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Cobalt Blue Holdings Limited
(ASX:COB)

2022 Annual General Meeting

The 2022 Annual General Meeting (AGM) of Cobalt Blue Holdings Limited ABN 90 614 466 607 is to be held at 11:00am (AEDT) on Friday, 25 November 2022 at the Company's North Sydney Office.



Cobalt Blue Holdings Limited ABN 90 614 466 607
Address: Suite 17.03, Level 17, 100 Miller Street, North Sydney, NSW 2060

Website: www.cobaltblueholdings.com

Facebook: www.facebook.com/Cobalt.Blue.Energy

LinkedIn: www.linkedin.com/company/cobalt-blue-holdings

NOTICE OF 2022 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of Shareholders of Cobalt Blue Holdings Limited ABN 90 614 466 607 (the Company) will be held at 11:00am (AEDT) on Friday, 25 November 2022, at the Company's North Sydney office.

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Refer to the Explanatory Memorandum for further information on the proposed resolutions.

By order of the Board of Cobalt Blue Holdings Limited:

Danny Morgan
Company Secretary
25 October 2022

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1. AGENDA

RECEIPT OF FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the Company for the financial year ended 30 June 2022.

Note: There is no requirement for Shareholders to approve these reports.

RESOLUTION 1: TO RE-ELECT A DIRECTOR – MR ROBERT McDONALD

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

“That, for the purposes of Article 3.6 of the Company's Constitution and ASX Listing Rule 14.4, Mr Robert McDonald, who retires from office by rotation, and is eligible for re- election, is re-elected as a Director of the Company.”

RESOLUTION 2: TO RE-ELECT A DIRECTOR – MR JOSEF KADERAVEK

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

“That, for the purposes of Article 3.6 of the Company's Constitution and ASX Listing Rule 14.4, Mr Josef Kaderavek, who retires from office by rotation, and is eligible for re- election, is re-elected as a Director of the Company.”

RESOLUTION 3: TO ADOPT THE REMUNERATION REPORT

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

“For the purposes of section 250R(2) of the Corporations Act approval is given for the adoption of the Remuneration Report for the financial year ended 30 June 2022.”

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

RESOLUTION 4: APPROVAL FOR FUTURE ISSUE OF FULLY PAID ORDINARY SHARES

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

“That, for the purpose of ASX Listing Rule 7.1, Shareholders approve the issue and allotment of up to 49,590,801 fully paid ordinary shares to investors that are not Related Parties of the Company, as described in the Explanatory Memorandum accompanying this Notice of Meeting.”

RESOLUTION 5: APPROVAL OF 10% PLACEMENT FACILITY

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

“That, for the purpose of ASX Listing Rule 7.1A, Shareholders approve the issue of Equity Securities up 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.”

RESOLUTION 6: APPROVAL OF THE ISSUE OF ORDINARY SHARES TO DIRECTORS

Resolution 6.1: 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 10.11, approval be hereby given for the issue of fully paid ordinary shares to Mr Robert Biancardi (or his nominee) to be issued in satisfaction of a proportion of his Directors’ Fees for the year ending 30 June 2023, as set out in the Explanatory Memorandum.”

Resolution 6.2: 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 10.11, approval be hereby given for the issue of fully paid ordinary shares to Mr Hugh Keller (or his nominee) to be issued in satisfaction of a proportion of his Directors’ Fees for the year ending 30 June 2023, as set out in the Explanatory Memorandum.”

Resolution 6.3: 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 10.11, approval be hereby given for the issue of fully paid ordinary shares to Mr Robert McDonald (or his nominee) to be issued in satisfaction of a proportion of his Directors’ Fees for the year ending 30 June 2023, as set out in the Explanatory Memorandum.”

RESOLUTION 7: APPROVAL OF THE ISSUE OF PERFORMANCE RIGHTS TO THE CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR

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 10.11, approval is given for the Company to issue a total of 351,055 Performance Rights to the Chief Executive Officer and Executive Director, Mr Josef Kaderavek (or his nominee) under his Long-Term Incentive, on the terms and conditions set out set out in the Explanatory Memorandum.”

1.1 VOTING PROHIBITIONS AND EXCLUSION STATEMENTS

The Corporations Act and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, on the Resolutions to be considered at the Annual General Meeting. These voting exclusions are described below.

Resolution	Persons excluded from voting
Resolution 3 To adopt the remuneration report	In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast on the resolution by an Excluded Person.
Resolution 4 To approve the proposed issue of shares	The Company will disregard any votes cast in favour of the resolution by or on behalf of: <ul style="list-style-type: none"> • a 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) if Resolution 4 is passed; or • an Associate of that person (or those persons).
Resolution 5 Approval of 10% Placement Facility	The Company will disregard any votes cast in favour of the resolution by or on behalf of: <ul style="list-style-type: none"> • a person who is anticipated 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); or • an Associate of that person.
Resolution 6 To approve the issue of ordinary shares to Non-Executive Directors	The Company will disregard any votes cast in favour of Resolutions 6.1 to 6.3 by or on behalf of: <ol style="list-style-type: none"> (a) Mr Robert Biancardi (or his nominee) and any other person who will obtain a material benefit as a result 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 (in respect to Resolution 6.1); (b) Mr Hugh Keller (or his nominee) and any other person who will obtain a material benefit as a result 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 (in respect to Resolution 6.2); and (c) Mr Robert McDonald (or his nominee) and any other person who will obtain a material benefit as a result 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 (in respect to Resolution 6.3).
Resolution 7 Approve the issue of performance rights to the CEO & Executive Director	The Company will disregard any votes cast in favour of the resolution by or on behalf of Mr Kaderavek (or his nominee) and any other person who will obtain a material benefit as a result 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.

With respect to Resolutions 3, 6, and 7, the Company will not disregard a vote made by an Excluded Person as proxy if the vote is not cast on behalf of a person who is excluded from voting on those Resolutions, and either:

- the Excluded Person is appointed as a proxy in writing that specifies the way the proxy is to vote on the Resolution; or
- the Excluded Person is the Chairman and the appointment of the Chairman:
 - does not specify the way the proxy is to vote on the Resolution; and
 - expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

With respect to Resolutions 3, 5, 6, and 7, the Company need not disregard a vote if cast in favour of the resolution:

- by a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;
- by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the chair decides; or
- by the holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

1.2 VOTING RIGHTS AND PROXIES

A member who is entitled to attend and vote at the Meeting has a right to appoint a proxy. This appointment may specify the proportion or number of votes that the proxy may exercise. The proxy need not be a member of the Company. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes that each proxy may exercise, each proxy may exercise half of the votes. If a proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must only vote on a poll.

Unless otherwise stated, the Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution. Section 250B of the Corporations Act stipulates that proxies must be delivered at least 48 hours prior to the Meeting. For the purposes of section 250B, the Board has determined that all proxies must be received by no later than 11:00 am (AEDT) 23 November 2022 or in the event of the meeting being adjourned at least 48 hours prior to the adjourned meeting, to the Company's Share Registry Service Provider, Computershare Investor Services Pty Limited as follows:

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)
In person:	Computershare Investor Services Pty Limited Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067 Australia
Lodge electronically:	In accordance with the instructions on the proxy form or for Intermediary Online Subscribers only (custodians) cast (on behalf of the Shareholder) online by visiting www.intermediaryonline.com

Corporate Representatives

A body corporate that is a shareholder, or that has been appointed as a proxy, is entitled to appoint any person to act as its representative. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative must submit a properly executed Certificate of Appointment of Corporate Representative (available from the Company's share registry) by no later than 11:00 am (AEDT) on 23 November 2022, by one of the above identified methods.

1.3 DATE FOR DETERMINING HOLDERS OF SHARES

For the purposes of regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) and ASX Settlement Operating Rule 5.6.1, the Directors have set 7:00pm (AEDT) on 23 November 2022 as the time and date to determine holders of the Company's fully paid ordinary shares for the purposes of determining entitlements to attend and vote at the Annual General Meeting. Share transfers registered after that deadline will be disregarded in determining entitlements to attend and vote at the Meeting.

1.4 RESOLUTIONS

All items of business involving a vote by Shareholders, other than Resolution 5, are ordinary resolutions, which means that, to be passed, the item needs approval of a simple majority of the votes cast by Shareholders entitled to vote on the resolution.

Resolution 5 is a special resolution which means that, to be passed, the item needs the approval of at least 75% of the votes cast by Shareholders entitled to vote on the resolution.

2. LODGING YOUR PROXY

Completed and signed proxies must be either:

- sent by post to the following address:
Computershare Investor Services Pty Limited
GPO Box 242, MELBOURNE VIC 3001 Australia; or
- sent by facsimile to Computershare on:
1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- voted online by following the instructions on the attached Proxy Form; or
- lodged in person, at Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067 Australia; or
- for Intermediary Online subscribers only (custodians), cast online for the Shareholder's vote by visiting www.intermediaryonline.com so that it is received not later than 11:00am (AEDT) on 23 November 2022.

3. EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company to explain the Resolutions to be put to Shareholders at the Annual General Meeting (AGM) on 25 November 2022. The Board recommends that Shareholders read the accompanying Notice of AGM and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

3.0 Receipt of financial statements and reports

The Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2022 (collectively the Reports) will be put before the AGM. The Reports are contained in the Company's Annual Report for the financial year 30 June 2022 which is available at www.cobaltblueholdings.com/resources.

There is no requirement for Shareholders to approve the Reports. However, the Chairman of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and the content of the Auditor's Report.

3.1 Resolution 1: To Re-Elect a Director – Mr Robert McDonald

3.1.1 Background

Under ASX Listing Rule 14.4, a Director must not hold office without re-election past the third annual general meeting following the Director's appointment, or three years, whichever is longer. A Director who retires in accordance with these requirements is eligible for re-election. Under ASX Listing Rule 14.5, an election of Directors must be held each year.

Article 3.6 of the Company's Constitution requires that at each AGM:

- (a) one third (or if that is not a whole number, the whole number nearest to one third) of the Directors who are not:
 - (i) appointed, and required to retire under Article 3.3; or
 - (ii) the Managing Director; and
- (b) any Director who would, if that Director remained in office until the next AGM, have held that office for more than three years since last being elected or appointed, must retire from office and are eligible for re-election.

The Director to retire under Article 3.6 of the Company's Constitution is the one who has held office the longest since last being elected or appointed. Mr Robert McDonald was last re-elected in 2019. He will retire at the AGM and is eligible for re-election and is seeking re-election as a Director at the AGM.

Mr McDonald's biographical details are set out below.

Mr Robert McDonald, MBA (Honours), B.Comm

Independent Non-Executive Director, Member Audit & Risk Committee, Chair Nomination & Remuneration Committee
Appointed: 1 January 2019

Mr McDonald is a seasoned mining industry executive who commenced his career with Rio Tinto before assuming senior roles in investment banking and private equity. He has a background in project development and optimisation, strategy and business development, transaction management and capital markets. He is an experienced board director, having held non-executive director roles with a number of listed mining companies at different stages of evolution.

3.1.2 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

3.2 Resolution 2: To Re-Elect a Director – Mr Josef Kaderavek

3.2.1 Background

Under ASX Listing Rule 14.4, a Director must not hold office without re-election past the third annual general meeting following the Director's appointment, or three years, whichever is longer. A Director who retires in accordance with these requirements is eligible for re-election. Under ASX Listing Rule 14.5, an election of Directors must be held each year.

Article 3.6 of the Company's Constitution requires that at each AGM:

- (a) one third (or if that is not a whole number, the whole number nearest to one third) of the Directors who are not:
 - (i) appointed, and required to retire under Article 3.3; or
 - (ii) the Managing Director; and
- (b) any Director who would, if that Director remained in office until the next AGM, have held that office for more than three years since last being elected or appointed, must retire from office and are eligible for re-election.

The Director to retire under Article 3.6 of the Company's Constitution is the one who has held office the longest since last being elected or appointed. Mr Josef Kaderavek was last re-elected in 2019. He will retire at the AGM and is eligible for re-election and is seeking re-election as a Director at the AGM.

Mr Kaderavek's biographical details are set out below.

Mr Josef Kaderavek, MBA, B.Eng, G.CertEng

Executive Director & Chief Executive Officer

Appointed: 31 October 2016

Mr Kaderavek commenced his career as a RAAF Engineering Officer before transitioning to PricewaterhouseCoopers, where he was responsible for preparing operational reviews and examining strategic options across mining, processing, railway and port facilities throughout Australia, North America and Europe.

Prior to joining the Company, he spent 15 years in equities/investment research (including senior roles with Deutsche Bank and Five Oceans Asset Management) focused on mining, minerals processing and energy storage technologies, including an international consulting role with a focus on renewable energy and battery storage technologies.

Mr Kaderavek has significant experience in managing investments in the global resources and minerals processing industries, and in managing turnaround projects supporting corporate targets, merger and divestment activities. He also has a detailed understanding of the energy storage market and battery technology.

3.2.2 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

3.3 Resolution 3: To Adopt the Remuneration Report

3.3.1 Background

The Remuneration Report of the Company for the financial year ended 30 June 2022 is set out in the Company's 2022 Annual Report, which is available on the Company's website at www.cobaltblueholdings.com/resources/.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel. The Chairman of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, Shareholders will be asked to vote on the Remuneration Report.

Section 250R(3) of the Corporations Act provides that this Resolution is advisory only and does not bind the Company or its Directors. A failure of Shareholders to pass Resolution 3 will not require the Directors to alter any of the

arrangements in the Remuneration Report. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act rule known as the "two strike rule", if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors must go up for re-election.

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

All of the Directors 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 is approved will be the Directors.

3.3.2 Previous voting results

At the Company's previous Annual General Meeting, the votes cast against the remuneration report considered at that Annual General Meeting were less than 25%. Accordingly, a spill resolution will not be put to a vote as a result of the vote at this AGM.

3.3.3 Board Recommendation

The Board recommends that Shareholders vote in favour of the adoption of the Remuneration Report.

3.4 Resolution 4: Approval to issue Future Equity Securities

3.4.1 Background

ASX Listing Rule 7.1 prohibits a company from issuing or agreeing to issue Equity Securities that amount to more than 15% of its ordinary securities in any 12-month period, without shareholder approval.

Equity Securities Proposed to be Issued

Resolution 4 seeks approval for the issue of up to 49,590,801 Shares. By obtaining Shareholder approval for the Equity Securities the subject of Resolution 4, the Company will retain the flexibility to issue Equity Securities in the future up to an additional approximate 15% placement capacity without the requirement to obtain prior Shareholder approval. The Company regularly monitors its ongoing equity requirements for funding the Broken Hill Cobalt Project and its other activities and the need for flexibility to respond to market conditions to raise the additional equity.

The passing of this Resolution will enhance the flexibility of future funding alternatives.

If Resolution 4 is not passed the Company would need to seek Shareholder approval at a later time, were it to seek to issue new Shares under ASX Listing Rule 7.1, in excess of its 15% placement capacity.

3.4.2 ASX Listing Rule 7.3

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

- the Shares will be issued to sophisticated and professional investors or other eligible parties, who are not Related Parties to the Company;
- the maximum number of Equity Securities that will be issued under the approval sought through Resolution 4 is 49,590,801 Shares;
- the Shares will rank equally in all respects with the Company's existing Shares;
- the Shares will be issued and allotted progressively, and no later than three months after the date of the Meeting (or such later date as may be permitted by a waiver of the ASX Listing Rules);
- the issue price of the Shares will be no less than 80% of the volume weighted average price (VWAP) of the Company's Shares for the five Trading Days prior to the date of issue;
- The Company may seek to issue Equity Securities in accordance with ASX Listing Rule 7.3 to fund the development of the Broken Hill Cobalt Project, to acquire new assets and for general working capital; and
- a Voting Exclusion statement is contained in the Notice.

3.4.3 Board Recommendation

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

3.5 Resolution 5: Approval of 10% Placement Facility

3.5.1 Background

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities (as that term is defined in the ASX Listing Rules) up to 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index; and has a market capitalisation of \$300 million or less. The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility in addition to its 15% placement capacity under ASX Listing Rule 7.1. The exact number of Equity Securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2. Further information is set out in section 3.5.2 (c) below.

The effect of Resolution 5 will be to allow the Directors to issue Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period (as defined below) without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 5 is not passed, the Company would need to seek Shareholder approval at a later time, were it to seek to issue new Shares that otherwise could have been issued under ASX Listing Rule 7.1A.

Resolution 5 is a special resolution, and therefore requires approval of 75% of the votes cast by Shareholders' present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

3.5.2 Description of ASX Listing Rule 7.1A

(a) Shareholder Approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. At the date of this Notice, the Company only has quoted Shares and unquoted options and unquoted performance rights on issue.

(c) Formula for Calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities that have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E; where:

A is the number of shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid ordinary shares issued in the 12 months under an exception in ASX Listing Rule 7.2 other than exceptions 9, 16 or 17;
- plus the number of fully paid ordinary shares issued in the previous 12 months on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
 - plus the number of Shares issued in the previous 12 months under an agreement to issue securities within ASX Listing Rule 7.3 exception 16 where:
 - the agreement was entered into before the commencement of the previous 12-month period; or

- the agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or rule 7.4;
- plus the number of partly paid ordinary shares that become fully paid in the 12 months;
- plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of ordinary shares under ASX Listing Rules 7.1 or 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
- less the number of fully paid ordinary shares cancelled in the 12 months.

Note that **A** has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

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

(d) Number of Shares on Issue

The 10% Placement is in addition to a listed entity's usual 15% placement capacity under ASX Listing Rule 7.1. At the date of this Notice, the Company has 330,605,337 Shares on issue and therefore, in addition to any other Shares that it can issue under the permitted exceptions to ASX Listing Rules 7.1 and 7.1A, it has the capacity to issue:

- (a) 49,590,801 Shares under ASX Listing Rule 7.1 (assuming Resolution 4 is passed); and
- (b) subject to Shareholder approval being obtained under Resolution 5, up to 33,060,533 Shares under ASX Listing Rule 7.1A.

The actual number of Shares that the Company will have the capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the formula in ASX Listing Rule 7.1A.2.

(e) 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires the earlier to occur of:

- (a) the date that is 12 months after the date of the AGM at which approval is obtained;
- (b) the time and date of the Company's next annual general meeting; and
- (c) the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main understanding), after which date an approval under ASX Listing Rule 7.1A ceases to be valid (**10% Placement Period**).

3.5.3 Specific information required by ASX Listing Rule 7.3A

1. In accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility Period during which Securities may be Issued: The Company will only issue and allot the Equity Securities during the 10% Placement Period.

Shareholder approval under ASX Listing Rule 7.1A does not lapse if the Company's market capitalisation subsequently exceeds \$300 million or if it is included in the S&P / ASX 300 Index at some time during that period provided that the Company meets those criteria on the date of the AGM.

2. **Minimum Issue Price:** The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (b) (if the Equity Securities are not issued within ten Trading Days of the date in paragraph (a) above) the date on which the Equity Securities are issued.
3. **Purpose of the 10% Placement:** The Company may seek to issue the Equity Securities under the 10% Placement Capacity for the purpose of obtaining cash consideration to fund the development of the Broken Hill Cobalt Project, to acquire new assets and for general working capital.
4. **Risk of voting dilution:** If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as

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shown in the below table. There is a risk that:

- the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice. The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in ASX Listing Rule 7.1A.2			Dilution		
			\$0.345 50% decrease in Deemed Price	\$0.69 Deemed Price	\$1.38 100% increase in Deemed Price
Current Variable A	330,605,337 Shares	10% Voting Dilution	33,060,533 Shares	33,060,533 Shares	33,060,533 Shares
		Funds Raised	\$11,405,884	\$22,811,768	\$45,623,536
50% increase in Current Variable A	495,908,006 Shares	10% Voting Dilution	49,590,801 Shares	49,590,801 Shares	49,590,801 Shares
		Funds Raised	\$17,108,826	\$34,217,652	\$68,435,305
100% increase in Current Variable A	661,210,674 Shares	10% Voting Dilution	66,121,067 Shares	66,121,067 Shares	66,121,067 Shares
		Funds Raised	\$22,811,768	\$45,623,537	\$91,247,073

The table above has been prepared on the following assumptions:

- There are currently 330,605,337 Shares on issue as at the date of this notice.
- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- 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%.
- This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the Meeting date.
- The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares. It is assumed that no Options or Performance Rights are exercised into Shares before the date of issue of the Equity Securities. There are currently 3,680,000 unquoted options and 999,999 non-executive director performance rights on issue at the date of this Notice. The unquoted options have fully vested. The non-executive director performance rights automatically vest on a change in control of the Company or the Company's 10-day VWAP is \$1.00 or more before 28 November 2024. The Company also has 5,792,184 Executive Performance Rights, some of which may vest no earlier than 30 June 2023.
- No securities are bought back and cancelled by the Company.
- The price of ordinary securities is deemed for the purposes of the table above to be \$0.69, being the closing price of the Company's shares on the ASX on 11 October 2022 (**Deemed Price**). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at.

5. **Allocation Policy:** The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon the issue of any Equity Securities. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors, including, but not limited to, the following:

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

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not Related Parties or Associates of a Related Party of the Company. Further, if the Company is successful in acquiring new resources, assets or investments, the allottees under the 10% Placement Facility may be vendors of the new resources, assets or investments.

6. **Previous Approval:** The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its 26 November 2021 AGM. For the purposes of ASX Listing Rule 7.3A.6, in the 12 months preceding the date of this AGM, no shares were issued under ASX Listing Rule 7.1A.2.
7. **Voting Exclusion Statement:** A voting exclusion statement is included at section 1.1.

3.5.4 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the approval of the 10% Placement

3.6 Resolutions 6.1 to 6.3: To Approve the Issue of Ordinary Shares to Directors

3.6.1 Background

The Non-Executive Directors' remuneration for the year ending 30 June 2023 is as follows:

- \$95,000 for Mr Biancardi (Chairman)
- \$80,000 for Mr Keller
- \$80,000 for Mr McDonald.

It is proposed that the Non-Executive Directors will each receive 29,028 Shares to satisfy \$20,000 of the above Directors' Fees.

3.6.2 Chapter 2E of the Corporations Act

For a public company, or an entity that a 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 grant of the Shares constitutes a financial benefit and Messrs Biancardi, Keller and McDonald are related parties of the Company by virtue of being a Director.

Mr Kaderavek, as the sole Executive Director, considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Shares because the remuneration package of the Non-Executive Directors is considered reasonable remuneration in the circumstances.

3.6.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained, unless one of the exceptions in ASX Listing Rule 10.12 applies, where an entity issues, or agrees to issue, securities to a related party under ASX Listing Rule 10.11.1.

As the grant of the Shares to the above-named Directors falls within ASX Listing Rule 10.11.1 and involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11.1 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

These resolutions seek the required shareholder approval to the Issue under and for the purposes of ASX Listing Rule 10.11.

If Resolutions 6.1 - 6.3 are passed, the Company will be able to proceed with the issue of Shares to Directors for the purposes of ASX Listing Rule 10.11. It should also be noted that if Resolutions 6.1 to 6.3 are passed, the Shares issued to the Directors will be excluded from the calculation of the Company's Placement capacity under ASX Listing Rule 7.1, preserving the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date of the Shares.

If Resolutions 6.1 - 6.3 are not passed, the Company will not be able to proceed with the issue of Shares to Directors. In this case the Company will pay the Directors their remuneration for the year ending 30 June 2023 wholly in cash.

3.6.4 Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Shares to Messrs Biancardi, Keller and McDonald:

- 1. The names of the persons to whom the entity proposes to issue the securities**
The Shares are proposed to be issued to Messrs Biancardi, Keller and McDonald, or their nominees.
- 2. The category in rules 10.11 in which the person falls within**
The persons are related parties to the Company by virtue of being a Director, therefore fall under ASX Listing Rule 10.11.1.
- 3. Number and class of securities to be issued**
29,028 Shares to be each issued to Mr Biancardi, Mr Keller and Mr McDonald.
- 4. If the securities are not fully paid ordinary securities, a summary of the material terms of the securities**
Not applicable.
- 5. Date of Issue**
The Shares will be issued as soon as practicable after the date of the meeting and in any event by 24 December 2022.
- 6. Issue price or other consideration**
The Shares will be issued at \$0.689 per share, being the five-day VWAP prevailing prior to and including 14 October 2022. The Shares will be issued for nil cash consideration, but in satisfaction of the Company's obligation to pay \$20,000 of Director's fees to each Director for the year ending 30 June 2023.
- 7. Purpose of the issue, including the intended use of the funds raised.**
The Shares are being issued in payment of a proportion of Directors' Fees.
- 8. Director remuneration details**
Section 3.6.1 provides details of the Directors' current remuneration. In addition, at the 2021 annual general meeting, shareholders approved the issue of 1,000,000 performance rights to each of the non-executive directors, with 666,667 performance rights subsequently vesting. The remaining 333,333 performance rights will vest on the earlier of the date of a change in control of the Company or the 10- day VWAP of the Company's shares is \$1.00 or more prior to 28 November 2024.

9. Relevant agreement

The Shares will not be issued pursuant to any agreement.

10. Voting exclusion statement

A Voting Exclusion statement has been provided for these resolutions at section 1.1.

3.6.5 Board Recommendation

All of the Directors (other than the Directors whose Resolution involves them) recommend to Shareholders that they support Resolutions 6.1 to 6.3 regarding the issue of Shares to the Non-Executive Directors as they consider the grant of these Shares to be an appropriate way to pay Directors' Fees to conserve the Company's cash, while managing the Company's working capital position.

3.7 RESOLUTION 7: To approve the issue of Performance Rights to the CEO and Executive Director

3.7.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to issue 351,055 Performance Rights to the CEO & Non-Executive Director, Mr Kaderavek in respect of his Long-Term Incentive (LTI) award.

The number of Performance Rights to be granted under the LTI is calculated by dividing Mr Kaderavek's maximum LTI opportunity, which is 50% of his total fixed remuneration package, by the VWAP of the Company's shares over the 10 trading days preceding the start of the 2023 financial year. This is shown in the table below:

Fixed Annual Remuneration	LTI Opportunity	Face value LTI Award	VWAP	Number of Performance Rights
\$432,500	50%	\$216,250	\$0.6160	351,055

The issue of the Performance Rights is a non-cash form of remuneration and will allow the Company to reserve a greater proportion of its cash for its operations than it would if cash forms of remuneration were provided to Mr Kaderavek.

Resolution 7 seek Shareholder approval for the issue of the Performance Rights to Mr Kaderavek.

3.7.2 Summary of Terms and conditions of Performance Rights

The terms and condition of the CEO Performance Rights that have been adopted by the Company are:

- **Performance Rights** – Each Performance Right is a right to acquire one ordinary share in the Company (subject to adjustment as noted below) if certain vesting criteria described below are satisfied. There is no acquisition price payable by Mr Kaderavek to acquire the Performance Rights and no amount payable on conversion of the Performance Rights.
- **Settlement of the Performance Rights** – The Company will issue new Shares automatically on conversion of the Performance Rights once they have vested. Mr Kaderavek does not receive any voting or dividend entitlements before the Performance Rights have vested and been converted.
- **Performance Right Issue Date** – If approved by Shareholders, the Performance Rights will be allocated shortly after, but within one month of the AGM.
- **Performance Period** – The performance period for the testing of whether the Performance Rights will vest is from 1 July 2022 to 1 July 2025 (unless otherwise stated).
- **Cessation of employment** – If Mr Kaderavek's employment is summarily terminated by the Company prior to the end of the Performance Period, any unvested Performance Rights will automatically lapse (unless the Board determines otherwise). The Board has discretion to determine a different treatment if Mr Kaderavek's

employment with the Company ceases due to death, redundancy, retirement, incapacity or other circumstances where the Board determines good leaver treatment is appropriate. In particular, the Board can allow some or all of Mr Kaderavek's unvested Performance Rights to remain on foot subject to performance conditions, can bring forward testing of the performance conditions or can waive the performance conditions.

- **Vesting criteria** – The percentage of Performance Rights that vest and become exercisable (if any) will be determined by the Board and will depend on the achievement of performance hurdles based on relative Total Shareholder Return (Relative TSR) as set out in the vesting schedule. The vesting conditions are Relative TSR of the Company's Shares against two comparator groups:

1 st Comparator Group (50% weighting)	<ul style="list-style-type: none"> • Sheffield Resources Ltd (SFX) • Sunrise Energy Metals Ltd (SRL) • Jervois Global Ltd (JRV) • Australian Vanadium Ltd (AVL) • Ardea Resources Ltd (ARL) • 5E Advanced Materials, Inc (5EA) • Aeon Metals Ltd (AML) • Rex Minerals Ltd (RXM) • Arafura Resources Ltd (ARU) • Havilah Resources Ltd (HAV) 	<ul style="list-style-type: none"> • KGL Resources Ltd (KGL) • Lontown Resources Limited (LTR) • Peel Mining Ltd (PEX) • Hillgrove Resources Limited (HGO) • Poseidon Nickel Ltd (POS) • Greenwing Resources Ltd (GW1) • Queensland Pacific Metals Ltd (QPM) • Lake Resources NL (LKE) • Lithium Australia NL (LIT) • Develop Global Limited (DVP)
2 nd Comparator Group (50% weighting)	ASX listed mining companies making up the ASX 300 Mining and Metals index as at 1 July 2022.	

The Board has discretion to make changes to the Comparator group (for example if there is a corporate action at a comparator organisation) and reserves its rights to waive the vesting criteria in its absolute discretion.

The Board is of the view that use of a relative TSR hurdle is appropriate as it provides a strong link between executive remuneration levels and shareholder value, such that executives benefit where there is a corresponding relative benefit delivered to shareholders over the relevant period. The Board also considers that it is appropriate to use broadly based comparator groups as there are few Australian companies of similar size and scope of operations to the Company for benchmarking purposes.

Vesting Schedule - The following table sets out the percentage of Performance Rights that may vest based on the Company's TSR ranking over the Performance Period:

Company's TSR ranking in the comparator group	Percentage of Performance Rights available to vest
TSR below 50th percentile	Nil
TSR at 50th percentile	50%
TSR between 50th and 75th percentile	Between 50% and 100%, increasing on a straight-line basis
TSR above 75th percentile	100%

3.7.3 Other Terms

- (**Lapse of a Performance Right**) The Performance Rights will automatically lapse if the Vesting Criteria attaching to a Performance Right has not been satisfied by 1 July 2025. Upon satisfaction of the Vesting Criteria the Performance Rights will automatically convert into the respective number of Shares.
- (**Share Ranking**) All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other Shares from the date of issue.
- (**Listing of Shares on ASX**) The Company will not apply for quotation of the Performance Rights on ASX. However, the Company will apply for quotation of all Shares pursuant to the vesting of Performance Rights on ASX within the period required by ASX.
- (**Transfer of Performance Rights**) A Performance Right is only transferrable:

- (i) With the consent of the Board; or
- (ii) by force of law upon death to the holder's legal personal representative or upon bankruptcy to the holder's trustee in bankruptcy.
- (e) **(Participation in new issues)** There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders until the Performance Rights vest and convert into Shares.
- (f) **(Adjustment for bonus issue)** If securities are issued pro-rata to Shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the number of Performance Rights to which each holder is entitled, will be increased by that number of securities which the holder would have been entitled if the Performance Rights held by the holder were vested immediately prior to the record date of the bonus issue, and in any event in a manner consistent with the ASX Listing Rules at the time of the bonus issue.
- (g) **(Adjustment for reconstruction)** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Performance Right (including the vesting conditions) are to be changed in a manner consistent with the ASX Listing Rules at the time of the reorganisation.
- (h) **(Dividend and Voting Rights)** A Performance Right does not confer upon the holder an entitlement to vote or receive dividends.
- (i) **(Change in Control)** Subject to paragraph (j), upon:
- a. a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
 - i. having received acceptances for not less than 50.1% of the Company's Shares on issue; and
 - ii. having been declared unconditional by the bidder; or
 - b. a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,
- then, to the extent Performance Rights have not converted into Shares due to satisfaction of the vesting criteria, Performance Rights will accelerate vesting conditions, with the assessment of the Company's performance against the comparator groups considered and applied for the Performance Period until the time of change in control.
- (j) **(Deferral of conversion if resulting in a prohibited acquisition of Shares)** If the conversion of a Performance Right generally or under paragraph (i) would result in any person being in contravention of section 606(1) of the Corporations Act 2001 (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:
- a. holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition;
 - b. The Company may (but is not obliged to) by written notice to a holder request a holder provide the written notice referred to in paragraph (a) (i) within seven days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.
- (k) **(No rights to return of capital)** A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

- (l) **(Rights on winding up)** A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
- (m) **(No other rights)** A Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

3.7.4 Chapter 2E of the Corporations Act

See summary of Chapter 2E of the Corporations Act in section 3.6.2 above.

The grant of the Performance Rights to Mr Kaderavek constitutes a financial benefit as Mr Kaderavek is a related party of the Company by virtue of being a Director.

The Non-Executive Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Performance Rights to Mr Kaderavek because his remuneration package is considered reasonable remuneration in the circumstances (pursuant to section 211(1)(b) of the Corporations Act).

3.7.5 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained, unless one of the exceptions in ASX Listing Rule 10.12 applies, where an entity issues, or agrees to issue, securities to a related party under ASX Listing Rule 10.11.1.

As the proposed grant of the Performance Rights to Mr Kaderavek falls within Listing Rule 10.11.1 and involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11.1 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

This resolution seeks the required shareholder approval to the Issue under and for the purposes of ASX Listing Rule 10.11.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Performance Rights to Mr Kaderavek for the purposes of ASX Listing Rule 10.14. It should also be noted that if Resolution 7 is passed, the Performance Rights issued to Mr Kaderavek will be excluded from the calculation of the Company's Placement capacity under ASX Listing Rule 7.1, preserving the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date of the Performance Rights.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Performance Rights to Mr Kaderavek. In this case, the Company will structure a plan such that Mr Kaderavek is provided with a right to receive a cash payment equivalent to the value of shares he would have ultimately received (if any) had Resolution 7 passed.

3.7.6 Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Performance Rights to Mr Kaderavek:

1. The names of the persons to whom the entity proposes to issue the securities

The securities are proposed to be issued to Mr Kaderavek or his nominee.

2. The category in rules 10.11 in which the person falls within

Mr Kaderavek is a related party to the Company by virtue of being a Director, and therefore falls under ASX Listing Rule 10.11.1.

3. Number and class of securities to be issued

351,055 Performance Rights will be issued.

4. Director remuneration details

Section 3.7.1 provides details of Mr Kaderavek's current fixed remuneration. In addition, Mr Kaderavek is entitled to short and long-term incentives.

5. If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

The terms of the securities are set out at section 3.7.2 and 3.7.3.

6. Date of Issue

The Performance Rights will be issued as soon as practicable after the date of the meeting and in any event by 24 December 2022.

7. Issue price or other consideration

The Performance Rights will be issued for nil cash consideration.

8. Loan

There is no loan in relation to the Performance Rights, as no payment is required.

9. Voting exclusion statement

A Voting Exclusion statement has been provided for these resolutions at section 1.1.

3.7.7 Other Information

The relevant interests of Mr Kaderavek in the securities of the Company is set out below:

Shares	Performance Rights
6,779,837	2,511,468

3.9.8 Board Recommendation

The Directors (other than Mr Kaderavek) recommends that Shareholders vote in favour of Resolution 7.

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4. INTERPRETATION

For the purposes of interpreting the Explanatory Memorandum and the Notice:

- (a) the singular includes the plural and vice versa;
- (b) words importing any gender include the other genders;
- (c) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments, and all consolidations, amendments, re-enactments or replacements for the time being in force;
- (d) all headings, bold typing and italics (if any) have been inserted for convenience of reference only, and do not define limit or affect the meaning or interpretation of the Explanatory Memorandum and the Notice;
- (e) reference to cents, \$, A\$, Australian Dollars or dollars is a reference to the lawful tender for the time being and from time-to-time of the Commonwealth of Australia.

5. GLOSSARY

AEDT means Australian Eastern Daylight Time.

AGM or **Annual General Meeting** means the annual general meeting of the Company to commence at 11:00am (AEDT) on Friday, 25 November 2022, as notified to Shareholders by this Notice.

Associate has the meaning given to that term in Part 1.2, Division 2 of the Corporations Act.

ASX means ASX Limited ABN 98 008 624 691.

ASX Listing Rules means the official listing rules issued and enforced by the ASX, as amended from time-to-time.

Board or **Board of Directors** means the board of Directors of the Company.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Cobalt Blue Holdings Limited ABN 90 614 466 607.

Consolidated Entity means the Company together with all the entities it is required by the accounting standards to include in consolidated financial statements.

Constitution means the constitution of the Company, as amended from time-to-time.

Corporations Act means the *Corporations Act 2001 (Cth)* as amended from time-to-time.

Equity Securities has the meaning given in the ASX Listing Rules.

Excluded Person means a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party or associate of such member.

Explanatory Memorandum means this explanatory memorandum.

Key Management Personnel has the meaning in Accounting Standard AASB 124 Related Party Disclosure and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Meeting means the AGM.

Notice means this notice of Annual General Meeting.

Performance Right means a performance right that, when vested, converts into one fully paid ordinary share in the issued capital of the Company on the terms set out in the Explanatory Memorandum.

Related Party has the meaning given to that term in section 228 of the Corporations Act.

Remuneration Report means the remuneration report that forms part of the Directors' Report of the Company for the financial year ended 30 June 2022, which is set out in the 2022 Annual Report.

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

Shareholder means a shareholder of the Company.

Spill Meeting means a meeting to hold fresh elections for Directors at a special meeting that is put to vote at an annual general meeting where two consecutive Remuneration Reports have received 25% or greater votes against it. This Spill Meeting resolution requires 50% of the votes to be carried and, if achieved, a company's members meeting must be held within 90 days. Directors who are not the Managing Director and were in office at the second annual general meeting will cease to hold office immediately before the end of the Spill Meeting. Resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting are put to a vote at the Spill Meeting.

Trading Day means a day determined by the ASX to be a Trading Day, notified to market participants, and otherwise as defined by the ASX Listing Rules.

VWAP means the arithmetic average of the daily volume weighted average price of the fully paid ordinary shares in the Company traded on the ASX.

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Need assistance?

 **Phone:**
1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)

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

COB

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Wednesday, 23 November 2022.**

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:

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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
SRN/HIN: I9999999999
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.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

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 Cobalt Blue Holdings Limited 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 Cobalt Blue Holdings Limited to be held at the offices of the company at, Suite 17.03, 100 Miller Street, North Sydney, NSW 2060 on Friday, 25 November 2022 at 11:00am (AEDT) 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 Resolutions 3, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 3, 6 and 7 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 Resolutions 3, 6 and 7 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
1	To Re-elect a Director – Mr Robert McDonald	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To Re-elect a Director – Mr Josef Kaderavek	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval for Future Issue of Fully Paid Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1	Approval of the Issue of Ordinary Shares to Mr Robert Biancardi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2	Approval of the Issue of Ordinary Shares to Mr Hugh Keller	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.3	Approval of the Issue of Ordinary Shares to Mr Robert McDonald	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval of the Issue of Performance Rights to the Chief Executive Officer and Executive Director	<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

