



ASX RELEASE

30 October 2024

ABN: 45 116 153 514

ASX: TMX

Notice of Annual General Meeting

Pursuant to ASX Listing Rule 3.17.1, **Terrain Minerals Limited (ASX: TMX) (Terrain)** provides the attached copy of its Notice of Annual General Meeting.

The Annual General Meeting will be held at Suite 2, 28 Outram Street, West Perth, WA, 6005 at 8:00am (WST) on Thursday 28 November 2024.

This announcement has been approved for release by Catherine Grant-Edwards, Joint Company Secretary.

| Terrain Minerals Limited | ASX:TMX | ABN 45 116 153 514 |

| Registered Office: S2, 28 Outram Street, West Perth, WA, 6005 |

| Mail: PO BOX 79, West Perth, WA, 6872 | Ph: +61 8 9381 5558 | www.terrainminerals.com.au |



30 October 2024

Dear Shareholder,

TERRAIN MINERALS LIMITED – ANNUAL GENERAL MEETING

Terrain Minerals Limited (**ASX: TMX**) (the **Company**) advises its Annual General Meeting of Shareholders (**Meeting**) will be held at Suite 2, 28 Outram Street, West Perth, WA 6005 on 28 November 2024 at 8:00am (WST).

The Company will not be dispatching physical copies of the notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. A copy of the Meeting materials can be viewed and downloaded online as follows:

- You can access the Meeting materials online at the Company's website: www.terrainminerals.com.au.
- A complete copy of the Meeting materials has been posted to the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code "TMX."
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

A copy of your Proxy Form is enclosed for convenience.

The Company intends to hold a physical meeting. Shareholders will be notified of any changes to this by way of announcement on ASX and the details will also be made available on our website.

The Meeting materials are important and should be read in their entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

Yours faithfully
Terrain Minerals Limited

Catherine Grant-Edwards
Joint Company Secretary



TERRAIN MINERALS LTD

ACN 116 153 514

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 8:00 am WST
DATE: 28 November 2024
PLACE: Suite 2, 28 Outram Street
West Perth, Western Australia 6005

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

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 Shareholders at 4:00 pm WST on 26 November 2024.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024.”

A voting prohibition statement is set out below.

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

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MR JASON MACDONALD

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

“That, Mr Jason Macdonald, being a Director of the Company appointed by the Directors on 1 July 2024 as an additional Director holding office until this Meeting in accordance with clause 12.4 of the Constitution and ASX Listing Rule 14.4 retires and, being eligible, offers himself for re-election, and is elected as a Director of the Company.”

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR JOHANNES LIN

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

“That, for the purpose of clause 12.1 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Johannes Lin, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTIONS 4 – APPROVAL TO ISSUE DIRECTOR OPTIONS TO RELATED PARTY – JUSTIN VIRGIN

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act and ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 8,000,000 Director Options to Justin Virgin (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement are set out below.

5. RESOLUTION 5 – APPROVAL TO ISSUE DIRECTOR OPTIONS TO RELATED PARTY – JOHANNES LIN

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act and ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 4,000,000 Director Options to Johannes Lin (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement are set out below.

6. RESOLUTION 6 – APPROVAL TO ISSUE DIRECTOR OPTIONS TO RELATED PARTY – JASON MACDONALD

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act and ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 4,000,000 Director Options to Jason Macdonald (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement are set out below.

7. RESOLUTION 7 – APPROVAL TO ISSUE CONSULTANT OPTIONS TO BENJAMIN BELL

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 4,000,000 Consultant Options to Benjamin Bell (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

8. RESOLUTION 8 – APPROVAL TO ISSUE SHARES UNDER THE DIRECTOR FEE PLAN – JUSTIN VIRGIN

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act and ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue Shares in lieu of remuneration to Justin Virgin (or his nominee) under the Director Fee Plan on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement are set out below.

9. RESOLUTION 9 – APPROVAL TO ISSUE SHARES UNDER THE DIRECTOR FEE PLAN – JOHANNES LIN

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act and ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue Shares in lieu of remuneration to Johannes Lin (or his nominee) under the Director Fee Plan on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement are set out below.

10. RESOLUTION 10 – APPROVAL TO ISSUE SHARES UNDER THE DIRECTOR FEE PLAN – JASON MACDONALD

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act and ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue Shares in lieu of remuneration to Jason Macdonald (or his nominee) under the Director Fee Plan on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement are set out below.

11. RESOLUTION 11 – CONFIRMATION OF APPOINTMENT OF AUDITOR

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

“That, pursuant to section 327B(1)(b) of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, having been nominated by a shareholder and having given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Annual General Meeting until it resigns or is removed from the office of auditor of the Company.”

12. RESOLUTION 12 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

VOTING PROHIBITION AND EXCLUSION STATEMENTS

Corporations Act

Resolution 1

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolutions 4, 5, 6, 8, 9 and 10

Pursuant to section 224 of the Corporations Act, a vote on the following Resolutions must not be cast (in any capacity) by or on behalf of the party specified in the table below or their respective associates:

Resolutions	Persons Excluded from Voting
Resolution 4 – Approval to Issue Director Options to Related Party – Justin Virgin	Any related party of the Company to whom Resolution 4 would permit a financial benefit to be given.
Resolution 5 – Approval to Issue Director Options to Related Party – Johannes Lin	Any related party of the Company to whom Resolution 5 would permit a financial benefit to be given.
Resolution 6 – Approval to Issue Director Options to Related Party – Jason Macdonald	Any related party of the Company to whom Resolution 6 would permit a financial benefit to be given.
Resolution 8 – Approval to Issue Shares under the Director Fee Plan – Justin Virgin	Any related party of the Company to whom Resolution 8 would permit a financial benefit to be given.
Resolution 9 – Approval to Issue Shares under the Director Fee Plan – Johannes Lin	Any related party of the Company to whom Resolution 9 would permit a financial benefit to be given.
Resolution 10 – Approval to Issue Shares under the Director Fee Plan – Jason Macdonald	Any related party of the Company to whom Resolution 10 would permit a financial benefit to be given.

However, this voting prohibition does not prevent the casting of a vote on either of Resolutions 4, 5, 6, 8, 9 or 10 if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on

the relevant Resolution, and it is not cast on behalf of a related party to whom such Resolution would permit a financial benefit to be given, or their associate.

In addition, pursuant to section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on each of Resolutions 4, 5, 6, 8, 9 or 10 if :

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

Provided the Chair is not a related party to whom the relevant Resolution would permit a financial benefit to be given, or their associate, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

ASX Listing Rules

Under Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons:

Resolutions	Persons Excluded from Voting
Resolution 4 – Approval to Issue Director Options to Related Party – Justin Virgin	Justin Virgin (or his nominee) and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Approval to Issue Director Options to Related Party – Johannes Lin	Johannes Lin (or his nominee) and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Approval to Issue Director Options to Related Party – Jason Macdonald	Jason Macdonald (or his nominee) and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval to Issue Consultant Options to Benjamin Bell	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Benjamin Bell or his nominee), and any associate of those persons.
Resolution 8 – Approval to Issue Shares under the Director Fee Plan – Justin Virgin	Any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Director Fee Plan (including Justin Virgin) or an associate of that person or those persons.
Resolution 9 – Approval to Issue Shares under the Director Fee Plan – Johannes Lin	Any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Director Fee Plan (including Johannes Lin) or an associate of that person or those persons.
Resolution 10 – Approval to Issue Shares under the Director Fee Plan – Jason Macdonald	Any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Director Fee Plan (including Jason Macdonald) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a Resolution 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 of the meeting 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 as 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: 30 October 2024

By order of the Board



**Catherine Grant-Edwards
Joint Company Secretary**

IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Annual General Meeting (**Meeting**) will be held at 8:00am WST on Thursday, 28 November 2024 at:

Suite 2, 28 Outram Street, West Perth, Western Australia 6005

If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available via the Company's ASX platform at www.asx.com.au (ASX Code: TMX) and on the Company's website.

Your vote is important

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

The Company encourages its Shareholders to consider lodging a directed proxy in advance of the Meeting. To lodge your directed proxy in advance of the Meeting, please follow the steps set out in your enclosed personalised Proxy Form and lodge it by 8:00am WST on Tuesday, 26 November 2024.

If you wish to ask questions of the Board, Shareholders are encouraged to lodge questions in advance of the Meeting by emailing terrain@terrainminerals.com.au by no later than 8:00am WST on Tuesday, 26 November 2024.

Voting eligibility

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 Shareholders at 4:00pm WST on Tuesday, 26 November 2024.

How to vote

All resolutions at the Meeting will be decided by poll, based on votes submitted by proxy and at the Meeting. Shareholders can vote by either:

- (i) attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- (ii) appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet or by facsimile.

A separate personalised poll form must be completed for each Shareholder. Voting for multiple shareholders cannot be combined into one form.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 10 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

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.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;

- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

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:

- 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); and
- 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; and
- 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
- 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).

Transfer of non-chair proxy to chair in certain circumstances

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

- 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; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9381 5558.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.terrainminerals.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at the annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR JASON MACDONALD

3.1 General

Clause 12.4 of the Constitution and ASX Listing Rule 14.4 provide that a Director appointed either to fill a casual vacancy or as an addition to the Board must not hold office, without re-election, past the next annual general meeting of the Company.

Mr Jason Macdonald was appointed as a Director of the Company on 1 July 2024 as an additional Director to the Board. Mr Macdonald will therefore retire and, being eligible, seeks re-election in accordance with the Constitution and ASX Listing Rule 14.4.

3.2 Qualifications and other material directorships

Mr Jason Macdonald is a qualified legal practitioner, holding a Bachelor of Laws and a Bachelor of Commerce, with a double major in Accounting and Finance from the University of Western Australia. He has practiced in both mining corporate/commercial and commercial litigation areas. Mr Macdonald has been a director of several public and private resource companies. He has a diverse range of corporate, equity capital market and mining related experience.

Mr Macdonald's extensive experience in legal, corporate and international networks comes at a key time for the Company, as Terrain's key projects advance forward and gain interest from credible third parties.

Mr Macdonald was previously a non-executive director of Helix Resources Ltd (ASX: HLX).

3.3 Independence

If re-elected, the Board considers Jason Macdonald will be an independent director.

3.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr Macdonald will be re-elected to the Board as an independent Director.

If Resolution 2 is not passed, Mr Macdonald will not join the Board as an independent Director and the Company will be required to seek additional nominations or otherwise identify additional suitably qualified candidates to join the Board. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

3.5 Board recommendation

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

The Directors (other than Mr Macdonald) recommend Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR JOHANNES LIN

4.1 General

Listing Rule 14.4 and clause 12.1 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer. The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Johannes Lin, who has served as a director since 1 May 2017 and was last re-elected on 30 November 2023, retires by rotation and seeks re-election.

4.2 Qualifications and other material directorships

Mr Lin has over 12 years of management experience as an entrepreneur and presently manages as Finance Director of Windsor Capital Pte Ltd, and Managing Director of both Windsor F&B Pte Ltd and Oprian Investments Pte Ltd which collectively owns and manages a diversified portfolio in Commercial Leasing in Manila, Philippines, a duo of Japanese Restaurants in Sentosa, Singapore, a Confectionery chain with franchisees and Automated Central Kitchen in Nanjing, China, a joint-development project for Hotel Development in Boracay, Philippines and a software development company in Singapore.

Past experience includes serving as a member of advisory team in the restructuring of a Singapore SGX listed Enzer Holdings Limited where series of debt negotiations, debt buy-out, capital raising by placements, right issues, debt to equity conversion and eventual takeover by a marine Company successfully. He has also overseen the development of Pasir Ria Apartments in Singapore, and a key investment team member in the development of Monarch Parksuites Condominium Manila, Philippines.

Mr Lin holds a Bachelor of Commerce, Accounting and Finance from the University of Western Australia.

Mr Lin held no other directorships of ASX listed companies during the last three years.

4.3 Independence

If re-elected, the Board considers Johannes Lin will be an independent director.

4.4 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, Mr Lin will be re-elected to the Board as an independent Director.

If Resolution 3 is not passed, Mr Lin will not join the Board as an independent Director and the Company will be required to seek additional nominations or otherwise identify additional suitably qualified candidates to join the Board. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4.5 Board recommendation

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

The Board (other than Mr Lin) supports the re-election of Johannes Lin and recommends that Shareholders vote in favour of Resolution 3.

5. INTRODUCTION TO RESOLUTIONS 4, 5, 6 AND 7

5.1 Introduction

Resolutions 4, 5, 6, and 7 of this Notice refer to the proposed issue of an aggregate of 20,000,000 Options to the Directors and a consultant of the Company, comprising:

- (a) 8,000,000 Director Options to Justin Virgin (or his nominee) pursuant to Listing Rule 10.11 and Chapter 2E of the Corporations Act (the subject of Resolution 4);
- (b) 4,000,000 Director Options to Johannes Lin (or his nominee) pursuant to Listing Rule 10.11 and Chapter 2E of the Corporations Act (the subject of Resolution 5);
- (c) 4,000,000 Director Options to Jason Macdonald (or his nominee) pursuant to Listing Rule 10.11 and Chapter 2E of the Corporations Act (the subject of Resolution 6); and
- (d) 4,000,000 Consultant Options to Benjamin Bell (or his nominee) pursuant to Listing Rule 7.1 (the subject of Resolution 7).

5.2 Effect on the capital structure of the Company

The effect of the various issues on the capital structure of the Company is as follows (assuming no other Shares are issued or Options are exercised):

Item	Number	Percentage
Shares		
Shares currently on issue	1,800,028,802	100%
Total Shares	1,800,028,802	100%
Options		
Options currently on issue	52,000,000	72.2%
Maximum number of Director Options to be issued under Resolutions 4, 5 and 6)	16,000,000	22.2%
Maximum number of Consultant Options to be issued under Resolution 7)	4,000,000	5.6%
Total Options	72,000,000	100%

6. RESOLUTIONS 4, 5 AND 6 – APPROVAL TO ISSUE DIRECTOR OPTIONS TO RELATED PARTIES – JUSTIN VIRGIN, JOHANNES LIN AND JASON MACDONALD

6.1 General

The Company proposes, subject to Shareholder approval, to issue Options to Directors Justin Virgin, Johannes Lin and Jason Macdonald (or their nominees) (**Related Parties**) as follows:

Directors	Number of Director Options
Justin Virgin	8,000,000
Johannes Lin	4,000,000
Jason Macdonald	4,000,000
Total	16,000,000

Resolutions 4, 5 and 6 seek Shareholder approval for the issue of the Options to the Directors for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

The Options will have an exercise price equal to 140% of the 5-day volume weighted average price of the Company's Shares prior to the date of grant and will expire at 5:00 pm (WST) on 28 November 2029 and will otherwise be subject to the terms set out in Schedule 2 (**Director Options**).

The primary purpose of the grant of the Director Options to the Directors is to provide an attractive remuneration package for the Directors to motivate and reward the performance of the Directors, in particular:

- (a) the grant of Director Options to the Directors will align the interests of the Directors with those of Shareholders;
- (b) the grant of the Director Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors;
- (c) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Director Options upon the terms proposed; and
- (d) in determining each of the Directors' respective remuneration packages, including this proposed issue of the Director Options, the Board considered the scope of the Directors' roles, the business challenges facing the Company and market practice for the remuneration of officers in positions of similar responsibility. Accordingly, it was determined that the proposed grant of the Director Options as a form of long term incentive, as contemplated in Resolutions 4, 5 and 6, is appropriate.

The effect of the issues under Resolutions 4, 5 and 6 (assuming Shareholders pass such Resolutions) on the capital structure of the Company is set out in Section 5.2.

6.2 Chapter 2E of the Corporations Act

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

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The issue of Director Options to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As the Director Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Director Options. Accordingly, Shareholder approval for the issue of the Director Options to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

6.3 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:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Director Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

6.4 Technical information required by Listing Rule 14.1A

If Resolutions 4, 5 and 6 are passed, the Company will be able to proceed with the issue of the relevant Director Options to the relevant Related Party. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolutions 4, 5 and 6 are not passed, the Company will not be able to proceed with the issue of the relevant Director Options to the relevant Related Party and may have to negotiate with the relevant Related Party on alternative arrangement to compensate the relevant Related Party.

6.5 Technical information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13 the following information is provided about the issue of the Director Options under Resolutions 4, 5 and 6:

(a) The names of the persons to receive securities

The persons participating in the issue of the Director Options are the following:

- (i) Resolution 4 – Justin Virgin (or his nominee), a Director.
- (ii) Resolution 5 – Johannes Lin (or his nominee), a Director.
- (iii) Resolution 6 – Jason Macdonald (or his nominee), a Director.

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

Each of the Related Parties is a Director and is therefore a related party and subject to Listing Rule 10.11.1. Any nominee(s) of the Related Parties who receive Director Options may constitute 'associates' for the purposes of Listing Rule 10.11.4.

(c) Maximum number and class of securities to be issued

The maximum number of securities to be issued (being the nature of the financial benefit proposed to be given) is 16,000,000 Director Options, to be allocated as set out in the table at Section 6.1.

(d) Material terms of the securities

The Director Options will have an exercise price equal to 140% of the 5-day volume weighted average price of the Company's Shares prior to the date of grant and will expire at 5:00 pm (WST) on 28 November 2029 and will otherwise be subject to the terms set out in Schedule 1.

(e) Date of issue

The securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue will occur on the same date.

(f) Issue price or other consideration

The Director Options will be issued for nil cash consideration to provide an attractive remuneration package for the Related Parties to motivate and reward the performance of the Related Parties. The Company will not receive any other consideration in respect of the issue of the Director Options (other than in respect of funds received on exercise of the Options).

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

The Director Options are proposed to be issued for the purposes set out in Section 6.1 including to motivate and reward the performance of the Directors, and no funds will be raised from the issue. Funds raised from the exercise of the Director Options (if exercised under the Traditional Exercise election) will be used towards the working capital of the Company.

(h) Remuneration

Details of the remuneration (including superannuation) of each Related Party, including their related entities, who is to receive, or whose nominee is to receive, securities under Resolutions 4, 5 and 6 for the previous financial year ended 30 June 2024 and the proposed total remuneration package for the current financial year is set out below.

Related Party	Actual	Estimate
	Previous Financial Year 30 June 2024	Current Financial year 30 June 2025*
Justin Virgin	239,489	200,700
Johannes Lin	33,300	33,450
Jason Macdonald	-	44,600

*Excludes the value of equity settled share-based payments in respect of the Directors Options (the subject of Resolutions 4, 5 and 6). Please refer to Schedule 2 for details of the valuation of the Director Options – if the Director Options are issued, the total remuneration package of each Related Party will increase by the value of the Director Options issued to that Related Party.

(i) Relevant agreement

The Director Options are not being issued under an agreement.

(j) Voting exclusion statement and voting prohibition statement

A voting exclusion statement and voting prohibition statement for each of Resolutions 4, 5 and 6 is included in this Notice.

6.6 Information required by Chapter 2E of the Corporations Act

For the purposes of section 219 of the Corporations Act and ASIC Regulatory Guide 76, the following information is provided to Shareholders to enable them to assess the merits of Resolutions 4, 5 and 6:

- (a) The related parties to whom Resolutions 4, 5 and 6 would permit the benefit to be given are Justin Virgin, Johannes Lin and Jason Macdonald, who are each Directors of the Company.
- (b) The nature of the financial benefit to be given under Resolutions 4, 5 and 6 is:
 - a. 8,000,000 Director Options to Justin Virgin;
 - b. 4,000,000 Director Options to Johannes Lin; and
 - c. 4,000,000 Director Options to Jason Macdonald.

- (c) The Director Options will each have an exercise price equal to 140% of the 5-day volume weighted average price of the Company's Shares before the date of grant and will expire at 5:00 pm (WST) on 28 November 2029 and are otherwise subject to the terms set out in Schedule 1.
- (d) The reasons for giving the financial benefit and the considerations of the type and quantum of securities to be granted are set out in Sections 6.1 and 6.5 above.
- (e) The existing relevant interest of the Related Parties in securities of the Company as at the date of this Notice is set out below:

Director	Shares	Options
Justin Virgin	91,763,890	28,000,000 ¹
Johannes Lin	48,862,771	4,000,000 ²
Jason Macdonald	2,500,000	-

¹ Includes 4,000,000 options at \$0.0065 expiring 20 November 2024, 8,000,000 options at \$0.0214 expiring 25 November 2025, 6,000,000 options at \$0.015 expiring 7 December 2026 and 10,000,000 options at \$0.0056 expiring 30 November 2028.

² Options at \$0.0214 expiring 25 November 2025.

- (f) The Related Parties' current total remuneration packages are detailed at Section 6.5(h).
- (g) The Company's issued share capital will not change as a result of the issue of the Director Options to the Related Parties. If the Director Options granted to the Related Parties are exercised, a total of 16,000,000 Shares would be issued. This will increase the number of Shares on issue from 1,800,028,802 to 1,816,028,802 (assuming that no further Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.89% (comprising 0.44% by Justin Virgin, 0.22% by Johannes Lin and 0.22% by Jason Macdonald).

The market price for Shares during the term of the Director Options would normally determine whether or not the Director Options are exercised. If, at any time any of the Director Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Director Options, there may be a perceived cost to the Company.

- (h) The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.006	11, 16 and 17 January 2024
Lowest	\$0.0025	6 August 2024
Last	\$0.004	11 October 2024

- (i) The Director Options have been valued using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Director Options, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Director Options. The fair value of each of the 16,000,000 Director Options is approximately \$0.0029. Based on this fair value, the total value of the Director Options the subject of Resolutions 4, 5 and 6 is \$45,776 (\$22,888 in respect of Justin Virgin, \$11,444 in respect of Johannes Lin and \$11,444 in respect of Jason Macdonald). Full details in respect of the valuations, including the valuation methodology used is set out in Schedule 2.
- (j) The Directors are not aware of any other information that is reasonably required by Shareholders to allow them to make a decision on whether it is in the best interests of the Company to pass Resolutions 4, 5 and 6.

6.7 Directors recommendation

Each Director has a material personal interest in the outcome of Resolutions 4, 5 and 6 on the basis that the Directors (or their nominees) are to be issued Director Options on the same terms and conditions should Resolutions 4, 5 and 6 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 4, 5 and 6 of this Notice.

7. RESOLUTION 7 – APPROVAL TO ISSUE CONSULTANT OPTIONS TO BENJAMIN BELL

7.1 Background

The Company proposes, subject to Shareholder approval, to issue 4,000,000 Options to its head of exploration, Benjamin Bell, for consulting services received (**Consultant Options**).

Resolution 7 is an ordinary resolution for Shareholders to approve the issue of up to 4,000,000 Consultant Shares to Benjamin Bell for the purposes of Listing Rule 7.1.

7.2 Listing Rule Requirements

Broadly speaking, 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.

The proposed issue of the Consultant Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

7.3 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Consultant Options. In addition, the issue of the Consultant 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 7 is not passed, the Company will not be able to proceed with the issue of the Consultant Options and may have to negotiate with Mr Bell an alternative arrangement to compensate him.

Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Consultant Options.

7.4 Listing Rule information requirements

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 7:

- (a) 4,000,000 Consultant Options will be issued to Benjamin Bell (or his nominee), a non-related party to the Company;
- (b) the Consultant Options are each to have an exercise price equal to 140% of the 5-day volume weighted average price of the Company's Shares before the date of grant and will expire at 5:00 pm (WST) on 28 November 2029 and will otherwise be subject to the terms set out in Schedule 1;
- (c) the Company will issue the Consultant Options to Benjamin Bell (or his nominee) no later than 3 months (or such later date permitted by ASX) from the date of the Meeting;
- (d) the Consultant Options will be issued for nil cash consideration;
- (e) the Consultant Options are proposed to be issued as consideration for consulting services received. Funds raised from the exercise of the Consultant Options (if any) will be used towards the working capital requirements of the Company;
- (f) the Consultant Options are not being provided under an any agreement and are not being issued under, or to fund, a reverse takeover; and
- (g) a voting exclusion statement for Resolution 7 is included in the Notice.

7.5 Directors recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7 and issue the Consultant Options while preserving its 15% issuing capacity under Listing Rule 7.1.

8. RESOLUTIONS 8, 9 AND 10 – APPROVAL TO ISSUE SHARES UNDER THE DIRECTOR FEE PLAN – JUSTIN VIRGIN, JOHANNES LIN AND JASON MACDONALD

8.1 Background

The Board has adopted a Director Fee Plan (**Fee Plan**) to enable the Company to issue Shares to Directors in lieu of accrued cash remuneration. Eligible participants are directors of the Company or any related entity or any nominee of such parties. Under the Fee Plan, eligible participants can elect to be paid some or all of the cash remuneration accrued to them by the issue of Shares. Any issues of Shares then made are at the discretion of the Board.

The objective of the Fee Plan is to give the Company a cost effective means of remunerating its Directors which aligns the interests of the Board with Shareholders and incentivises such parties (with the number of Shares to be issued in lieu of remuneration being directly linked to the performance of the Company's Share price) and allows the Company to allocate a greater proportion of its cash reserves to advancing its projects.

The Company must seek Shareholder approval under Listing Rule 10.14 in respect of any issues of Shares under the Fee Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

8.2 General

The Company has agreed, subject to obtaining Shareholder approval, to issue Shares in lieu of remuneration to each of the three Directors, Justin Virgin, Johannes Lin and Jason Macdonald (or their respective nominees), pursuant to the Fee Plan and on the terms and conditions set out below.

The issue of Shares to the Directors in lieu of accrued cash payments for remuneration under the terms of the Fee Plan will allow the Company to maintain its cash reserves to the extent of participation in the Fee Plan.

Under the Fee Plan, each Director may elect to be paid a portion of the cash remuneration accrued to them (as set out below) by the issue of Shares on a monthly basis. An election can be made by such party for each calendar month within 5 business days after the end of each calendar month. The Shares will be issued in lieu of cash due to the Director and thereby no funds will be raised as a result of the issue of the Shares. A summary of the terms of the Fee Plan is set out in Schedule 4.

The number of Shares to be issued to a Director will be determined by the Board based on each portion of the Director's fees payable by the Company for the relevant calendar month at the time an offer is made, divided by the volume weighted average price (**VWAP**) of the Company's Shares trading on ASX over that calendar month.

While ASX Listing Rule 10.15.7 allows an entity to seek Shareholder approval to issue Securities under an employee incentive scheme up to 3 years from the date of Shareholder approval, the Company is seeking Shareholder approval pursuant to Resolutions 8 to 10 to issue Shares under the Fee Plan for a period of only 12 months from the date of the Meeting.

The maximum number of Shares that a Director can receive in such a 12 month period will be determined by the percentage of remuneration for that period which is sacrificed and satisfied by the issue of Shares and the VWAP of the Shares over the relevant previous calendar months.

While the maximum number of Shares to be issued cannot yet be determined, set out below are some examples of the number of Shares that may be issued to the Directors under the Fee Plan over the 12 month period from the date of the Meeting, based on an assumed price for the Shares of \$0.004 per Share (being the closing market price on 11 October 2024). These are examples only and Shareholders should be aware that the actual number of Shares to be issued to Directors may vary, based on the prevailing Share price at the time the number of Shares to be issued is to be calculated, and the percentage of remuneration the Director elects to sacrifice. The maximum amount of cash remuneration which can be sacrificed by the issue of Shares to the Directors over the 12 month period from the date of the Meeting is \$100,000 for Justin Virgin and \$20,000 for each of Johannes Lin and Jason Macdonald.

As an example, based on the Directors sacrificing 50% and 100% respectively of these maximum annual amounts and a Share price of \$0.004 per Share, each

Director would be issued with approximately the number of Shares detailed in the table below over the 12 month period from the date of the Meeting.

Party	Maximum Amount of Annual Remuneration which can be sacrificed	Percentage of Maximum Amount sacrificed (50%)	Number of Shares to be issued (based on 50%)	Percentage of Maximum Amount sacrificed (100%)	Number of Shares to be issued (based on 100%)
Justin Virgin (Resolution 8)	\$100,000	\$50,000	12,500,000	\$100,000	25,000,000
Johannes Lin (Resolution 9)	\$20,000	\$10,000	2,500,000	\$20,000	5,000,000
Jason Macdonald (Resolution 10)	\$20,000	\$10,000	2,500,000	\$20,000	5,000,000

This would dilute current Shareholders by the percentages set out below based on the Company's current share capital:

Number of Shares currently on issue (at the date of this Notice)	Number of Shares to be issued annually (based on 50% sacrifice and Share price assumed above)	Dilution (based on 50% sacrifice)	Number of Shares to be issued annually (based on 100% sacrifice and Share price assumed above)	Dilution (based on 100% sacrifice)
1,800,028,802	17,500,000	0.97%	35,000,000	1.94%

8.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 6.2 above.

The issue of Shares under the Fee Plan constitutes giving a financial benefit and all of the Directors are related parties of the Company.

As it is proposed that Shares can be issued to all Directors under the Fee Plan, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to these issues of Shares. Accordingly, Shareholder approval is sought for the issue of Shares to the Directors under the Fee Plan in accordance with Chapter 2E of the Corporations Act.

8.4 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of Shares under the Fee Plan to the Directors falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolutions 8 to 10 seek the required Shareholder approval for the issue of the Shares under the Fee Plan under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.14.

8.5 Technical information required by Listing Rule 14.1A

If Resolutions 8 to 10 are passed, the Company will be able to proceed with the issue of the Shares to the Directors under the Fee Plan within 12 months after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares under the Fee Plan (because approval is being obtained under Listing Rule 10.14), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 8 to 10 are not passed, the Company will not be able to proceed with the issue of the Shares to the Directors under the Fee Plan and the Company will be required to pay each Director's fees in cash.

8.6 Technical information required by Listing Rule 10.15 and section 219 of the Corporations Act

Pursuant to and in accordance with the requirements of Listing Rule 10.15 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 8 to 10:

- (a) the persons to whom Shares may be issued under the Fee Plan are:
 - (i) Justin Virgin (or his nominee) pursuant to Resolution 8;
 - (ii) Johannes Lin (or his nominee) pursuant to Resolution 9; and
 - (iii) Jason Macdonald (or his nominee) pursuant to Resolution 10,who fall within the category set out in Listing Rule 10.14.1 by virtue of being a Director;
- (b) the maximum number of Shares to be issued to each of the Directors under the Fee Plan for each calendar month will be equal to the amount of the Director's fees elected to be sacrificed for such period divided by the volume weighted average price of the Shares trading on ASX in such calendar month as shown in the example set out in Section 8.2 above, being a total of 35,000,000 Shares over the 12 month period from the date of the Meeting, as follows:
 - (i) 25,000,000 Shares to Justin Virgin (or his nominee);
 - (ii) 5,000,000 Shares to Johannes Lin (or his nominee); and
 - (iii) 5,000,000 Shares to Jason Macdonald (or his nominee);
- (c) no Shares have previously been issued under the Fee Plan;
- (d) any Shares issued under the Fee Plan will rank equally with all existing Shares on issue;

- (e) the Company is seeking Shareholder approval for the issue of Shares to Directors under the Fee Plan in order that the Company has flexibility to issue such Shares to the Directors in lieu of accrued cash payments for remuneration which will allow the Company to maintain its cash reserves to the extent of Director participation in the Fee Plan;
- (f) the Shares issued under the Fee Plan in lieu of accrued cash payments will be issued at a cost equal to the value of the Director's fees that would otherwise be payable by the Company in cash;
- (g) the consideration payable for the Shares issued under the Plan will be equal to the Director's fees foregone by the Director who accepts an offer;
- (h) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares under the Fee Plan upon the terms proposed;
- (i) the total remuneration package for each of the Directors for the previous financial year and the proposed total remuneration package for the current financial year are set out in Section 6.5(h) above;
- (j) Shares issued under Resolutions 8 to 10 will be issued no later than 12 months after the date of the Meeting;
- (k) the issue price of the Shares issued under the Fee Plan will be nil and, as such, no funds will be raised from the issue of the Shares;
- (l) a summary of the material terms and conditions of the Fee Plan is set out in Schedule 4;
- (m) no loans will be made to the Directors in connection with the acquisition of Shares under the Fee Plan;
- (n) details of any Shares issued under the Fee Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
- (o) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Shares under the Fee Plan after Resolutions 8 to 10 are approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14;
- (p) the relevant interests of the Directors in securities of the Company as at the date of this Notice are set out in Section 6.6(e) above;
- (q) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out in Section 6.6(h) above;

- (r) each Director has a material personal interest in the outcome of Resolutions 8 to 10 on the basis that all of the Directors (or their nominees) may elect to be issued Shares under the Fee Plan should Resolutions 8 to 10 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 8 to 10 of this Notice;
- (s) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 8 to 10; and
- (t) a voting exclusion statement and voting prohibition statement is included in Resolutions 8 to 10 of the Notice.

9. RESOLUTION 11 – CONFIRMATION OF APPOINTMENT OF AUDITOR

9.1 Background

On 30 April 2024, in accordance with section 327C of the Corporations Act, the Company appointed BDO Audit Pty Ltd (**BDO Audit**) as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, BDO Audit (WA) Pty Ltd, in accordance with section 329(5) of the Corporations Act.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, BDO Audit holds office as auditor of the Company until the Company's next Annual General Meeting, being the meeting the subject of this Notice of Meeting.

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of BDO Audit as auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act, notice in writing nominating BDO Audit as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice of Meeting as Schedule 3.

BDO Audit has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

If this Resolution 11 is passed, the appointment of BDO Audit as the Company's auditor will take effect at the close of the Annual General Meeting.

9.2 Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

10. RESOLUTION 12 – APPROVAL OF 10% PLACEMENT CAPACITY

10.1 General

A summary of Listing Rule 7.1 is set out in Section 7.2 above.

Under ASX Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes. As at the date of this Notice, the Company is an 'eligible entity' as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$300,000,000 or less.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval. For Resolution 12 to be passed, it must be approved by a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote.

10.2 Technical information required by ASX Listing Rule 14.1A

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

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

10.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum Price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class,

calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 10.3(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company may only seek to issue the Equity Securities under the 7.1A Mandate for cash consideration. The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate towards:

- (i) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);
- (ii) continued exploration expenditure on the Company's current assets/or projects (funds would then be used for project exploration activities, feasibility studies and ongoing project administration);
- (iii) the development of the Company's current business; and
- (iv) general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in ASX Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.002	\$0.004	\$0.008
			50% decrease	Issue Price	100% increase
		Funds Raised			
Current	1,800,028,802 Shares	180,002,880 Shares	\$360,006	\$720,012	\$1,440,023
50% increase	2,700,043,203 Shares	270,004,320 Shares	\$540,009	\$1,080,017	\$2,160,035
100% increase	3,600,057,604 Shares	360,005,760 Shares	\$720,012	\$1,440,023	\$2,880,046

The table above uses the following assumptions:

1. There are currently 1,800,028,802 Shares on issue.
2. The latest available market price of Shares as at 11 October 2024 was \$0.004.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) Allocation policy under the 7.1A Mandate

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 30 November 2023 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 27 November 2023, the Company issued 143,167,000 Shares pursuant to the Previous Approval (**Previous Issue**), which represent approximately 10.6% of the total diluted number of Equity Securities on issue in the Company on 27 November 2023, which was 1,353,427,816 Shares.

For the purposes of Listing Rule 7.4, Shareholders ratified the issue of shares the subject of the Previous Issue at the General Meeting held 25 September 2024.

Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.

Date of issue and Appendix 2A	29 July 2024
Recipients	Placement subscribers who are clients of Melbourne Capital and other existing and new sophisticated investors.
Number and Class of Equity Securities Issued	143,167,000 Shares ²
Issue Price and discount to Market Price ¹	Issue Price: \$0.003 Discount: 25%
Total Cash Consideration and Use of Funds	Amount Raised: \$429,501 Amount Spent: Nil Amount Remaining: \$429,501

Proposed Use of Funds³: additional drilling at the Company's Smokebush Gold Project including the Larin's Lane Gallium prospect and activities at the Lort River Nickel/copper project as well as advancing exploration activities across the Companies other projects, the costs of the Placement and for general working capital requirements.

Notes:

¹ Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities (being \$0.004).

² Fully paid ordinary shares in the capital of the Company, ASX Code: TMX (terms are set out in the Constitution).

³ This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

10.4 Voting exclusion statement

At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and accordingly no voting exclusion statement is required for the Notice.

10.5 Board recommendation

The Board unanimously recommend that Shareholders vote in favour of Resolution 12.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given to that term in Section 10.1.

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

ASIC means the Australian Securities & Investments Commission.

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 the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

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 Terrain Minerals Limited (ACN 116 153 514).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Fee Plan has the meaning given to that term in Section 8.1.

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 or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Placement means the capital raising of \$1.045 million (before costs) via a placement of Shares at an issue price of \$0.003 per Share to sophisticated and professional investors as announced 17 July 2024.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2024.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Spill Resolution has the meaning given to that term in Section 2.2.

Spill Meeting has the meaning given to that term in Section 2.2.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

VWAP has the meaning given to that term in Section 8.2.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS AND CONSULTANT OPTIONS

The terms and conditions of the Options are as follows:

(a) Entitlement

Each Option entitles the holder to subscribe for one Share, at a cost equal to 140% of the 5-day volume weighted average price of the Company's Shares prior to the date of grant (**Exercise Price**). The date of grant will be the date of receipt of shareholder approval for the issue. In the event of exercise, the holder will be entitled to nominate whether the exercise will be a **Traditional Exercise** (refer clause (e)(i)) or **Cashless Exercise** (refer clause (e)(ii)).

(b) Expiry Date

Each Option will expire at 5:00 pm (WST) on the date that is five years from the date of grant (**Expiry Date**). The Expiry date has been determined to be 28 November 2029. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) Vesting Conditions

Options shall vest immediately upon issue.

(d) Exercise Period

The Options are exercisable at any time until the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and either:

- (i) **Traditional Exercise** election: 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; or
- (ii) **Cashless Exercise** election: nil payment. On nominating a cashless exercise, the Company will only issue that number of Shares (rounded down to the nearest whole number) as are equal in value to the difference between the exercise price otherwise payable for the Options and the market value of the Shares at the time of exercise. The market value of the Shares will be based on the VWAP of Shares on the ASX over the 5 trading days prior to the notice of exercise being provided to the Company, unless otherwise determined by the Board.

(f) Exercise Date

Notice of Exercise is only effective on and from date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price (if applicable) for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company (if applicable);
- (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 Options.

If a notice delivered under (i)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, 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.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) Reconstruction of capital

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

(j) 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.

(k) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) Transferability

The Options are not transferable, unless as otherwise approved by the Board.

SCHEDULE 2 – VALUATION OF DIRECTOR OPTIONS

The value of the Director Options has been calculated using the Black-Scholes option pricing model. The Director Options are not to be quoted on ASX and as such have no actual market value.

The valuation of the Director Options is set out below:

Assumptions	Director Options
Valuation date ¹	11 October 2024
Market price of Shares	\$0.004
Exercise price	\$0.0056
Expiry date	28 November 2029
Risk free interest rate	3.56%
Expected volatility	100%
Indicative value per Option (undiscounted)	\$0.0029
Discount	Nil
Indicative value per Option	\$0.0029
Total Number of Options	16,000,000
Total Value of Options	\$45,776

¹Valuation date of 11 October 2024 has been used to estimate the value of the Director Options for presentation in this Notice.

SCHEDULE 3 - NOMINATION OF AUDITOR

17 October 2024

The Board of Directors
Terrain Minerals Limited
Suite 2, 28 Outram Street
WEST PERTH WA 6005

Bellatrix Corporate Pty Ltd, being a member of Terrain Minerals Limited ACN 116 153 514 (**Company**) nominate BDO Audit Pty Ltd in accordance with section 328B(1) of the Corporations Act to fill the office of the auditor of the Company.

Please distribute copies of this notice of nomination as required by section 328B(3) of the Corporations Act.



Director
Bellatrix Corporate Pty Ltd



Director
Bellatrix Corporate Pty Ltd


SCHEDULE 4 – TERMS AND CONDITIONS OF DIRECTOR FEE PLAN


1. All executive and non-executive directors of the Company (**Participants**) and any related entity and any nominee of such parties shall be entitled during the term of the Fee Plan (**Plan**) to elect by notice in writing to the Company (**Election Notice**) to be paid some or all of the remuneration due and owing to them by the Company from time to time as fees for services (**Outstanding Remuneration**) by way of an issue of Shares (**Plan Shares**).
2. Subject to paragraph 3, an Election Notice may be given by a Participant at any time (including prior to a calendar month's end) provided it is given no later than 5 business days after the end of such calendar month during the Plan and shall specify:
 - (a) the amount of any Outstanding Remuneration that a Participant wishes to be paid by way of Plan Shares under the Plan; and
 - (b) whether the Participant wishes to have the Plan Shares issued in his or her own name or in the name of a nominee (**Recipient**).
3. An Election Notice may be given to the Company in any manner permitted under the Constitution for service by the Company of notices.
4. Upon receipt of an Election Notice, Plan Shares may be issued to each Participant who elects to be issued Plan Shares in lieu of any Outstanding Remuneration at the discretion of the Board.
5. For Participants who give an Election Notice for a relevant calendar month, the deemed issue price of Plan Shares to be issued under such Election Notice will be equal to the volume weighted average price for Shares calculated over the relevant calendar month.
6. Any fractional entitlement to be issued Plan Shares shall be rounded down to the nearest whole number.
7. The Company shall:
 - (a) issue the Plan Shares to a Recipient as soon as practicable after conclusion of the calendar month to which the Outstanding Remuneration relates;
 - (b) forthwith deliver a holding statement to the Recipient in respect of the Plan Shares; and
 - (c) cause the Plan Shares to be listed on ASX as soon as reasonably practicable at the Company's cost and expense.
8. The obligation of the Company to issue any Plan Shares is subject to the receipt of any approvals required under;
 - (a) the ASX Listing Rules; and
 - (b) the Corporations Act.
9. Notwithstanding any other provision of the Plan, a Participant may only receive the number of Plan Shares as approved by shareholders of the Company under the ASX Listing Rules and the Corporations Act.

TMXRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **8:00am (AWST) on Tuesday, 26 November 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Terrain Minerals Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Terrain Minerals Ltd to be held at Suite 2, 28 Outram Street, West Perth, WA 6005 on Thursday, 28 November 2024 at 8:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 4, 5, 6, 8, 9 and 10 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 4, 5, 6, 8, 9 and 10 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 4, 5, 6, 8, 9 and 10 by marking the appropriate box in step 2.

Step 2 Items of Business

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

	For	Against	Abstain		For	Against	Abstain
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

