COSMOS

Cosmos Exploration Limited
ACN 648 890 126

Notice of General Meeting

A General Meeting of the Company will be held as follows:

Time and date: **10:00am (AWST) on Friday, 11 April 2025**

In-person: **Suite 1, 295 Rokeby Road, Subiaco WA 6008**

The Notice of General Meeting should be read in its entirety.

If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company by telephone on (08) 6143 6720.

Shareholders are urged to vote by lodging the Proxy Form

Cosmos Exploration Limited
ACN 648 890 126
(Company)

Notice of Annual General Meeting

Notice is hereby given that the general meeting of Shareholders of Cosmos Exploration Limited ACN 648 890 126 (**Company**) will be held at Suite 1, 295 Rokeby Road, Subiaco WA 6008 on Friday, 11 April 2025 at 10:00am (AWST) (**Meeting**).

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 Wednesday, 9 April 2025 at 10.00am (AWST).

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.

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

Agenda

1 Resolutions

Resolution 1 – Ratification of issue of Placement Shares

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

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

(a) *12,000,000 Placement Shares issued under Listing Rule 7.1; and*

(b) *8,000,000 Placement Shares issued under Listing Rule 7.1A,*

on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Approval to issue Director Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of 5,000,000 Director Placement Shares as follows:

(a) *up to 1,000,000 Director Placement Shares to James Bahen (or his nominee/s); and*

(b) *up to 4,000,000 Director Placement Shares to Jeremy Robinson (or his nominee/s),*

on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval to issue Lead Manager Options

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 4,000,000 Lead Manager Options to the Lead Manager (or its nominee/s), on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval to issue Consideration Shares

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 109,000,000 Consideration Shares pursuant to the EAU Acquisition, on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

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

(a) **Resolution 1(a) and (b)**: by or on behalf of a person who participated in the issue of the Placement Shares, or any of their respective associates;

(b) **Resolution 2(a)**: by or on behalf of James Bahen (or his nominee/s), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates;

(c) **Resolution 2(b)**: by or on behalf of Jeremy Robinson (or his nominee/s), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates;

(d) **Resolution 3**: by or on behalf of the Lead Manager (and/or their respective nominee/s), and any other person who will obtain a material benefit as a result of the issue of these Lead Manager Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates; and

(e) **Resolution 4**: by or on behalf of the Vendors (and/or their respective nominee/s), and any other person who will obtain a material benefit as a result of the issue of these Consideration Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

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

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

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

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

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

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

BY ORDER OF THE BOARD



Mr Robert Featherby
Joint Company Secretary
Cosmos Exploration Limited
Dated: 13 March 2025

Cosmos Exploration Limited
ACN 648 890 126
(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 Suite 1, 295 Rokeby Road, Subiaco WA 6008 on Friday, 11 April 2025 at 10:00am (AWST).

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

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

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Ratification of issue of Placement Shares
Section 4	Resolution 2 – Approval to issue Director Placement Shares
Section 5	Resolution 3 – Approval to issue Lead Manager Options
Section 6	Resolution 4 – Approval to issue Consideration Shares
Schedule 1	Definitions
Schedule 2	Terms and conditions of Lead Manager Options

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

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

2.1 Voting in person

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

2.2 Voting by a corporation

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

2.3 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are 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 enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

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

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

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

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

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

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

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

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

(c) at the meeting, a poll is duly demanded, 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.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

2.4 Chair's voting intentions

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

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Joint Company Secretaries at robbie@sccperth.com.au by no later than five business days before the Meeting.

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

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

3. Resolution 1 – Ratification of issue of Placement Shares

3.1 General

On 5 February 2024, in connection with the EAU Option Agreement (defined below), the Company announced that it had received firm commitments for a placement to raise approximately $1,250,000 through the issue of up to 25,000,000 fully paid ordinary shares in the Company (**Shares**) at $0.05 per Share (**Placement**).

The Placement is comprised of:

(a) 20,000,000 Shares to be issued to unrelated parties of the Company (**Placement Shares**) comprising:

(i) 12,000,000 Placement Shares issued under Listing Rule 7.1 (the subject of Resolution 1(a)); and

(ii) 8,000,000 Placement Shares issued under Listing Rule 7.1A (the subject of Resolution 1(b)); and

(b) 5,000,000 Shares to be issued to the Directors James Bahen and Jeremy Robinson (**Director Placement Shares**), the subject of Resolution 2(a) and (b).

The Company issued the Placement Shares on 14 February 2025 without prior Shareholder approval using the Company's available placement capacity under Listing Rules 7.1 and 7.1A.

Yelverton Capital Pty Ltd acted as lead manager to the Placement (**Lead Manager**).

Resolution 1(a) and (b) (inclusive) seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares.

3.2 Listing Rules 7.1, 7.1A and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 6 November 2024.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1 and 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12-month period following the issue of the Placement Shares.

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

The effect of Shareholders passing Resolution 1(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

If Resolution 1(a) is passed, 12,000,000 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1(a) is not passed, 12,000,000 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 12,000,000 Equity Securities for the 12-month period following the issue of those Placement Shares.

If Resolution 1(b) is passed, 8,000,000 Placement Shares will be excluded in calculating the Company's additional 10% limit under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1(b) is not passed, 8,000,000 Placement Shares will continue to be included in the Company's additional 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 8,000,000 Equity Securities for the 12-month period following the issue of those Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

3.3 Specific information required by Listing Rule 7.5

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

(a) The Placement Shares were issued to professional and sophisticated investors, none of whom is a related party of Material Investor of the Company. The participants were identified through a bookbuild process, which involved the Lead Manager, seeking expressions of interest to participate in the Placement from existing contacts of the Company and clients of the Lead Manager.

(b) A total of 20,000,000 Placement Shares were issued under Listing Rules 7.1 and 7.1A in the proportions set out in Section 3.1.

(c) The Placement Shares are fully paid ordinary shares and rank equally in all respects with the Company’s existing Shares on issue.

(d) The Placement Shares were issued on 14 February 2025 at an issue price of $0.05 each.

(e) The proceeds from the Placement have been or are intended to be used for ongoing costs associated with the Company’s potential acquisition of EAU Lithium, and for working capital purposes (including costs of the Placement).

(f) There are no other material terms to the agreement for the subscription of the Placement Shares.

(g) A voting exclusion statement is included in this Notice.

3.4 Additional information

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

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

4. Resolution 2 – Approval to issue Director Placement Shares

4.1 General

The background to the proposed issue of Director Placement Shares is summarised in Section 3.1 above.

Messrs James Bahen and Jeremy Robinson, both a Director of the Company, have committed a total of $250,000 (before costs) under the Placement (together, the **Participating Directors**). The Director Placement Shares will be issued in the following proportions:

Director	Amount committed	Number of Director Placement Shares
James Bahen	$50,000	1,000,000
Jeremy Robinson	$200,000	4,000,000
TOTAL	**$250,000**	**5,000,000**

Resolution 2(a) and (b) (inclusive) seek the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of up to 1,000,000 Director Placement Shares to Mr James Bahen (or his nominee/s) and 4,000,000 Director Placement Shares to Mr Jeremy Robinson (or his nominee/s) .

4.2 Listing Rule 10.11

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

(a) a related party (Listing Rule 10.11.1);

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

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

(d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

(e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

The Participating Directors are related parties of the Company by virtue of being Directors. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Shares to the Participating Directors (or their respective nominee/s) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule

7.1.

The effect of Shareholders passing Resolution 2(a) and (b) (inclusive) will be to allow the Company to issue the Director Placement Shares to the Participating Directors (or their respective nominee/s), raising $250,000 (before costs).

If Resolution 2(a) and (b) (inclusive) are not passed, the Company will not be able to proceed with the issue of the Director Placement Shares to the Participating Directors (or their respective nominee/s) under the relevant Resolution, and will not receive the additional $250,000 (before costs) committed by the Participating Directors.

4.3 Specific information required by Listing Rule 10.13

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

(a) The Director Placement Shares will be issued to Mr James Bahen and Mr Jeremy Robinson (or their respective nominee/s) in the proportions set out in Section 4.1 above.

(b) The Participating Directors each fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors of the Company. In the event the Director Placement Shares are issued to a nominee of a Participating Director, that nominee will fall into the category stipulated by Listing Rule 10.11.4.

(c) A maximum of 5,000,000 Director Placement Shares will be issued to the Participating Directors (or their respective nominee/s) in the proportions set out in Section 4.1 above.

(d) The Director Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(e) The Director Placement Shares will be issued no later than one month after the date of the Meeting.

(f) The Director Placement Shares will be issued at $0.05 each, being the same issue price as the other Placement Shares to raise up to $250,000 (before costs).

(g) A summary of the intended use of funds raised from the Placement is in Section 3.3(e) above.

(h) The proposed issue of the Director Placement Shares is not intended to remunerate or incentivise the Participating Directors.

(i) There are no other material terms to the proposed issue of the Director Placement Shares.

(j) A voting exclusion statement is included in the Notice.

4.4 Section 195 of the Corporations Act

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from

being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Participating Directors each have a personal interest in the outcome of each of their respective Resolutions under Resolution 2(a) and (b) and have exercised their right under section 195(4) of the Corporations Act to put the proposed issue of the Director Placement Shares to Shareholders to resolve.

4.5 Chapter 2E of the Corporations Act

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

(a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and

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

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

The proposed issue of the Director Placement Shares constitutes giving a financial benefit to related parties of the Company.

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

4.6 Additional information

Resolution 2(a) and (b) (inclusive) are separate ordinary resolutions.

The Board (with James Bahen and Jeremy Robinson abstaining) recommend that Shareholders vote in favour of Resolution 2(a) and (b) (inclusive).

5. Resolution 3 – Approval to issue Lead Manager Options

5.1 General

The background to the Placement is summarised in Section 3.1 above.

The Lead Manager acted as lead manager to the Placement and will be issued 4,000,000 Options as partial consideration for their services (**Lead Manager Options**). The Lead Manager Options are exercisable at $0.08 each and expire 8 August 2027 and are otherwise subject to the terms and conditions in Schedule 2.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 4,000,000 Lead Manager Options to the Lead Manager (or its nominee/s).

5.2 Summary of Lead Manager Mandate

The Company entered into a mandate with the Lead Manager for the provision of lead manager services, including the coordination and management of the Placement (**Lead Manager Mandate**).

Under the Lead Manager Mandate, the Company agreed to pay the Lead Manager:

(a) a capital raising fee of 6% of the amount raised under the Placement (before costs); and

(b) by issuing the Lead Manager Options.

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.

5.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is summarised in Section 3.2 above.

The issue of the Lead Manager Options does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit. It therefore requires the approval of Shareholders pursuant to Listing Rule 7.1. Accordingly, Resolution 3 seeks Shareholder approval for the issue of the Lead Manager Options under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the Lead Manager Options will be excluded from the calculation of the number of Equity Securities that the company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options and will have to consider alternative commercial means to pay the Lead Manager.

5.4 Specific information required by Listing Rule 7.3

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

(a) The Lead Manager Options will be issued to the Lead Manager (or their respective nominee/s) in the matter set out in Section 5.1 above.

(b) A maximum of 4,000,000 Lead Manager Options will be issued.

(c) The Lead Manager Options are exercisable at $0.08 each, expiring on 8 August 2027 and are otherwise subject to the terms and conditions in Schedule 2.

(d) Shares issued upon exercise of the Lead Manager Options will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's then existing Shares on issue.

(e) The Lead Manager Options will be issued no later than three (3) months after the date of the Meeting.

(f) The Lead Manager Options will be issued with a nominal issue price of $0.00001 each as partial consideration for the Lead Manager providing lead managerial and bookrunner services in connection with the Placement. Accordingly, only $40 will be raised by the issue of the Lead Manager Options and will be used towards general working capital purposes.

(g) A summary of the material terms of the Lead Manager Mandate is in Section 5.2 above.

(h) A voting exclusion statement is included in the Notice.

5.5 Additional information

Resolution 3 is an ordinary resolution.

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

6. Resolution 4 – Approval to issue Consideration Shares

6.1 General

On 19 December 2024, the Company announced that it had entered into an exclusive option agreement to acquire 100% of the issued share capital of EAU Lithium Pty Ltd (**EAU Lithium**) (**EAU Option**) from the shareholders of EAU Lithium (**Vendors**) (**EAU Option Agreement**).

A summary of the material terms of the EAU Option Agreement are set out in Section 6.2.

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 109,000,000 Shares to the Vendors (or their respective nominee/s) (**Consideration Shares**).

6.2 Summary of the EAU Option Agreement

The material terms of the EAU Option Agreement are summarised below:

(a) (**Option Fee**): The Company paid an initial option fee of $150,000 to the Vendors in consideration for being granted the EAU Option.

(b) (**Option Period**): The EAU Option is exercisable by the Company at any time for a period of 12 months and may be extended by mutual agreement between the parties.

(c) (**Consideration**): If the Company elects to exercise the EAU Option, the Company has agreed to make a total cash payment of $525,000 and issue the Consideration Shares (the subject of Shareholder approval pursuant to this Resolution 4).

(d) (**Vendor**): The Vendors are the shareholders of EAU Lithium, none of which are a related party of the Company.

(e) (**Board nomination**): Upon exercise of the EAU Option, EAU Lithium will have the right to appoint two directors to the Board (subject to the Board comprising of no more than 4 Directors).

The EAU Option Agreement contains warranties, indemnities and other rights and obligations that are considered standard for a transaction of this nature.

6.3 Listing Rule 7.1

A summary of Listing Rules 7.1 is in Section 3.2 above.

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

If Resolution 4 is passed, in the event the Company elects to exercise the EAU Option, the Company can proceed to issue the Consideration Shares and complete the acquisition of EAU Lithium.

If Resolution 4 is not passed, the Company will be unable to proceed with the issue of the Consideration Shares, the EAU Option will not be exercised and the Company will not acquire EAU Lithium on the terms set out in this Notice.

6.4 Specific information required by Listing Rule 7.3

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

(a) The Consideration Shares will be issued to the Vendors (or their respective nominee/s). None of the Vendors are a related party of the Company or Material Investor.

(b) A maximum of 109,000,000 Consideration Shares will be issued.

(c) The Consideration Shares will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.

(d) In the event the Company exercises the EAU Option, the Consideration Shares will be issued no later than 3 months after the date of the Meeting.

(e) The Consideration Shares will be issued for nil cash consideration as they are being issued as partial consideration upon exercise of the EAU Option. Accordingly, no funds will be raised from the issue of the Consideration Shares.

(f) A summary of the material terms of the EAU Option Agreement is set out in Section 6.2.

(g) A voting exclusion statement is included in the Notice.

6.5 Additional information

Resolution 4 is an ordinary resolution.

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

Schedule 1 Definitions

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

$	means Australian Dollars.
ASIC	means the Australian Securities and Investments Commission.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AWST	means Australian Western Standard Time being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Cosmos Exploration Limited (ACN 648 890 126).
Consideration Shares	has the meaning given in Section 6.1.
Corporations Act	means the *Corporations Act 2001* (Cth), as amended.
Director	means a director of the Company.
Director Placement Shares	has the meaning given in Section 3.1(b).
EAU Lithium	means EAU Lithium Pty Ltd (ACN 671 902 695).
EAU Option	has the meaning given in Section 6.1.
EAU Option Agreement	has the meaning given in Section 6.1.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
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.
Lead Manager	means Yelverton Capital Pty Ltd (ACN 667 868 199).
Lead Manager Mandate	has the meaning given in Section 5.2.
Lead Manager Options	has the meaning given in Section 5.1.

Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of general meeting.
Option	means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specified time in the future.
Participating Directors	has the meaning given in Section 4.1.
Placement	has the meaning given in Section 3.1.
Placement Shares	has the meaning given in Section 3.1(a).
Proxy Form	means the proxy form attached to the Notice.
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.
Vendors	has the meaning given in Section 6.1.

Schedule 2 Terms and conditions of Lead Manager Options

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

1. (**Entitlement**): Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. (**Exercise Price** and **Expiry Date**): the amount payable upon exercise of each Option is $0.08 each (**Exercise Price**), and the expiry date of each Option is 8 August 2027 (**Expiry Date**).

3. (**Exercise Period**): The Options are exercisable at any time on or prior to the Expiry Date.

4. (**Quotation of the Options**): The Company will not apply for quotation of the Options on any securities exchange.

5. (**Transferability**): The Options are not transferable.

6. (**Notice of Exercise**): The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and, if applicable, payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

   Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and, if applicable, the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

7. (**Timing of issue of Shares on exercise**): Within 5 Business Days 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. (**Restrictions on transfer of Shares**): If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

9. (**Shares issued on exercise**): Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

10. (**Takeovers prohibition**):

    (a) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and

    (b) 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.

11. (**Reconstruction of capital**): If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

12. (**Participation in new issues**): There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

13. (**Entitlement to dividends**): The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.

14. (**Entitlement to capital return**): The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.

15. (**Adjustments for reorganisation**): If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.

16. (**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 Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and

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

17. (**Voting rights**): The Options do not confer any right to vote at meetings of members of the Company, except as required by law, during the currency of the Options without first exercising the Options.

18. (**Constitution**): Upon the issue of Shares on exercise of the Options, the holder agrees to be bound by the Company's constitution.

COSMOS

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Cosmos Exploration Limited | ABN 27 648 890 126

SAMPLE

Your proxy voting instruction must be received by **10.00am (AWST) on Wednesday, 09 April 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS
The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING
Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking 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 SECOND PROXY
You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES
If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Cosmos Exploration Limited, to be held at **10.00am (AWST) on Friday, 11 April 2025 at Suite 1, 295 Rokeby Road, Subiaco, Western Australia 6008** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1a	Ratification of issue of Placement Shares - 12,000,000 Placement Shares issued under Listing Rule 7.1	☐	☐	☐
1b	Ratification of issue of Placement Shares - 8,000,000 Placement Shares issued under Listing Rule 7.1A	☐	☐	☐
2a	Approval to issue Director Placement Shares - up to 1,000,000 Director Placement Shares to James Bahen (or his nominee/s)	☐	☐	☐
2b	Approval to issue Director Placement Shares - up to 4,000,000 Director Placement Shares to Jeremy Robinson (or his nominee/s)	☐	☐	☐
3	Approval to issue Lead Manager Options	☐	☐	☐
4	Approval to issue Consideration Shares	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution 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 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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