nominees and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(f) **Resolution 9**: by or on behalf of Justin Mannolini or his nominees and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(g) **Resolution 13**: if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are expected

to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusion does not apply to a vote cast in favour of the Resolution by:

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

(b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Carly Terzanidis
Company Secretary
Jindalee Resources Limited
Dated: 23 October 2023

Jindalee Resources Limited
ACN 064 121 133
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 2, 9 Havelock Street, West Perth, Western Australia, 6005 on Wednesday, 22 November 2023 at 9:30am (AWST).

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

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

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Election of Director – Paul Brown
Section 6	Resolution 3 – Re-election of Director – Lindsay Dudfield
Section 7	Resolution 4 – Ratification of agreement to issue Shares – Capital Raising
Section 8	Resolution 5 – Ratification of agreement to issue Options – Lead Manager
Section 9	Resolution 6, Resolution 7, Resolution 8 and Resolution 9 – Participation of Directors in Capital Raising
Section 10	Resolution 10 – Amendment to Constitution
Section 11	Resolution 11 – Renewal of proportional takeover provisions
Section 12	Resolution 12 – Approval of change of Company name
Section 13	Resolution 13 – Approval of 10% Placement Facility
Schedule 1	Definitions
Schedule 2	Summary of Lead Manager Mandate
Schedule 3	Terms of Lead Manager Options
Schedule 4	Proposed amendments to the Constitution

2. Action to be taken by Shareholders

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

2.1 Voting in person

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

2.2 Voting by proxy

A Proxy Form is provided with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

(b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

(c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

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

(a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;

(b) the appointed proxy is not the chair of the meeting;

(c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA

on the resolution; and

(d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.3 Remote attendance and voting online

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual meeting through an online meeting platform powered by https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login where shareholders will be able to watch, listen and vote online.

Shareholders will be able to vote and ask questions at the virtual meeting.

Shareholders who wish to vote virtually on the day of the Meeting will need to login to the https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login website with their Meeting ID and shareholder ID (available on the Proxy Form or on the Notice of Meeting sent to you by email).

Shareholders who do not have a Meeting ID and Shareholder ID are strongly encouraged to contact Advanced Share Registry, with contact details noted on the Proxy Form, well in advance of the Meeting to avoid any delays on the day of the Meeting.

After obtaining a Meeting ID and Shareholder ID, please take the following steps to attend and vote virtually on the day of the Meeting:

(a) Open your internet browser and go to https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login;

(b) Login with your Meeting ID and Shareholder ID and click “Login”;

(c) Click on “JOIN NOW’ to join the webcast where you can participate in the Meeting by viewing, listening and asking questions;

(d) To ask a question at the meeting, please click on the ‘ask a question’ button at the bottom of the screen and submit the question in writing or verbally;

(e) Once the Chair has declared the poll open for voting, click on “POLL” to be taken to the voting screen; and

(f) Select your voting direction and click “Confirm” to submit your vote. Note that you will not be able to amend your vote after the poll is closed.

2.4 Chair’s voting intentions

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

Resolution 1 even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

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

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company at enquiry@jindalee.net by 9.30am (AWST) on Monday, 20 November 2023.

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

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

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2023.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report which is available online at www.jindalee.net/site/investor-centre/financial-reports/annual-reports;

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. Resolution 1 – Remuneration Report

4.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2023 in the 2023 Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2022 annual general meeting held on 30 November 2022. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2024 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about or make comments on the Remuneration Report.

4.2 Additional information

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Election of Director – Paul Brown

5.1 General

Clause 13.4 of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Clause 13.4 of the Constitution and Listing Rule 14.4 both provide that a Director appointed under clause 13.4 must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment.

A Director who retires in accordance with clause 13.4 holds office until the conclusion of the Meeting but is eligible for election at the Meeting. Accordingly, Paul Brown, a Director appointed on 1 December 2022, retires at this Meeting and, being eligible and offering himself for election, seeks election pursuant to Resolution 2.

5.2 Paul Brown

Mr Brown has over 23 years' experience in the mining industry, most recently with Mineral Resources Limited (ASX: MIN) where he was Chief Executive – Lithium and Chief Executive – Commodities.

Mr Brown has held senior operating roles with Leighton, HWE and FMG and has a strong track record in technical leadership, project/studies management and mine planning and management.

Mr Brown has a Masters in Mine Engineering M.Eng (MI).

Mr Brown is currently Chief Executive Officer of Hastings Technology Metals Ltd (ASX: HAS).

The Company confirms that it took appropriate checks into Mr Brown's background and experience and that these checks did not identify any information of concern.

If elected, Mr Brown is considered by the Board (with Mr Brown abstaining) to be an independent Director. Mr Brown is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Mr Brown has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

5.3 Board recommendation

The Board (other than Paul Brown who has a personal interest in the outcome of this Resolution) supports the election of Mr Brown and recommends that Shareholders vote in favour of this Resolution.

Mr Brown brings to Jindalee a wealth of experience and contacts in the lithium industry as a result of his experience working with Mineral Resources Ltd. Mr Brown also has extensive experience with mining operations from exploration, through to mine planning, ramp up and steady state operations, and the rehabilitation process. Mr Brown's operational management and technical leadership skills will be valuable to the Board during the next stage of the Company's development.

5.4 Additional information

Resolution 2 is an ordinary resolution.

6. Resolution 3 – Re-election of Director – Lindsay Dudfield

6.1 General

Clause 13.2 of the Constitution and Listing Rule 14.4 both provide that a Director (excluding

the Managing Director) must not hold office without re-election past the third annual general meeting following that Director's appointment or three years, whichever is longer.

Clause 13.2 of the Constitution provides that one-third of the Directors must retire at the Company's annual general meeting.

A Director who retires in accordance with clause 13.2 is eligible for re-election and that re-election takes effect at the conclusion of the Meeting.

Lindsay Dudfield, Executive Director and Chief Executive Officer (CEO), was last elected at the annual general meeting of the Company held on 24 November 2021 and has held office the longest of all of the Directors without seeking re-election. Accordingly, Lindsay Dudfield retires at this Meeting and being eligible, seeks re-election pursuant to this Resolution 3.

6.2 Lindsay Dudfield

Mr Dudfield is a geologist with over 40 years experience in multi-commodity exploration, primarily within Australia. He held senior positions with the mineral divisions of Amoco (1977-1979) and Exxon (1980-1987) and was closely involved with the delineation of the Scuddles zinc-copper mine at Golden Grove, WA.

In 1987 he became a founding Director of Dalrymple Resources NL and spent the following 8 years helping acquire and explore Dalrymple's properties, leading to a number of greenfields discoveries. In late 1994 Mr Dudfield joined the Board of Horizon Mining NL (Jindalee's predecessor) and has been responsible for managing Jindalee since inception.

Mr Dudfield is a member of the Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists, the Geological Society of Australia and the Society of Economic Geologists.

Mr Dudfield is a Non-executive Director of Energy Metals Limited (ASX: EME) and Dynamic Metals Limited (ASX: DYM), and Chairman of Alchemy Resources Limited (ASX: ALY).

If elected, Mr Dudfield is considered by the Board (with Mr Dudfield abstaining) to be a non-independent Director due to his substantial shareholding in the issued capital of the Company.

Mr Dudfield has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

6.3 Board recommendation

The Board (other than Lindsay Dudfield who has a personal interest in the outcome of this Resolution) supports the re-election of Mr Dudfield and recommends that Shareholders vote in favour of this Resolution.

The Board considers that as CEO and co-founder, Mr Dudfield's extensive experience in geology and commodity exploration brings valuable skills to Board that complement the Board's existing skills and experience.

6.4 Additional information

Resolution 3 is an ordinary resolution.

7. Resolution 4 – Ratification of agreement to issue Shares – Capital Raising

7.1 General

On 16 October 2023, the Company announced that it was undertaking a capital raising of up to $5,500,000 (before costs) (**Capital Raising**). The Capital Raising is comprised of the following tranches:

(a) the "Priority Offer" of up to 1,430,000 Shares, comprised of an offer to Eligible Securityholders, including participation by the Directors of up to 175,000 Shares, subject to the approval of Shareholders pursuant to Resolution 6, Resolution 7, Resolution 8 and Resolution 9; and

(b) the "Public Offer" of up to 2,500,000 Shares, comprised of an offer to the Public Offer Participants who have been invited by the Company or the Lead Manager to subscribe for Shares under the Public Offer.

The Company is proposing to issue up to 1,430,000 Shares pursuant to the Priority Offer on or about 31 October 2023 and up to 2,500,000 Shares pursuant to the Public Offer on or about 20 October 2023 (together the **Offer Shares**), before the date of the Meeting. The Offer Shares will be issued using the Company's existing placement capacity under Listing Rule 7.1.

The Public Offer Participants and Shareholders who have successfully applied for and been allocated Offer Shares will be known prior to the date of the Meeting and accordingly, only successful applicants will be excluded from voting on Resolution 4.

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the ratification of the agreement to issue the Offer Shares.

7.2 Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 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 (**Placement Capacity**).

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

7.3 Effect of the Resolution

If Shareholders approve Resolution 4, they will have ratified the issue of the Offer Shares, and the issue of the Offer Shares will no longer use up a portion of the Company's Placement Capacity, and will be included in the base figure (referred to as variable "A" in Listing Rule 7.1) from which the Company's 15% Placement Capacity and 10% Additional Placement Capacity under Listing Rule 7.1A are calculated (as explained further below), meaning the Company will have an increased ability to issue equity securities without seeking Shareholder approval.

If Shareholders do not approve Resolution 4, the issue of the Offer Shares will continue to use up a portion of the Company's current Placement Capacity until the date that is 12 months from their date of issue, and the Company will therefore have a reduced ability to issue equity

securities without seeking Shareholder approval until that time.

7.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to this Resolution:

(a) the Offer Shares will be issued as follows:

(i) the Priority Offer is open to registered Securityholders of the Company as at the record date of 12 October 2023 with an address in Australia or as otherwise determined by the Company in consultation with the Lead Manager;

(ii) the Public Offer will only be to certain retail investors and certain new institutional and sophisticated investors invited by the Company or the Lead Manager to participate in the Public Offer. None of the Public Offer Participants are related parties or Material Investors of the Company; and

(iii) The Company has engaged Canaccord to act as lead manager in connection with the Public Offer. Refer to Schedule 2 for a summary of the terms and conditions of the Lead Manager Mandate.

(b) the maximum number of Offer Shares to be issued is 3,930,000;

(c) the Offer Shares will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;

(d) the Offer Shares will be issued in up to two tranches on or about 20 October 2023 and (if a second tranche is required) on 31 October 2023. The Offer Shares will be issued no later than three months from the date of the Meeting;

(e) the Shares will be issued for cash consideration of $1.40 per Share;

(f) the funds raised will be used to advance exploration and development of the Company's 100% owned McDermitt Lithium Project in Oregon, United States of America and for general working capital purposes;

(g) the Offer Shares will be issued to Public Offer Participants and Shareholders who provided applications to subscribe for the Offer Shares under the Company's prospectus dated 13 October 2023. The Company engaged Canaccord as Lead Manager to the Public Offer. Refer to Schedule 2 for a summary of the material terms of the Lead Manager Mandate; and

(h) a voting exclusion statement in respect of Resolution 4 is included in the Notice.

7.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 4 so the Company can preserve maximum flexibility in terms of its ability to issue Equity Securities under its Placement Capacity.

8. Resolution 5 – Ratification of agreement to issue Options – Lead Manager

8.1 General

The Company has agreed to issue 500,000 Options (**Lead Manager Options**) to Canaccord or its nominees as partial consideration for lead manager services provided in connection with the Capital Raising. Refer to Section 7 for additional information.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Lead Manager Options.

8.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is included at Section 7.2 above.

8.3 Effect of the Resolution

If Shareholders approve Resolution 5, they will have ratified the issue of the Lead Manager Options, and the issue of those Options will no longer use up a portion of the Company's Placement Capacity, and will be included in the base figure (referred to as variable "A" in Listing Rule 7.1) from which the Company's 15% Placement Capacity and 10% Additional Placement Capacity under Listing Rule 7.1A are calculated (as explained further below), meaning the Company will have an increased ability to issue equity securities without seeking Shareholder approval.

If Shareholders do not approve Resolution 5, the issue of the Lead Manager Options will continue to use up a portion of the Company's current Placement Capacity until the date that is 12 months from their date of issue, and the Company will therefore have a reduced ability to issue equity securities without seeking Shareholder approval until that time.

8.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to this Resolution:

(a) the Lead Manager Options will be issued to Canaccord or its nominee(s);

(b) the number of Lead Manager Options issued will be 500,000;

(c) the Lead Manager Options are unquoted Options exercisable at $2.10 each and expiring 3 years from the date of issue and otherwise on the terms and conditions in Schedule 3;

(d) the Lead Manager Options will be issued on or about 20 October 2023 and in any event will be issued no later than three months after the date of the Meeting;

(e) the Lead Manager Options were issued for cash consideration of $0.50;

(f) the Lead Manager Options were issued pursuant to the Lead Manager Mandate, summarised in Schedule 2; and

(g) a voting exclusion statement in respect of Resolution 5 is included in the Notice.

8.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 5 so the Company can preserve maximum flexibility in terms of its ability to issue Equity Securities under its Placement Capacity.

9. Resolution 6, Resolution 7, Resolution 8 and Resolution 9 – Participation of Directors in Capital Raising

9.1 General

As announced on 16 October 2023, Directors Lindsay Dudfield, Darren Wates, Paul Brown and Justin Mannolini committed to participate in the Capital Raising (**Related Party Participants**), subject to Shareholder approval. The Capital Raising issue price was at or about the then prevailing market price of the Company's Shares on ASX (a 18.6% discount to the last traded price before the announcement, a 16.1% discount to the 5 day VWAP, a 17.7% discount to the 10 day VWAP and a 18.9% discount to the 15 day VWAP). In accordance with their announced commitments to participate in the Placement, the Related Party Participants have applied for $112,000, $56,000, $56,000 and $21,000 worth of Offer Shares respectively, at the issue price under the Capital Raising of $1.40 per Offer Share.

9.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

The participation of the Related Party Participants in the Capital Raising involves the granting of a financial benefit and each Related Party Participant is a related party of the Company by virtue of being a Director.

Section 210 of the Corporations Act provides that shareholder approval under section 208 is not required if the financial benefit to be provided to the related party is on terms that would be reasonable in the circumstances if the company and the related party were dealing at arm's length, or are less favourable than those terms.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Shares to the Related Party Participants by virtue of their participation in the Capital Raising because these Shares are to be issued to those parties at the same price and on the same terms and conditions as to all other subscribers to the Capital Raising.

9.3 Listing Rule 10.11

Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an

exception in Listing Rule 10.12 applies.

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

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

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

Resolution 6, Resolution 7, Resolution 8 and Resolution 9 seek the required Shareholder approval for the issue of the Offer Shares under and for the purposes of Listing Rule 10.11.

9.4 Effect of Resolutions

If Resolution 6, Resolution 7, Resolution 8 and Resolution 9 are passed, the Company will be able to proceed with the issue of the Offer Shares to the Related Party Participants in respect of whom the relevant Resolutions are passed within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and the Related Party Participants will be able to participate in the Capital Raising. As it is an exception from Listing Rule 7.1 pursuant to Listing Rule 7.2 Exception 14 if approval for an issue of equity securities is obtained under Listing Rule 10.11, the issue of the Shares will not use up any of the Company's Placement Capacity under that rule.

If Resolution 6, Resolution 7, Resolution 8 and Resolution 9 are not passed, the Related Party Participants in respect of whom the Resolutions are not passed will not be able to participate in the Capital Raising.

9.5 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 6, Resolution 7, Resolution 8 and Resolution 9:

(a) the Shares will be issued to the following persons:

(i) Lindsay Dudfield (or his nominee) pursuant to Resolution 6;

(ii) Darren Wates (or his nominee) pursuant to Resolution 7;

(iii) Paul Brown (or his nominee) pursuant to Resolution 8; and

(iv) Justin Mannolini (or his nominee) pursuant to Resolution 9.

(b) Lindsay Dudfield, Darren Wates, Paul Brown and Justin Mannolini fall within the category set out in Listing Rule 10.11.1 by virtue of being Director**s**;

(c) the maximum number of Shares to be issued to the Related Party Participants is 175,000 comprising:

(i) 80,000 Shares to Lindsay Dudfield (or his nominee) pursuant to Resolution 6;

(ii) 40,000 Shares to Darren Wates (or his nominee) pursuant to Resolution 7;

(iii) 40,000 Shares to Paul Brown (or his nominee) pursuant to Resolution 8; and

(iv) 15,000 Shares to Justin Mannolini (or his nominee) pursuant to Resolution 9.

(d) the Shares will be issued on the same terms and conditions as all other existing Shares on issue;

(e) the Shares will be issued no later than 1 month after the date of the Meeting and it is intended that issue of the Shares will occur on the same date;

(f) the Shares will be issued at $1.40 per Share, being the same price as all other Shares in the Capital Raising; and

(g) the purpose of the issue of the Shares is to enable the Related Party Participants to continue to support the Company through the participation in the Capital Raising and the funds raised will be used in the same manner as the remaining funds raised by the Capital Raising as described in Section 5.5(f).

9.6 Board recommendation

Given the personal interests of Lindsay Dudfield, Darren Wates, Paul Brown and Justin Mannolini in Resolution 6, Resolution 7, Resolution 8 and Resolution 9, each of those Directors decline to make a recommendation to Shareholders regarding those Resolutions.

10. Resolution 10 – Amendment to Constitution

10.1 General

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 10 seeks the approval of Shareholders to modify the Company's existing Constitution to incorporate recent amendments to the Corporations Act regarding the holding of meetings of Shareholders using virtual meeting technology and the new regime for the making of offers in connection with employee share schemes under Part 7.12 of the Corporations Act.

The Directors believe that it is preferable in the circumstances to simply modify the existing Constitution rather than repealing the entire existing Constitution and replacing it with a new constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders.

A copy of the modified Constitution is available for review by Shareholders at the office of the Company. A copy of the modified Constitution can also be sent to Shareholders upon request to the Company at enquiry@jindalee.net. Shareholders are invited to contact the Company if they have any queries or concerns.

If Resolution 10 is passed, the Company will adopt the modified Constitution with effect from the date this Resolution is passed.

If Resolution 10 is not passed, the Company will not adopt the modified Constitution.

10.2 Summary of material proposed changes

(a) **Convening a general meeting (clauses 11.1, 11.4 and 11.5)**

The modifications provide for the ability of the Company to hold general meetings using virtual technology only, as well as physical or hybrid meetings. This improved flexibility is necessary to ensure the Company is able to hold general meetings at times where physical meetings may not be practicable (such as during pandemics).

The proposed modifications to clauses 11.1, 11.4 and 11.5 of the existing Constitution are outlined in Schedule 4.

(b) **Issue cap for offers involving monetary consideration under an employee incentive scheme**

The proposed amendments provide the ability for the Company to increase the 5% issue cap under the Corporations Act in respect of offers for monetary consideration under the Company's employee securities incentive scheme to 10%.

The proposed material modifications to clauses 1.1 and 25 of the existing Constitution are outlined in Schedule 4. There will be additional consequential amendments to clause numbering.

10.3 Additional information

Resolution 10 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 10.

11. Resolution 11 – Renewal of proportional takeover provisions

11.1 General

Clause 35.1(a) of the Constitution provides that the Company must not register a transfer of shares which would give effect to a contract, resulting from the acceptance of an offer made under a proportional takeover bid unless shareholders, in a general meeting, approve the offer.

Under section 648G of the Corporations Act and clause 35 of the Constitution, clause 35 ceases to have effect on the date that is three (3) years after the later of its adoption or renewal.

Resolution 11 seeks to reinstate the provisions of clause 35 of the Constitution for three (3) years from the date of approval of this Resolution 11.

The Directors consider that it is in the interests of Shareholders for the Company to include a proportional takeover rule and approval is therefore being sought to renew clause 35 of the Constitution.

Clause 35 of the Constitution will be renumbered as clause 36 if Resolution 11 is passed. References to "clause 35" are therefore to be interpreted as references to clause 36 if Resolution 11 is passed.

A copy of the Constitution is available on the Company's website at www.jindalee.net/site/about/corporate-governance.

11.2 What is a Proportional Takeover Bid

In a proportional takeover bid, the bidder offers to buy a proportion only of each shareholder's shares in the target company.

11.3 Information required by Section 648G of the Corporations Act

(a) Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

(b) Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

(c) Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

(d) Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential

advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

(i) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;

(ii) assisting in preventing Shareholders from being locked in as a minority;

(iii) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and

(iv) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

(e) The potential disadvantages of the proportional takeover provisions for Shareholders include:

(i) proportional takeover bids may be discouraged;

(ii) lost opportunity to sell a portion of their Shares at a premium; and

(iii) the likelihood of a proportional takeover bid succeeding may be reduced.

11.4 Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provisions in the Constitution are in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 11.

11.5 Additional information

Resolution 11 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

12. Resolution 12 – Approval of change of Company name

12.1 General

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 12 seeks the approval of Shareholders for the Company to change its name to "Jindalee Lithium Limited".

12.2 Rationale for proposed change

The Board proposes the change of name to "Jindalee Lithium Limited" on the basis that the name change reflects and acknowledges the nature of the Company's current activities, in particular the focus on lithium exploration as a result of the spin-out of the Company's Australian assets to Dynamic Metals Limited.

If approved by Shareholders, the Company's ASX code will change to "JLL".

12.3 Effect of the Resolution

The proposed name has been reserved by the Company with ASIC. If Resolution 12 is passed the change of name will take effect when ASIC and subsequently ASX alter the details of the Company's Registration.

12.4 Additional information

Resolution 12 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 12.

13. Resolution 13 – Approval of 10% Placement Facility

13.1 General

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 13 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 13.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 13.2(c) below).

If Resolution 13 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 13 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in Listing Rule 7.1.

13.2 Listing Rule 7.1A

(a) **Is the Company an eligible entity?**

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 is an eligible entity as it is not included in the S&P/ASX 300 Index and

has a market capitalisation of approximately $98.98 million, based on the closing price of Shares $1.725 on 2 October 2023.

(b) **What Equity Securities can be issued?**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

(c) **How many Equity Securities can be issued?**

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

(A) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or

(2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

(C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(1) the agreement was entered into before the commencement of the Relevant Period; or

(2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

(D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;

(E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and

(F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity, and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month-period immediately preceding the date of the issue or agreement.

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rules 7.1 or 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 13.2(e)(i) above, the date on which the Equity Securities are issued, (**Minimum Issue Price**).

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

(i) the date that is 12 months after the date of the Meeting;

(ii) the time and date of the Company's next annual general meeting; or

(iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**10% Placement Period**).

(g) **What is the effect of Resolution 13?**

The effect of Resolution 13 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

13.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 13.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 13.2(e) above).

(c) **Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

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

Shareholders should note that there is a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

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

If this Resolution 13 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of convertible securities only if those convertible securities are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 13.2(c) above) as at the date of this Notice (**Variable A**), with:

(i) two examples where Variable A has increased, by 50% and 100%; and

(ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Shares (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	**$0.863** **50% decrease in Current Market Price**	**$1.725** **Current Market Price**	**$3.450** **100% increase in Current Market Price**
57,378,966 Shares **Variable A**	10% Voting Dilution	5,737,897 Shares	5,737,897 Shares	5,737,897 Shares
	Funds raised	$4,948,936	$9,897,872	$19,795,743
86,068,449 Shares **50% increase in Variable A**	10% Voting Dilution	8,606,845 Shares	8,606,845 Shares	8,606,84**5** Shares
	Funds raised	$7,423,404	$14,846,807	$29,693,615
114,757,932 Shares **100% increase in Variable A**	10% Voting Dilution	11,475,793 Shares	11,475,793 Shares	11,475,793 Shares
	Funds raised	$9,897,872	$19,795,743	$39,591,487

Notes:

1. The table has been prepared on the following assumptions:

   (a) The issue price is the current market price $1.725, being the closing price of the Shares on ASX on 2 October 2023, being the latest practicable date before this Notice was signed.

   (b) Variable A comprises of 57,378,966 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.

   (c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

   (d) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.

   (e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.

   The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. The table does not show an example of dilution that may be caused to

a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(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 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its 2022 annual general meeting held on 30 November 2022.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has not issued or agreed to issue Equity Securities under Listing Rule 7.1A.

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

13.4 Additional information

Resolution 13 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 13.

Schedule 1 Definitions

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

10% Placement Facility	has the meaning in Section 13.1.
10% Placement Period	has the meaning in Section 13.2(f).
$ or A$	means Australian Dollars.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2023.
ASX	means the ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report contained in the Annual Report.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Canaccord	means Canaccord Genuity (Australia) Limited.
Capital Raising	has the meaning in Section 7.1
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company or Jindalee	means Jindalee Resources Limited (ACN 064 121 133).
Constitution	means the constitution of the Company, as amended.
Corporations Act	means the *Corporations Act 2001* (Cth), as amended.
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the financial report contained in the Annual Report.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the

	Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Minimum Issue Price	has the meaning in Section 13.2(e).
Notice	means this notice of annual general meeting.
Offer Shares	has the meaning in Section 7.1.
Option	means a right, subject to certain terms and conditions, to acquire a Share.
Performance Right	means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.
Placement Capacity	has the meaning in Section 7.2.
Proxy Form	means the proxy form provided with the Notice.
Related Party Participants	has the meaning in Section 9.1.
Remuneration Report	means the remuneration report contained in the Annual Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Strike	has the meaning in Section 4.1.
Trading Day	has the same meaning as in the Listing Rules.
VWAP	means the volume weighted average price of trading in Shares on the ASX market and Chi-X market over the relevant period, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

Schedule 2 Summary of Lead Manager Mandate

1. Background

The Company entered into a mandate with Canaccord Genuity (Australia) Limited (**Canaccord**) for the provision of lead manager services and bookrunner services, including the coordination and management of the Offers (**Lead Manager Mandate**).

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

2. Fees

Under the Lead Manager Mandate, Canaccord will receive the following fees in connection with its role as Lead Manager:

(a) capital raising cash fees of $25,000 in addition to 4% in respect of funds raised under the under the Public Offer excluding GST (less any Public Offer proceeds subscribed for by a particular sophisticated investor);

(b) a 2% management fee in cash in respect of funds raised under the Public and Priority Offers (excluding GST); and

(c) the Lead Manager Options.

3. Terms

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

No further fees are payable to the Lead Manager in respect of the Offers.

Schedule 3 Terms of Lead Manager Options

The Lead Manager Options (referred to as "**Options"** below) will be issued on the following terms and conditions:

1. **Entitlement**

   Each Option gives the holder the right to subscribe for one Share.

2. **Expiry Date**

   The Options will expire at 5:00pm (AWST) on the date that is three years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

3. **Issue price**

   The Options will be issued at a total aggregate issue price of $0.50.

4. **Exercise Price**

   The amount payable upon exercise of each Option is $2.10 per Option (**Exercise Price**).

5. **Exercise**

   A holder may exercise their Options by lodging with the Company, before the Expiry Date:

   (a) a written notice of exercise of Options specifying the number of Options being exercised (**Exercise Notice**); and

   (b) an electronic funds transfer for the Exercise Price for the number of Options being exercised.

6. **Exercise Notice**

   An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least

   100,000 must be exercised on each occasion.

7. **Timing of issue of Shares on exercise**

   Within 5 Business Days (as that term is defined in the Listing Rules) of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.

8. **Transferability**

   The Options will not be transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and the Listing Rules.

9. **Ranking of Shares**

   All Shares allotted upon the exercise of Options will upon allotment be fully paid and rank equally in all respects with other Shares.

10. **Quotation**

(a) The Company will not apply for quotation of the Options.

(b) The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 5 Business Days (as that term is defined in the Listing Rules) after the date of allotment of those Shares.

11. **Adjustments for reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the holders of Options will be varied in accordance with the Listing Rules.

12. **Dividend rights**

An Option does not entitle the holder to any dividends.

13. **Voting rights**

An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.

14. **Entitlements and bonus issues**

Subject to the rights under paragraph 15, holders of Options will not be entitled to participate in new issues of capital offered to Shareholders such as bonus issues and entitlement issues.

15. **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder of Options would have received if the holder had exercised the Option before the record date for the bonus issue; and

(b) no change will be made to the Exercise Price.

16. **Return of capital rights**

The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

17. **Rights on winding-up**

The Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.

18. **Takeovers prohibition**

The exercise of Options is subject to and conditional on the issue of Shares on exercise of such Options not resulting in any person being in breach of section 606(1) of the Corporations Act. The Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.

19. **No other rights**

An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

20. **Amendments required by ASX**

The terms of the Options may be amended as considered necessary by the Board in order to comply with the Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.

21. **Constitution**

Upon the issue of Shares on exercise of the Options, the holder will be bound by the Company's constitution.

Schedule 4 Proposed amendments to the Constitution

Clause	Current provision	Amendment
1.1	-	Insert the following new definition: ***ESS Interests*** *has the meaning under section 1100M(1) of the Corporations Act.*
11.2	*The Directors may, subject to the Corporations Act and the Listing Rules, postpone a meeting of Shareholders or change the place for a general meeting of shareholders by giving written notice to ASX. If a meeting of Shareholders is postponed for one month or more, the Company must give new notice of the postponed meeting.*	Insert the underlined text below: *The Directors may, subject to the Corporations Act and the Listing Rules, postpone a meeting of Shareholders or change the place for a general meeting of shareholders <u>or the method for holding the general meeting in accordance with clause 11.5</u> by giving written notice to ASX. If a meeting of Shareholders is postponed for one month or more, the Company must give new notice of the postponed meeting.*
11.4	*Any Director may, whenever he or she thinks fit, convene a general meeting of Shareholders, and a general meeting shall also be convened on requisition as is provided for by the Corporations Act, or in default, may be convened by such requisitions as empowered to do so by the Corporations Act. If there are no Directors for the time being, a Secretary may convene a general meeting of Shareholders for the purpose of enabling the election of Directors but for no other purpose. A general meeting may be held at two or more venues simultaneously using any technology that gives the Shareholders as a whole a reasonable opportunity to participate.*	Delete the crossed-out text below: *Any Director may, whenever he or she thinks fit, convene a general meeting of Shareholders, and a general meeting shall also be convened on requisition as is provided for by the Corporations Act, or in default, may be convened by such requisitions as empowered to do so by the Corporations Act. If there are no Directors for the time being, a Secretary may convene a general meeting of Shareholders for the purpose of enabling the election of Directors but for no other purpose. ~~A general meeting may be held at two or more venues simultaneously using any technology that gives the Shareholders as a whole a reasonable opportunity to participate.~~*
11.5	-	Insert the new clause below: *(a) The Company may hold a meeting of Shareholders at a time determined by the Directors:* *(i) at one or more physical venues;* *(ii) at one or more physical venues and using virtual meeting technology; and* *(iii) using virtual meeting technology only,* *provided that, in each case, Shareholders as a whole are given a reasonable opportunity to participate in*

Clause	Current provision	Amendment
		the meeting, and otherwise in the manner determined by the Directors. *(b) If the Directors elect to use virtual meeting technology for a general meeting of the Company, the Directors will determine the type of virtual meeting technology to be used, which may include any combination of telephone, video conferencing, messaging, smartphone application or any other audio and/or visual device which permits instantaneous communication.*
25	-	Insert the new clause below: *For the purposes of section 1100V(2)(a) of the Corporations Act, the Company may only make an offer of ESS Interests if, at the time the offer is made, the Company reasonably believes:* (a) *the total number of Shares that are, or are covered by, the ESS Interests of the Company that may be issued under the offer; and* (b) *the total number of Shares that are, or are covered by, the ESS Interests that have been issued, or may be issued under offers that were both received in this jurisdiction and made in connection with an employee share scheme at any time during the 3 year period ending on the day the offer is made,* *do not exceed 10% of the number of Shares actually on issue as at the start of the day the offer is made.*

JINDALEE

LODGE YOUR PROXY APPOINTMENT ONLINE

ONLINE PROXY APPOINTMENT
www.advancedshare.com.au/investor-login

MOBILE DEVICE PROXY APPOINTMENT
Lodge your proxy by scanning the QR code below, and enter your registered postcode.
It is a fast, convenient and a secure way to lodge your vote.

Important Note: The Company has determined that Shareholders will be able to attend and participate in the meeting through an online platform provided by Advanced Share Registry.

ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Jindalee Resources Ltd and entitled to attend and vote hereby:

STEP 1

APPOINT A PROXY

☐ The Chair of the Meeting **OR** _____

PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held **at Level 2, 9 Havelock Street, West Perth, Western Australia, 6005 and virtually on Wednesday, 22 November 2023 at 9:30 am (AWST)** and at any adjournment or postponement of that Meeting.

Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

STEP 2

VOTING DIRECTIONS

Resolutions		For	Against	Abstain*
1	Remuneration Report	☐	☐	☐
2	Election of Director – Paul Brown	☐	☐	☐
3	Re-election of Director – Lindsay Dudfield	☐	☐	☐
4	Ratification of agreement to issue Shares – Capital Raising	☐	☐	☐
5	Ratification of agreement to issue Options – Lead Manager	☐	☐	☐
6	Participation of Director in Capital Raising – Lindsay Dudfield	☐	☐	☐
7	Participation of Director in Capital Raising – Darren Wates	☐	☐	☐
8	Participation of Director in Capital Raising – Paul Brown	☐	☐	☐
9	Participation of Director in Capital Raising – Justin Mannolini	☐	☐	☐
10	Amendment to Constitution	☐	☐	☐
11	Renewal of proportional takeover provisions	☐	☐	☐
12	Approval of change of Company name	☐	☐	☐
13	Approval of 10% Placement Facility	☐	☐	☐

* If you mark the Abstain box for a particular Resolution, 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, all the shareholders should 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).

Email Address _____

☐ Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

JINDALEE RESOURCES LTD - ANNUAL GENERAL MEETING

The Company has determined that Shareholders will be able to attend and participate in the Meeting through an online platform provided by Advanced Share Registry.

To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

A live webcast and electronic voting via www.advancedshare.com.au/virtual-meeting will be offered to allow Shareholders to attend the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

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

CHANGE OF ADDRESS

This form shows your address as it appears on 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.

APPOINTMENT OF A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each 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.

COMPLIANCE WITH LISTING RULE 14.11

In accordance to Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

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

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

Power of Attorney:
If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 9:30 am (AWST) on 20 November 2023, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.

ONLINE PROXY APPOINTMENT
www.advancedshare.com.au/investor-login

BY MAIL
Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909

BY FAX
+61 8 6370 4203

BY EMAIL
admin@advancedshare.com.au

IN PERSON
Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009

ALL ENQUIRIES TO
Telephone: +61 8 9389 8033