



ACN 108 456 444

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: 10.00am (WST)
DATE: 16 February 2023
PLACE: Unit 25, 22 Railway Road
Subiaco, Western Australia 6008

This Notice of Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9226 1356.



ACN 108 456 444

IMPORTANT INFORMATION IN REGARD TO SHAREHOLDER MEETING VOTING

Notice is hereby given that the General Meeting of Shareholders of New World Resources Limited (the **Company**) will be held at Unit 25, 22 Railway Road, Subiaco WA 6008 on Thursday, 16 February 2023 at 10.00am (WST) (**Meeting**).

The Company strongly encourages Shareholders to submit completed Proxy Forms prior to the Meeting in accordance with the instructions set out in the Proxy Form and the Notice. The Board also advises Shareholders to monitor the Company's website and ASX announcements for any updates in relation to the Meeting that may need to be provided.

As permitted by section 110D of the Corporations Act (as inserted by the *Corporations Amendment (Meeting and Documents) Act 2022 (Cth)*), the Company will not be sending hard copies of the Notice of Meeting to Shareholders. Instead, Shareholders can access a copy of the Notice at the following link:

<https://newworldres.com/wp-content/uploads/NoticeOfGeneralMeeting16Feb23.pdf>

How Shareholders Can Participate

1. Shareholders are urged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business and the Chair must follow the Shareholder's instructions. Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form attached to the Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting. Your proxy voting instructions must be received by 10.00am (WST) on Tuesday, 14 February 2023.
2. Shareholders may submit questions in advance of the Meeting by email to the Company Secretary at icunningham@newworldres.com. Responses will be provided at the Meeting in respect of all valid questions received prior to 5.00pm (WST) on Tuesday, 14 February 2023. Shareholders who physically attend the Meeting, will also have the opportunity to submit questions during the Meeting.

Shareholders should contact the Company Secretary on +61 8 9226 1356 or by email at icunningham@newworldres.com if they have any queries in relation to the Meeting arrangements.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at www.newworldres.com.

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IMPORTANT INFORMATION

Time and place of Meeting

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00am (WST) on Thursday, 16 February 2023 at:

Unit 25, 22 Railway Road
Subiaco, Western Australia 6008

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Company may specify a time, not more than 48 hours before the Meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Company's Directors have determined that all Shares of the Company that are on issue at 10.00am (WST) on Tuesday, 14 February 2023 shall, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above. However, the Company strongly encourages all Shareholders to participate in the Meeting by reading the Notice carefully and voting by proxy in accordance with the instructions below.

Voting by proxy

Shareholders are strongly urged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow Shareholder's instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to this Notice of Meeting. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting. **Proxy Forms must be received prior to 10.00am (WST) on Tuesday, 14 February 2023.**

BUSINESS OF THE MEETING

The business to be considered at the Meeting is set out below.

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 65,000,000 Shares pursuant to the Placement, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any Associate of those persons. However, this does not apply to a vote cast in favour of Resolution 1 by:

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

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1A

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 185,000,000 Shares pursuant to the Placement, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any Associate of those persons. However, this does not apply to a vote cast in favour of Resolution 2 by:

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

3. RESOLUTION 3 – ISSUE OF DIRECTOR OPTIONS TO MICHAEL HAYNES

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

"That, for the purpose of Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 19,750,000 Director Options under the Long-Term Incentive Plan to Michael Haynes (or his nominee), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: a voting exclusion statement for this Resolution is provided after Resolution 6.

4. RESOLUTION 4 – ISSUE OF DIRECTOR OPTIONS TO RICHARD HILL

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

"That, for the purpose of Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 4,000,000 Director Options under the Long-Term Incentive Plan to Richard Hill (or his nominee), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: a voting exclusion statement for this Resolution is provided after Resolution 6.

5. RESOLUTION 5 – ISSUE OF DIRECTOR OPTIONS TO ANTHONY POLGLASE

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

"That, for the purpose of Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 3,500,000 Director Options under the Long-Term Incentive Plan to Anthony Polglase (or his nominee), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: a voting exclusion statement for this Resolution is provided after Resolution 6.

6. RESOLUTION 6 – ISSUE OF DIRECTOR OPTIONS TO NICK WOOLRYCH

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

"That, for the purpose of Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 5,000,000 Director Options under the Long-Term Incentive Plan to Nick Woolrych (or his nominee), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion for Resolutions 3 to 6 – Listing Rules: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Long-Term Incentive Plan in respect of which the approval is sought (**Excluded Persons**), and any Associate of those persons, or an officer of the Company or any of its child entities who is entitled to participate in a termination benefit. However, the Company need not disregard a vote if:

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

The Excluded Persons for Resolutions 3 to 6 under the ASX voting exclusions are set out in the table below.

Resolution	Excluded Persons
Resolution 3	Mr Michael Haynes or his Associates and any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Long-Term Incentive Plan.
Resolution 4	Mr Richard Hill or his Associates and any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Long-Term Incentive Plan.
Resolution 5	Mr Anthony Polglase or his Associates and any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Long-Term Incentive Plan.
Resolution 6	Mr Nick Woolrych or his Associates and any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Long-Term Incentive Plan.

Corporations Act: In accordance with section 224 of the Corporations Act, a vote on Resolutions 3 to 6 must not be cast by or on behalf of those persons set out in the table below:

Resolution	Excluded Persons
Resolution 3	Mr Michael Haynes or his Associates.
Resolution 4	Mr Richard Hill or his Associates.
Resolution 5	Mr Anthony Polglase or his Associates.
Resolution 6	Mr Nick Woolrych or his Associates.

However, this does not prevent the casting of a vote on Resolutions 3 to 6 if it is cast by a person as a proxy in writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of a person referred to in the table above. Where the Chair is the related party the subject of the Resolution or is an associate of the related party, the Chair cannot cast undirected proxies in respect of the Resolution.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolutions 3 to 6 by a member of the Key Management Personnel, or a Closely Related Party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a Key Management Personnel if the Key Management Personnel is the chairman of the Meeting acting as proxy and their appointment expressly authorised the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

7. RESOLUTION 7 – ISSUE OF POTENTIAL TERMINATION BENEFITS IN RELATION TO EQUITY SECURITIES ISSUED PURSUANT TO THE PLAN

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

"That, for the purpose of Listing Rule 10.19 and for all other purposes, approval is given for the giving of termination benefits (if any) during the period of 3 years following the approval of this Resolution to the Directors in respect of the Director Options (in each case the subject of Resolutions 3 to 6) as a result of the terms of the Long-Term Incentive Plan as set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of an officer of the Company (as defined in the Listing Rules) who is entitled to participate in a termination benefit or any Associate of those persons. However, the Company need not disregard a vote if:

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

- (b) the Chair acting as proxy or attorney for a person who is entitled to vote on the Resolution, 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.

Dated: 5 January 2023

By order of the Board

A handwritten signature in black ink, appearing to read 'I. I. Cunningham', written over a horizontal line.

**IAN CUNNINGHAM
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO RESOLUTIONS 1 AND 2 – PLACEMENT

On 12 December 2022, the Company announced a placement of 250,000,000 Shares at an issue price of \$0.032 per Share (**Placement Shares**) to raise \$8 million, before costs (**Placement**). For further information, please refer to the ASX announcement dated 12 December 2022.

The Placement Shares were issued, on 20 December 2022, on the following basis:

- (a) 65,000,000 Shares issued pursuant to Listing Rule 7.1 (**Placement 7.1 Shares**); and
- (b) 185,000,000 Shares issued pursuant to Listing Rule 7.1A (**Placement 7.1A Shares**).

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement 7.1 Shares.

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement 7.1A Shares.

2. RESOLUTION 1 – RATIFICATION OF PRIOR SHARE ISSUE UNDER LISTING RULE 7.1

2.1 Background

As stated in Section 1 of the Explanatory Statement, the purpose of Resolution 1 is for Shareholders to ratify the issue of the Placement 7.1 Shares, pursuant to Listing Rule 7.4. The Placement 7.1 Shares were issued by way of a placement without Shareholder approval, as announced to the ASX on 12 December 2022. The Placement 7.1 Shares form part of the Placement.

2.2 Regulatory requirements

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.

The issue of the Placement 7.1 Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Placement 7.1 Shares.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made without shareholder approval under 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 and so it does not reduce the Company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

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

If Resolution 1 is not passed, the issue of the Placement 7.1 Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the date of issue of the Placement 7.1 Shares.

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information:

(a) **The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified and selected**

The Placement 7.1 Shares were issued to sophisticated, professional or other exempt investors, all of whom were not related parties of the Company.

The subscribers were introduced to the Company by the Joint Lead Managers. None of the investors were material investors in the Company,¹

(b) **Number of securities and class of securities issued**

65,000,000 Shares were issued pursuant to Listing Rule 7.1.

(c) **Terms of the securities**

The Placement 7.1 Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(d) **Date of issue**

The Placement 7.1 Shares were issued on 20 December 2022.

(e) **Issue price or other consideration**

The Placement 7.1 Shares were issued at \$0.032 per Share.

(f) **Purpose of the issue, including the intended use of the funds raised**

The proceeds from the issue of the Placement 7.1 Shares will primarily be used to fund exploration and development activities at the Antler Copper Project in Arizona and for general working capital.

(g) **Relevant agreement**

The Placement 7.1 Shares were not issued pursuant to any agreement.

(h) **Voting exclusion statement**

A Voting Exclusion Statement has been provided for Resolution 1 in the Business of the Meeting section of this Notice of Meeting.

2.3 Board Recommendation

The Board believes that the ratification of the above issues of securities is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital under Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. Accordingly, the Board recommends Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 – RATIFICATION OF PRIOR SHARE ISSUE UNDER LISTING RULE 7.1A

3.1 Background

As stated in Section 1 of the Explanatory Statement, the purpose of Resolution 2 is for Shareholders to ratify the issue of the Placement 7.1A Shares, pursuant to Listing Rule 7.1. The Placement 7.1A

¹ ASX consider the following to be material investors:

- (i). a related party of the entity;
 - (ii). a member of the entity's Key Management Personnel;
 - (iii). a substantial holder in the entity;
 - (iv). an adviser to the entity; or
 - (v). an associate of any of the above,
- where such person or entity is being issued more than 1% of the entity's current issued capital.

Shares were issued by way of a placement without Shareholder approval, as announced to the ASX on 12 December 2022. The Placement 7.1A Shares form part of the Placement.

3.2 Regulatory requirements

On 28 November 2022, the Company held its annual general meeting where Shareholder approval was sought and obtained to, among other things, approve an additional 10% placement capacity pursuant to Listing Rule 7.1A.

The Company issued the Placement 7.1A Shares without prior Shareholder approval pursuant to its additional 10% placement capacity under Listing Rule 7.1A.

Listing Rule 7.1A provides, subject to a number of exemptions, that in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue, during the period the approval is valid, a number of Equity Securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in Listing Rule 7.1.

The issue of the Placement 7.1A Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1A for the 12 month period following the date of issue of the Placement 7.1A Shares.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1A those securities will from that date be included in variable "A" in the formula in Listing Rules 7.1 and 7.1A.2 for the purpose of calculating the annual placement capacity of the Company under both Listing Rules 7.1 and 7.1A, and so it does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1A.

If Resolution 2 is passed, the issue of the Placement 7.1A Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 months period following the date of issue of the Placement 7.1A Shares.

If Resolution 2 is not passed, the issue of the Placement 7.1A Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the date of issue of the Placement 7.1A Shares.

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information:

(a) **The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified and selected**

The Placement 7.1A Shares were issued to sophisticated, professional or other exempt investors, all of whom were not related parties of the Company.

The subscribers were introduced to the Company by the Joint Lead Managers. None of the subscribers were material investors in the Company.²

² ASX consider the following to be material investors:

- (i). a related party of the entity;
- (ii). a member of the entity's Key Management Personnel;
- (iii). a substantial holder in the entity;
- (iv). an adviser to the entity; or
- (v). an associate of any of the above,

where such person or entity is being issued more than 1% of the entity's current issued capital.

(b) **Number of securities and class of securities issued**

185,000,000 Shares were issued pursuant to Listing Rule 7.1A.

(c) **Terms of the securities**

The Placement 7.1A Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(d) **Date of issue**

The Placement 7.1A Shares were issued on 20 December 2022.

(e) **Issue price or other consideration**

The Placement 7.1A Shares were issued at \$0.032 per Share.

(f) **Purpose of the issue, including the intended use of the funds raised**

The proceeds from the issue of the Placement 7.1A Shares will primarily be used to fund the fund exploration and development activities at the Antler Copper Project in Arizona and for general working capital.

(g) **Relevant agreement**

The Placement 7.1A Shares were not issued pursuant to any agreement.

(h) **Voting exclusion statement**

A Voting Exclusion Statement has been provided for Resolution 2 in the Business of the Meeting section of this Notice of Meeting.

3.3 Board Recommendation

The Board believes that the ratification of the above issue of securities is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 10% annual placement capacity under Listing Rule 7.1A without the requirement to obtain prior Shareholder approval. Accordingly, the Board recommends Shareholders vote in favour of Resolution 2.

4. RESOLUTIONS 3 TO 6 – ISSUE OF DIRECTOR OPTIONS

4.1 Background

On 12 December 2022, the Company announced that the Board had resolved to grant 56,250,000 unlisted Options (in aggregate) pursuant to the Company's Long-Term Incentive Plan (**Plan**) to directors, key management and other employees (**Incentive Options**). The grant of the Incentive Options follows the expiry, on 28 November 2022, of 39,500,000 existing Options held by directors and key management. 24,000,000 Incentive Options were issued to key management and other employees on 9 December 2022, exercisable at \$0.049 on or before 8 December 2026. For further information, please refer to the ASX announcement dated 12 December 2022.

Subject to Shareholder approval under Resolutions 3 to 6, the Company proposes to issue 32,250,000 Options (in aggregate) to the Directors of the Company (**Director Options**), as follows:

Resolution	Director	Number of Director Options
Resolution 3	Michael Haynes (Managing Director)	19,750,000
Resolution 4	Richard Hill (Chairman)	4,000,000
Resolution 5	Anthony Polglase (Non-Executive Director)	3,500,000
Resolution 6	Nick Woolrych (Non-Executive Director)	5,000,000

The terms and conditions of the Director Options is set out in Schedule 1 of this Notice of Meeting.

4.2 Regulatory Requirements

Resolutions 3 to 6 seek Shareholder approval in order to comply with the requirements of ASX Listing Rules 10.14 and sections 195(4) and 208 of the Corporations Act.

4.3 Listing Rules

ASX Listing Rule 10.14 provides that a company must not issue, under an employee incentive scheme, Equity Securities to:

- (a) a director of the Company;
- (b) an associate of a director of the Company;
- (c) a person whose relationship with the Company or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by the Shareholders,

unless the issue has been approved by holders of ordinary securities.

The Director Options fall within ASX Listing Rule 10.14.1 above and therefore requires the approval of Shareholders under ASX Listing Rule 10.14.

Resolutions 3 to 6 seek the required Shareholder approval to the issue of the Director Options under and for the purposes of ASX Listing Rule 10.14.

If approval is given by Shareholders under ASX Listing Rule 10.14 under Resolutions 3 to 6, the Company will be able to proceed with the issue of the Director Options.

If approval is not given by Shareholders under ASX Listing Rule 10.14 under Resolutions 3 to 6, the issue of the Director Options will not be able to proceed.

Accordingly, under Resolutions 3 to 6, the Company seeks approval from Shareholders for the issue of the Director Options to Messrs Haynes, Hill, Polglase and Woolrych, who by virtue of their positions as Directors of the Company are related parties of the Company.

ASX Listing Rule 10.15

In compliance with the information requirements of ASX Listing Rule 10.15, Shareholders are advised of the following information:

(a) Nature of relationship between person to receive securities and the Company

The Director Options will be issued to Michael Haynes, Richard Hill, Anthony Polglase and Nick Woolrych (or their nominees), who fall within the category set out in Listing Rule 10.14.1, as each is a related party of the Company by virtue of being a Director.

(b) Maximum number of securities that may be acquired pursuant to the Resolution

The maximum number of Director Options to be issued to each of Messrs Haynes, Hill, Polglase and Woolrych (or their nominees) is outlined in Section 4.1 above.

(c) Issue price

The Director Options will be issued for nil consideration and accordingly no funds will be raised. Each Director Option will be exercisable at \$0.049. The terms and conditions of the Director Options (including vesting conditions) is set out in Schedule 1 of this Notice of Meeting.

(d) Previous issues to the Directors under the Plan

The Company has previously issued the following Options under the Plan to Messrs Haynes, Hill, Polglase and Woolrych (or their nominees):

Director	Date of Issue	Options	Expiry Date
Michael Haynes	29 November 2022	15,000,000	28 November 2022
Richard Hill	29 November 2019	6,000,000	28 November 2022
Anthony Polglase	29 November 2019	6,000,000	28 November 2022
Nick Woolrych	N/A	Nil	N/A

The average acquisition price of the securities was nil and all of the securities have now lapsed.

(e) **Directors' current total remuneration package**

Details of the proposed remuneration of Messrs Haynes, Hill, Polglase and Woolrych, including their related entities, for the year ending 30 June 2023, is as follows:

Director	Salary & Fees (incl Super) \$	Performance Rights \$	Options \$	Total Remuneration \$
Michael Haynes	\$308,790 ¹	\$189,173 ⁵	\$393,174 ⁶	\$891,137
Richard Hill	\$60,000 ²	\$45,199 ⁵	\$79,630 ⁶	\$184,829
Anthony Polglase	\$50,000 ³	\$30,133 ⁵	\$69,676 ⁶	\$149,809
Nick Woolrych	\$28,091 ⁴	-	\$99,538 ⁶	\$127,629

Note:

- Mr. Haynes receives fixed remuneration of \$308,790 per annum in the form of consulting fees.
- Mr. Hill receives fixed remuneration of \$60,000 per annum in the form of Director's fees. Mr Hill is also eligible to receive consulting fees of \$1,250 per day, based on a minimum of 8 hours service, for any additional technical consultancy work that he provides.
- Mr. Anthony Polglase receives fixed remuneration of \$50,000 per annum in the form of Director's fees. Mr Polglase is also eligible to receive consulting fees of \$1,500 per day, based on a minimum of 8 hours service, for any additional technical consultancy work that he provides.
- Mr. Woolrych receives fixed remuneration of \$50,000 per annum in the form of Director's fees.
- Value of performance rights granted in December 2020. The value is based on the Company's share price on the date of issue of the rights (5.6 cents) and is brought to account over the vesting period of the performance rights, which ends on 30 November 2023.
- The value of the Director Options to be granted in the 2023 financial year was determined using the Black-Scholes option pricing model (refer Schedule 3) and the full expense is recognised on the deemed grant date of 9 December 2022, rather than being expensed over the life of the options. These options expire on 8 December 2026.

(f) **Material terms of Options**

A summary of the material terms of the Director Options, including their exercise price, expiry date and vesting conditions, is provided for in Schedule 1 to this Notice.

The Company has proposed to issue the Director Options to reward and incentivise the Directors to contribute to the growth of the Company and to secure and retain employees and directors who can assist the Company in achieving its objectives. The Company believes that the grant of the Director Options provides a cost-effective and efficient incentive as opposed to alternative forms of incentives (e.g. additional cash remuneration).

Details of the value of the Director Options are set out at paragraph 4.5(c) below and Schedule 3.

(g) **Summary of material terms of the Plan**

A summary of the material terms of the Plan is provided for in Schedule 2 to this Notice.

(h) **Eligible participants under the Plan**

Under the Plan, Options may be issued to Messrs Haynes, Hill, Polglase and Woolrych (and/or their respective nominee). Messrs Haynes, Hill, Polglase and Woolrych are the only persons referred to in ASX Listing Rule 10.14 currently eligible to participate in the Plan. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the Plan after this Resolution is approved and who are not named in Notice of General Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

(i) **Issue date**

The Company will issue the Director Options under Resolutions 3 to 6 as soon as possible after the date of the Meeting and in any event within a month of the Meeting.

(j) **Loan**

No loans have or will be made by the Company in connection with the proposed issue of the Director Options.

(k) **Voting exclusion statement**

A voting exclusion statement for Resolutions 3 to 6 is included in the Notice of General Meeting preceding this Explanatory Statement.

Details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

4.4 Section 195(4) of the Corporations Act

Each of the Directors has a material personal interest in the outcome of Resolutions 3 to 6 (as applicable to each Director) in this Notice of Meeting by virtue of the fact that Resolutions 3 to 6 are concerned with the issue of Options to Directors.

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered.

In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to determine.

4.5 Section 208 of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of "financial benefits" to "related parties" by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

A "related party" is widely defined under the Corporations Act and includes the directors of a company. As such, the Directors of the Company are related parties of the Company for the purposes of section 208 of the Corporations Act.

A "financial benefit" is construed widely and in determining whether a financial benefit is being given, section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

In compliance with the information requirements of section 219 of the Corporations Act, Shareholders are advised of the information below. The Company is not aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolutions 3 to 6.

(a) **Identity of the parties to whom Resolutions 3 to 6 permit financial benefits to be given**

The Director Options are proposed to be issued to Michael Haynes, Richard Hill, Anthony Polglase and Nick Woolrych, all of whom are Directors of the Company and are, as such, related parties of the Company.

(b) **Nature of the financial benefits**

Resolutions 3 to 6 seek approval from Shareholders to allow the Company to issue to the Directors the Director Options outlined in Section 4.1 of the Explanatory Statement.

Schedule 1 of this Notice of General Meeting sets out the key terms and conditions of the Director Options including, the vesting conditions and expiry date of the Director Options.

The Shares to be issued upon exercise of the Director Options will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

The issue of Options and Shares are a cost effective and efficient means for the Company to provide incentive to its personnel as opposed to alternative forms of incentives such as cash bonuses or increased remuneration. To enable the Company to secure and retain employees and directors who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel. The issue of the Director Options is designed to achieve this objective, by encouraging continued improvement in performance over time and by encouraging personnel to acquire and retain significant shareholdings in the Company.

(c) **Valuation of financial benefit**

The valuation of the Director Options to be issued under Resolutions 3 to 6 is \$641,775 (\$0.0199 per Director Option).

The Company has calculated this fair value using the Black-Scholes option pricing model. Full details in respect of this valuation, including the valuation methodology is set out in Schedule 3.

(d) **Dilution**

If the Director Options vest and are exercised, the effect will be to dilute the holdings of Shares of other Shareholders. The issue of the Director Options in Resolutions 3 to 6 will in aggregate be equal to approximately 1.5% of the Company's diluted share capital and exercise of all the Director Options granted pursuant to Resolutions 3 to 6 (based on the number of Shares on issue as at the date of this Notice of General Meeting), resulting in a total of 2,137,527,028 Shares on issue.

(e) **Interests of Directors in the Company**

The direct and indirect interests of the Directors in securities of the Company as at the date of this Notice of Meeting are:

Name	Security
Michael Haynes	40,854,805 Shares (Indirect) 13,500,000 30 November 2025 Performance Rights (Indirect)
Richard Hill	28,451,682 Shares (Indirect) 1,000,000 30 November 2025 Performance Rights (Indirect)
Anthony Polglase	1,700,000 Shares (Direct) 1,645,832 Shares (Indirect) 666,667 30 November 2025 Performance Rights (Indirect)
Nick Woolrych	Nil

(f) **Remuneration of Directors**

Details of the remuneration of each Director, including their related entities, for the year ended 30 June 2023, is set out in Section 4.3(e) above.

(g) **Trading history**

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice were:

Highest: \$0.085 per Share on 18 January 2022

Lowest: \$0.029 per Share on 12 July 2022

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was \$0.033 per Share on 4 January 2023.

(h) **Corporate Governance**

The Board acknowledges the grant of the Director Options to Messrs Hill, Polglase and Woolrych as Non-Executive Directors is contrary to Recommendation 8.2 of the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

The Board considers that the grant of Director Options is reasonable in the circumstances as the proposed issue will further align the interests of Messrs Hill, Polglase and Woolrych with those of the Shareholders and shall provide appropriate remuneration for these Directors' ongoing commitment and contribution to the Company whilst minimising the expenditure of the Company's cash resources. The Board also notes that the applicable vesting conditions for the Non-Executive Directors are based on continuing service as opposed to achievement of specific performance targets.

(i) **Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Director Options (including fringe benefits tax).

4.6 Board Recommendation

The Directors (with Mr Haynes abstaining) recommend that you vote in favour of Resolution 3.

The Directors (with Mr Hill abstaining) recommend that you vote in favour of Resolution 4.

The Directors (with Mr Polglase abstaining) recommend that you vote in favour of Resolution 5.

The Directors (with Mr Woolrych abstaining) recommend that you vote in favour of Resolution 6.

5. RESOLUTION 7 – APPROVAL OF TERMINATION BENEFITS IN RELATION TO EQUITY SECURITIES ISSUED PURSUANT TO THE INCENTIVE PLAN

5.1 Background

Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 10.19 to approve the potential giving of benefits under the Plan to the Directors in connection with the Director Options the subject of Resolutions 3 to 6 and on the terms and conditions in this Explanatory Memorandum.

The term "benefit" has a wide operation and would include any automatic and accelerated vesting of convertible securities upon termination or cessation of employment or engagement in accordance with their terms, or the exercise of any Board discretion regarding the same.

The Plan terms allow for Board discretion to waive any of the vesting conditions applying to convertible securities issued under the Plan, which may include a waiver of the vesting conditions of any Director Options on the termination or cessation of a Director's employment or engagement.

The exercise of the Board's discretion under the Plan in respect of Director Options may constitute a "benefit" for the purposes of ASX Listing Rule 10.19. The Company is therefore seeking Shareholder approval for the potential exercise of the Board's discretion in respect of any Director Options the Directors of the Company may hold at the time of the termination of their engagement.

The value of the termination benefits that the Board may give under the Plan in relation to the Director Options issued to the Directors pursuant to Resolutions 3 to 6 below cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's share price at the time of vesting and the number of convertible securities that will vest or remain on foot. The following additional factors may also affect the benefit's value:

- (a) the Director's length of service and the status of the vesting conditions attaching to the relevant Director Options at the time the employee's employment or office ceases; and
- (b) the number of unvested Director Options that the participant holds at the time they cease employment or office.

5.2 Sections 200B and 200E of the Corporations Act

The Corporations Act restricts the benefits that can be given to persons who hold a "managerial or executive office" (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate.

Under sections 200B and 200E of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by shareholders or an exemption applies.

Amendments to the Corporations Act in 2009 significantly expanded the scope of these provisions and lowered the threshold for termination benefits that do not require shareholder approval. The term "benefit" has a wide meaning and may include benefits resulting from the Board exercising certain discretions under the rules of the Plan, including the discretion to determine the accelerated vesting or automatic vesting of Options in certain circumstances.

Under the Plan, a participant may become entitled to accelerated vesting or automatic vesting of Options if there is a change of control of the Company or if the Board exercises its discretion

upon cessation of employment. Accordingly, Shareholder approval is sought for Messrs Haynes, Hill, Polglase and Woolrych to be given any such benefit in connection with their retirement from office or employment with the Company.

The value of the benefit will depend on the number of Options that may vest pursuant to the Plan and the market value of the Shares at the time the accelerated vesting or automatic vesting event occurs.

(a) **Details of Termination Benefit**

The Board possesses the discretion to determine, where a participant ceases employment before the vesting or exercise of their Options that some or all of the Options do not lapse.

The exercise of this discretion may constitute a "benefit" for the purposes of section 200B of the Corporations Act.

In addition, a participant may become entitled to accelerated vesting or automatic vesting of Options if there is a change of control of the Company. This accelerated or automatic vesting of Options may constitute a "benefit" for the purposes of section 200B of the Corporations Act.

The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion and for the provision of such accelerated or automatic vesting rights in respect of any current or future participant in the Plan who holds:

- (i) a managerial or executive office in the Company (or any of its related body corporate) at the time of their leaving or at any time in the three years prior to their leaving; and
- (ii) Options under the Plan at the time of their leaving.

The Board's current intention is to only exercise the above discretion:

- (i) where the employee leaves employment without fault on their part; and
- (ii) so as only to preserve that number of unvested Options as are pro-rated to the date of leaving.

Provided Shareholder approval is given, the value of these benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation) to the relevant employee.

(b) **Value of the Termination Benefits**

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Options that vest.

The following additional factors may also affect the benefit's value:

- (i) the participant's length of service and the portion of vesting periods at the time they cease employment;
- (ii) the status of the performance hurdles attaching to the Options at the time the participant's employment ceases; and
- (iii) the number of unvested Options that the participant holds at the time they cease employment or at the time the change of control occurs (as applicable).

5.3 Listing Rule 10.19

ASX Listing Rule 10.19 provides that without the approval of shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that may become payable to

all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules.

The Company is seeking Shareholder approval for the purposes of Listing Rule 10.19. As noted in Section 5.2 of this Notice, it is the Board's intention to exercise its discretion so that the Options to be issued to Messrs Haynes, Hill, Polglase and Woolrych (or their nominees) for past performance shall not be forfeited by virtue of their resignation.

The value of the termination benefit payable to Messrs Haynes, Hill, Polglase and Woolrych (or their nominees) under Resolutions 3 to 6 depend on the factors set out above in Section 5.2 of this Notice. It is possible that the provision of the benefit associated with the vesting and exercise of the Director Options in the future may exceed 5% of the equity interests of the Company at the relevant time, although it is unlikely.

If Resolution 7 is passed, the Company will be able to give termination benefits in connection with the Director Options which exceed the 5% threshold to the current Directors in accordance with the rules of the Plan in connection with any Director ceasing to hold their managerial or executive office. If Resolution 7 is passed, it will be effective for a period of three years from the date the resolution is passed. This means that the approval will be effective if the Board exercises its discretion under the Plan and a Director's employment or office ceases during the period of three years after the approval of the Resolution. If considered appropriate, the Board may seek new approval from Shareholders at the expiry of this three year period.

If the Resolution is not passed, the Company will not be able to give termination benefits to any Directors of the Company in respect of the Director Options where those termination benefits exceed the 5% threshold.

5.4 Board Recommendation

The Board declines to make a recommendation in relation to Resolution 7 due to the potential personal interests of Directors in the outcome of the Resolution.

6. ENQUIRIES

Shareholders may contact the Company Secretary on (+61) 8 9226 1356 or icunningham@newworldres.com if they have any queries in respect of the matters set out in these documents.

GLOSSARY

Associate has the meaning given to that term in the ASX Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the listing rules of ASX.

Board means board of Directors.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)* for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means New World Resources Limited (ACN 108 456 444).

Corporations Act means *Corporations Act 2001 (Cth)*.

Director means director of the Company.

Director Options has meaning given in Section 4.1 of the Explanatory Statement, which accompanies this Notice of Meeting.

Equity Securities has the meaning set out in the ASX Listing Rules.

Explanatory Statement means the explanatory statement that accompanies this Notice of Meeting.

General Meeting or **Meeting** means the meeting convened by the Notice.

Incentive Options has meaning given in Section 4.1 of the Explanatory Statement, which accompanies this Notice of Meeting.

Joint Lead Managers means Euroz Hartleys Limited and Blue Ocean Equities Pty Ltd.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice of Meeting or **Notice** means this notice of General Meeting.

Option means an option to subscribe for a Share.

Placement means the issue of 250,000,000 Shares pursuant to a placement at an issue price of \$0.032 per Share to raise \$8 million (before costs), as announced by the Company on 12 December 2022.

Placement 7.1 Shares means the issue of 65,000,000 Shares pursuant to Listing Rule 7.1, as announced by the Company on 12 December 2022.

Placement 7.1A Shares means the issue of 185,000,000 Shares pursuant to Listing Rule 7.1A, as announced by the Company on 12 December 2022.

Placement Shares means the issue of 250,000,000 Shares pursuant to the Placement.

Plan means the Company's Long-Term Incentive Plan.

Proxy Form means the proxy form enclosed with this Notice of Meeting.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of this Notice of Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

The Director Options will be issued pursuant to the Plan, with the following key terms and conditions:

1. Entitlement

Each Director Option will entitle its holder to subscribe for and be issued, one Share (upon exercise of that Director Option), subject to satisfaction of the vesting conditions.

2. Exercise price

Subject to the terms of the Plan, the amount payable upon exercise of each Director Option will be \$0.049.

3. Expiry date

Each Director Option expires at 5.00 pm (WST) on or before 8 December 2026.

4. Exercise period

Subject to satisfaction of the below vesting conditions, the Director Options are exercisable at any time on or prior to the Expiry Date by notice in writing to the Company in the manner specified on the notice of exercise ("Notice of Exercise") accompanied by payment of the Exercise Price for each Director Option being exercised via electronic funds transfer. The holder may elect to pay the Exercise Price by using the Cashless Exercise Facility in the manner set out in the Plan.

5. Vesting conditions

The Director Options are subject to the following vesting conditions:

Michael Haynes

Tranche	Number of Director Options	Vesting Period	Vesting Condition
1.	6,583,333	3 years	Vest on issue date.
2.	6,583,333	3 years	Vest on submission of a Mine Plan of Operations or equivalent Federal / State (as applicable) major permit application, for the Antler Copper Project in Arizona, USA .
3.	6,583,334	3 years	The Company announces on ASX a positive pre-feasibility study for the Antler Copper Project, following which the Board decides to proceed to undertaking a feasibility study.

Additional Notes:

- (i) There will be automatic vesting of any Director Options for which the applicable vesting conditions have been met.
- (ii) There will be automatic vesting of all of Michael Haynes' Director Options in the event of a change of control (as defined in the Plan).
- (iii) In the event of cessation of the Michael Haynes' consulting services before the Expiry Date:
 - subject to Michael Haynes satisfying the definition of a Good Leaver (as defined in the Plan); and
 - in relation to any Director Options for which the applicable vesting conditions have not been met,

the Board in its sole and absolute discretion may determine how many of those Director Options should automatically vest, based on its assessment of performance up until the date of cessation and subject to Michael Haynes satisfying the definition of a Good Leaver (as defined in the Plan).

Richard Hill

Tranche	Number of Director Options	Vesting Period	Vesting Conditions
1.	2,000,000	1 year	Provision of continual services to the Company and remains a director.
2.	2,000,000	2 years	Provision of continual services to the Company and remains a director.

Additional Note:

- (i) There will be automatic vesting of all of the Director Options in the event of a change of control (as defined in the Plan).

Anthony Polglase

Tranche	Number of Director Options	Vesting Period	Vesting Conditions
1.	1,750,000	1 year	Provision of continual services to the Company and remains a director.
2.	1,750,000	2 years	Provision of continual services to the Company and remains a director.

Additional Note:

- (i) There will be automatic vesting of all of the Director Options in the event of a change of control (as defined in the Plan).

Nick Woolrych

Tranche	Number of Director Options	Vesting Period	Vesting Conditions
1.	2,500,000	1 year	Provision of continual services to the Company and remains a director.
2.	2,500,000	2 years	Provision of continual services to the Company and remains a director.

Additional Note:

- (i) There will be automatic vesting of all of the Director Options in the event of a change of control (as defined in the Plan).

6. Issue

Within 10 business days of the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Director Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Director Options.

7. Ranking

All Shares issued upon exercise of the Director Options will rank *pari passu* in all respects with the Company's then existing Shares.

8. Reorganisation of capital

In the event of any reorganisation of the issued capital of the Company on or prior to the Expiry Date, the rights of the Option holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

9. Participation in new issues

There are no participation rights or entitlements inherent in the Director Options and the holder will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Director Options without exercising the Director Options.

10. Transferability

The Director Options are transferable subject to Board approval.

11. Quotation

The Company will not seek quotation of the Director Options on the ASX.

In the event of an inconsistency between the Plan and these terms and conditions, these terms and conditions shall prevail.

SCHEDULE 2 – SUMMARY OF MATERIAL TERMS OF THE PLAN

1. Participation

The Board may from time to time in its sole and absolute discretion determine that a person who is an eligible employee under the Plan (**Eligible Employee**) may participate in the Plan.

2. Offers to participate

Following a determination that an Eligible Employee may participate in the Plan, the Board may at any time and from time to time make an invitation to an Eligible Employee to apply for the grant of Performance Rights or Options (**Awards**) under the rules in respect of the operation of the Plan (**Rules**) to the Eligible Employee (**Offer**).

The terms and conditions of Awards offered or granted under the Rules to each Eligible Employee will be determined by the Board in its sole and absolute discretion and set out in an offer letter delivered to the Eligible Employee (**Offer Letter**). The Offer Letter will include as a minimum:

- (i) the date of the Offer;
- (ii) the name of the Eligible Employee to whom the Offer is made;
- (iii) the number and type of Award which are capable of becoming exercisable if the conditions (if any) are met;
- (iv) the grant date;
- (v) in the case of an Option, the exercise price and the exercise period;
- (vi) the expiry date (if any);
- (vii) any applicable conditions associated with the Award;
- (viii) any disposal or other restrictions attaching to the Award or the fully paid ordinary share ("Share") issued upon exercise of the Award;
- (ix) any rights attaching to the Awards; and
- (x) agreement with the Eligible Employee for the Company to supply details to third parties where required by law.

3. Rules of the Plan

The following is a summary of the key terms of the Plan:

- (i) **Nature of Awards:** Each Option or Performance Right entitles the participant holding the Award to subscribe for, or be transferred, one Share. Any Share acquired pursuant to the exercise of a Performance Right and/or Option will rank equally with all existing Shares from the date of acquisition.
- (ii) **No consideration:** An Eligible Employee will not pay anything for the grant of Awards.
- (iii) **Conditions:** Awards may be subject to exercise conditions, performance hurdles or vesting conditions (**Conditions**). These Conditions must be specified in the Offer Letter to Eligible Employees. In the event that a takeover bid for the Company is declared unconditional, there is a change of control in the Company, or if a merger by way of a scheme of arrangement has been approved by a court, then the Board may determine that:
 - (a) all or a percentage of unvested Options will vest and become exercisable;
 - (b) all or a percentage of Performance Rights will be automatically exercised; and
 - (c) any Shares issued or transferred to a participant under the Plan that have restrictions (on their disposal, the granting of any security interests in or over, or otherwise on dealing with), will be free from any restrictions on disposal.
- (iv) **Vesting of Awards:** Awards will vest if and when any Conditions have been satisfied, waived by the Board, or are deemed to have been satisfied under the Plan rules, and the Company has issued a notice (**Vesting Notification**) to the participant informing them that some or all of their Awards have vested.
- (v) **Exercise of Awards:** The period during which a vested Performance Right and/or Option may be exercised will commence when a Vesting Notification has been issued by the Company and ends on the Expiry Date (as defined below). Vested Awards must be exercised by delivering to the Company a signed notice together all other required documents and in the case of vested

Options, a cheque or cash or such other form of payment determined by the Board for the amount of the Exercise Price (if any).

- (vi) **Cashless exercise:** Participants may, at their election, elect to pay the exercise price for an Option by setting off the exercise price against the number of Shares which they are entitled to receive upon exercise (**Cashless Exercise Facility**). By using the Cashless Exercise Facility, the participant will receive Shares to the value of the surplus after the exercise price has been set off.

If a participant elects to use the Cashless Exercise Facility, the participant will only be issued that number of Shares (rounded down to the nearest whole number) as are equal to the value to the difference between the exercise price otherwise payable for the Options and the then market value of the Shares at the time of exercise (determined as the volume weighted average price of Shares on the ASX over the five trading days prior to providing a notice of exercise).

- (vii) **Lapse:** Unvested Awards will generally lapse on the earlier of:

- (a) the cessation of employment, engagement or office of a relevant person;
- (b) the day the Board makes a determination that all unvested Awards and vested Options of the relevant person will lapse because, in the opinion of the Board a relevant person has acted fraudulently or dishonestly, or is in material breach of his or her duties or obligations to the Company;
- (c) if any applicable Conditions are not achieved by the relevant time;
- (d) if the Board determines that any applicable Conditions have not been met and cannot be met prior to the date that is 5 years from the grant date or any other date determined by the Board and as specified in the Offer (Expiry Date); or
- (e) the Expiry Date.

Where a relevant person who holds Awards ceases employment with the Company and becomes a "Bad Leaver", unvested Awards will lapse in accordance with paragraph (i) above and vested Options that have not been exercised will lapse on the date of cessation of employment, engagement or office. A Bad Leaver is a person who ceases employment or engagement with the Company in the following circumstances:

- (a) as a result of termination of their employment or engagement due to serious and wilful misconduct, a material breach of their contract of employment, engagement or office, gross negligence or other conduct justifying termination without notice under their contract of employment, engagement or office or at common law;
- (b) the relevant person ceases their employment, engagement or office for any reason and commences employment, engagement or office, or otherwise acts, in breach of any post-termination restrictions contained in his or her contract of employment, engagement or office; or
- (c) the relevant person is disqualified from managing corporations for the purposes of Part 2D.6 Corporations Act.

- (viii) **Good Leaver:** If a relevant person, who is classified as a "Good Leaver", ceases employment, engagement or office with the Company, unless the Board determines otherwise, the person's Awards will lapse in accordance with the terms of the Plan and vested Options that have not been exercised will continue in force and remain exercisable, subject to the satisfaction of any exercise conditions, until the Expiry Date. A Good Leaver is a person who is not a Bad Leaver, and includes where the relevant person's employment, engagement or office ceases due to death, permanent incapacity, redundancy, resignation, retirement or any other reason the Board determines in its discretion.

- (ix) **No assignment:** Awards granted under the Plan may not be assigned, transferred, novated, encumbered with a security interest (such as a mortgage, charge, pledge, lien, encumbrance or other third party interest of any nature) over them, or otherwise disposed of by a participant, other than to a nominated party (such as a spouse, child, trustee of a trust or company) in accordance with the Plan, unless:

- (a) the prior consent of the Board is obtained; or
- (b) such assignment or transfer occurs by force of law upon the death of a participant to the participant's legal personal representative.

- (x) **Issue Limitations:** The Board is not entitled to make an Offer to an Eligible Employee if offers of Awards under the Plan or under similar plans (excluding offers to persons situated at the time of receipt of the offer outside of Australia, that do not require the use of a disclosure document or

made under a disclosure document) in the previous 3 years would exceed 5% of the issued capital of the Company.

(xi) **Amendment of the Plan:**

The Board may at any time amend the Plan rules without shareholder approval in respect of the following matters:

- (a) amendments of a "housekeeping" nature;
- (b) changing the vesting and exercise provisions of the Plan or any Performance Right and/or Option so that the scheduled expiry date for that Performance Right and/or Option is not extended, including to provide for accelerated vesting and early exercise of any Awards;
- (c) changing the termination provisions of the Plan or any Performance Right and/or Option so that its originally scheduled expiry date is not extended;
- (d) changing the provisions on transferability of Awards for normal estate settlement purposes;
- (e) changing the process by which a Participant who wishes to exercise his or her Performance Right and/or Option can do so, including the required form of payment for the Shares being purchased, the form of exercise notice and the place where such payments and notices must be delivered; and
- (f) adding a conditional exercise feature which would give Participants the ability to conditionally exercise in certain circumstances determined by the Board.

No amendment to the Plan rules may be made if the amendment materially reduces the rights of any participant in respect of the Awards granted to them prior to the date of the Amendment (except in relation to amendments stipulated by the Plan rules).

No amendment to the Plan that requires shareholder approval under any applicable securities laws or requirements shall become effective until such approval is obtained.

The Board may at any time terminate the Plan or suspend the operation of the Plan.

SCHEDULE 3 – VALUATION OF DIRECTOR OPTIONS

The Director Options, to be issued pursuant to Resolutions 3, 4, 5 and 6 have been independently valued by Stantons Corporate Finance Pty Ltd.

Using the Black & Scholes option valuation methodology and based on the assumptions set out below, the estimated value of the Director Options is as follows:

Assumptions:	
Valuation date	9 December 2022
Market price of Shares at grant date	3.4 cents
Exercise price	\$0.049
Grant date	9 December 2022
Expiry date	8 December 2026
Risk free interest rate	2.975%
Volatility	90%
Indicative fair value per Director Option	1.99 cents
Total Indicative Fair Value of Director Options	
- Michael Haynes	\$393,174
- Richard Hill	\$79,630
- Anthony Polglase	\$69,676
- Nick Woolrych	\$99,538

Note: The indicative valuation noted above is not necessarily the market price that the Director Options could be traded at and is not automatically the market price for taxation purposes.

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **10.00am (WST) on Tuesday, 14 February 2023**, 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 KMP.

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://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

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)

