



26 October 2023

Dear Shareholder,

LABYRINTH RESOURCES LIMITED ANNUAL GENERAL MEETING – NOTICE OF MEETING

A fully in-person Annual General Meeting of Labyrinth Resources Limited ('the Company') will be held at 3.00pm (AWST) on Monday, 27 November 2023 ('the Meeting').

In accordance with the *Corporations Amendment (Meetings and Documents) Act 2022 (Cth)*, the Company is not sending hard copies of the Notice of Meeting to shareholders. The Notice of Meeting can be viewed and downloaded from the Company's website at (<https://www.labyrinthresources.com>) or on the Company's ASX market announcements page.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

The Company strongly encourages Shareholders to submit proxies prior to the Meeting.

In order to be able to receive electronic communications from the Company in the future, please update your shareholder details online at (<https://investor.automic.com.au/#/home>) and log in with your unique shareholder identification number and postcode (or country for overseas residents), that you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab.

If you are unable to access any of the important Meeting documents online please contact the Company Secretary, Kelly Moore, on +61 8 6149 1573 or via email at admin@labyrinthresources.com.

Authorised by the Board of the Company.

Yours faithfully

Kelly Moore
Company Secretary
LABYRINTH RESOURCES LIMITED
Contact for further information on +61 8 6149 1573
admin@labyrinthresources.com

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Labyrinth Resources Limited

ACN 008 740 672

Notice of Annual General Meeting, Explanatory Statement and Proxy Form

Annual General Meeting to be held at:

Level 20, 1 William Street, Perth WA 6000

At 3.00pm (WST) on 27 November 2023

IMPORTANT NOTE

The Notice of Annual General Meeting and Explanatory Statement should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor, or other professional adviser prior to voting.

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IMPORTANT INFORMATION

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Important Dates

Event	Date
Last day for receipt of Proxy Forms	3.00 pm (WST) on Saturday 25 November 2023
Snapshot date for eligibility to vote	4.00 pm (WST) on Saturday 25 November 2023
Annual General Meeting	3.00 pm (WST) on Monday 27 November 2023

Defined terms

Capitalised terms used in this Notice of Annual General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of the Shareholders of **Labyrinth Resources Limited** (ACN 008 740 672) (the **Company**) will be held as a physical meeting only at **Level 20, 1 William Street, Perth WA 6000** at **3.00 pm (WST)** on **Monday 27 November 2023** for the purpose of transacting the business referred to in this Notice of Annual General Meeting.

The Explanatory Statement that accompanies and forms part of this Notice describes the various matters to be considered.

AGENDA

To consider, and if thought fit to pass, the resolutions set out below.

RESOLUTION 1 – Adoption of the Remuneration Report

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

“That the Remuneration Report contained in the Directors’ Report for the year ended 30 June 2023 will be adopted by the Company.”

Notes: In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Directors 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.

A voting exclusion statement applies to this Resolution. Please see below.

RESOLUTION 2 – Re-Election of a 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 Listing Rule 14.4, rule 14.2 of the Constitution, and for all other purposes, Mr Simon Lawson retires, and being eligible, be re-elected as a Director.”

RESOLUTION 3 – Election of a 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 Listing Rule 14.4, rule 14.4 of the Constitution, and for all other purposes, Mr Matthew Nixon retires, and being eligible, be elected as a Director.”

RESOLUTION 4 – Ratification of Prior Issue - 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 7.4 and for all other purposes, Shareholders approve and ratify the issue of 75,470,588 fully paid ordinary shares in the Company issued on 23 December 2022 on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

RESOLUTION 5 – Ratification of Prior Issue - 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 7.4 and for all other purposes, Shareholders approve and ratify the issue of 145,071,429 fully paid ordinary shares in the Company issued on 17 July 2023 on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

RESOLUTION 6 – Approval of new Employee Securities Incentive Scheme

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 7.2 (Exception 13(b)) and for all other purposes, Shareholders approve the adoption by the Company of the Labyrinth Employee Securities Incentive Scheme and the issue of securities under the Scheme, on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

RESOLUTION 7 – Approval of Additional 10% Placement Capacity

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

“That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, 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 and otherwise on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement is not required for this Resolution.

RESOLUTION 8 – Amendment to Constitution

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

“That for the purposes of section 136(2) of the Corporations Act and for all other purposes, Shareholders approve the amendment of the Constitution;

- (a) to replace all references to “Mintails Limited” with “Labyrinth Resources Limited”;*
- (b) to amend clause 12.3 and include new clauses 12.3A, 12.3B, 12.C and 1.2(c)(viii) relating to the use of technology by the Company; and*
- (c) include a new clause 2.3A setting the issue cap for issues of Securities under the Employee Securities Incentive Scheme to 10% of the issued capital of the Company for the purposes of section 1100V(2) of the Corporations Act”;*

on the terms set out in the Explanatory Statement.

RESOLUTION 9 – Reinsertion of Proportional Takeover Provisions in the Company’s Constitution

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

“That with effect from the close of the Meeting and in accordance with section 648G of the Corporations Act, the proportional takeover provisions set out in clause 36 of the Constitution of the Company, be reinserted for a period of three years.”

By order of the Board

Kelly Moore
Company Secretary
23 October 2023

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VOTING EXCLUSION AND PROHIBITION STATEMENTS

Pursuant to Listing Rule 14.11 and the Corporations Act, the following Resolutions are subject to the voting prohibition and exclusion statements set out in the table below.

The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following persons excluded from voting, or an associate of those persons:

Resolution	Description	The Company will disregard any votes cast in favour of the Resolution:
Resolution 1	Adoption of the Remuneration Report	<ul style="list-style-type: none"> • by, or on behalf of, a member of the KMP details of whose remuneration is included in the Remuneration Report for the year ended 30 June 2023, or that KMP's Closely Related Party; or • as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party, unless the vote is cast for a person who is entitled to vote on this resolution: <ul style="list-style-type: none"> (a) in accordance with their directions on how to vote as set out in the proxy form; or (b) the proxy is the Chair of the meeting and the appointment expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP.
Resolutions 4 and 5	Ratification of Placements	<ul style="list-style-type: none"> • a person who participated in the issue
Resolution 6	Approval of Employee Incentive Scheme	<ul style="list-style-type: none"> • by a person who is eligible to participate in the Employee Incentive Scheme; or • as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party, unless the vote is cast for a person who is entitled to vote on this resolution: <ul style="list-style-type: none"> (a) in accordance with their directions on how to vote as set out in the proxy form; or (b) the proxy is the Chair of the meeting and the appointment expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

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However, this does not apply to a vote cast in favour of a Resolution by:

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

Moore Australia Audit, as the Auditor responsible for preparing the Auditor's Report for the year ended 30 June 2023 or its representative), will attend the Meeting.

The Chairperson will allow a reasonable opportunity for the Shareholders as a whole to ask the Auditor questions at the Meeting about:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- (d) the independent of the Auditor in relation to the conduct of the audit.

To assist the Board and the Auditor of the Company in responding to any questions you may have, please submit any questions you may have to the address below by no later than **3.00 pm (AWST) on Saturday 25 November 2023**.

By mail: Suite 5, Level 1, 460 Roberts Road, Subiaco WA 6008

As required under section 250PA of the Corporations Act, at the Meeting, the Company will make available those questions directed to the Auditor received in writing at least 5 Business Days prior to the Meeting, being questions which the Auditor considers relevant to the content of the Auditor's report or the conduct of the audit of the Annual Financial Report for the year ended 30 June 2023. The Chairperson will allow a reasonable opportunity for the Auditor to respond to the questions set out on this list.

Annual Report

The Company advises that a copy of its Annual Report for the year ended 30 June 2023, is available to download at the website address, www.labyrinthresources.com

When you access the Company's Annual Report online, you can view it and print a copy. Please note that if you have elected to continue to receive a hard copy of the Company's Annual Reports, the Annual report will accompany this Notice of Meeting or alternatively it will be mailed to you before the Meeting.

However, if you did not elect to continue to receive a hard copy of the Company's Annual Reports and now (or sometime in the future) wish to receive a hard copy of the Company's Annual Reports, please contact the Company Secretary at admin@labyrinthresources.com. We will be pleased to mail you a copy.

PROXY APPOINTMENT AND VOTING INSTRUCTIONS

Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address below, or by email by **3.00 pm (WST)** on **Saturday 25 November 2023**. A Proxy Form received after that time will not be valid.

By mail:	Automic Registry Services GPO Box 5193, SYDNEY NSW 2001
By hand:	Automic Registry Services Level 2, 267 St Georges Terrace, PERTH, WA 6000
By email:	meetings@automicgroup.com.au
Online:	https://investor.automic.com.au/#/loginsah

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

The Company encourages Shareholders to appoint the Chair as your proxy. To do so, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chair, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chair will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form.

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

Corporate representatives

A body corporate may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a duly executed certificate of appointment of the corporate representative. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST', or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

Chairperson voting undirected proxies

If the Chairperson is your proxy, the Chairperson will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairperson to vote your undirected proxies at his/her discretion.

As at the date of this Notice of Meeting, the Chairperson intends to vote undirected proxies **FOR** each of the Resolutions. In exceptional cases the Chairperson's intentions may subsequently change. In this event, the Company will immediately make an announcement to the market.

Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares **4.00 pm (WST) on Saturday 25 November 2023**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Questions from Shareholders

Questions for the Board of Directors can be submitted to admin@labyrinthresources.com and must be received by no later than **3.00 pm (WST) on Saturday 25 November 2023**.

The Board of Directors will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover common ground.

Copies of written questions will be made available on the Company's website prior to the Meeting.

The Chairperson will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management and performance of the Company.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

1. RESOLUTION 1 - Adoption of the Remuneration Report

The Remuneration Report is set out in the Directors' Report in the Company's 2023 Annual Report.

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of votes are cast against the adoption of Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a reasonable (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

At the Company's previous Annual General Meeting, the votes against the Remuneration Report were less than 25% of the votes cast on the Resolution. As such, Shareholders do not need to consider a spill resolution at the Annual General Meeting.

A voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. Key Management Personnel (KMP) and their Closely Related Parties may not vote on this Resolution, and may not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote or the proxy is given to the Chairperson and expressly authorises the Chairperson to exercise the proxy. The Chairperson will use any such proxies to vote in favour of Resolution 1.

The Board encourages all Shareholders to cast their votes on Resolution 1.

2. RESOLUTION 2 – Re-Election of a Director

2.1. General

Clause 14.2 of the Constitution of the Company requires that one third (or the number nearest to one-third) of Directors (excluding the Managing Director and any Directors appointed casually by the Board under clause 14.4 of the Constitution) must retire at each annual general meeting, provided that no Director (except the Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following their appointment, whichever is the longer, without submitting themselves for re-election.

A Director who retires by rotation under clause 14.2 of the Constitution is eligible for re-election.

Under the Constitution, Directors who are appointed at any time other than in a general meeting are not taken into account in deciding the rotation or retirement of Directors under clause 14.2 of the Constitution. Accordingly, Mr Simon Lawson retires by rotation and, being eligible, seeks re-election at the Annual General Meeting.

If Resolution 2 is passed, Mr Lawson will continue as a Director of the Company.

If Resolution 2 is not passed, Mr Lawson will not continue as a Director of the Company.

2.2. Qualifications and other material directorships

Mr Lawson is a professional geoscientist with more than 15 years' experience spanning multiple commodities and jurisdictions and was a founding team member of Northern Star Resources (ASX: NST) that transformed a small WA gold mine into a multi-billion dollar gold heavyweight. Currently, Mr Lawson is the Managing Director of ASX-listed Spartan Resources Limited (formerly Gascoyne Resources Limited), a West-Australian gold-producer, and has personally visited and reviewed the acquired Canadian gold properties.

2.3. Independence

Mr Lawson is not considered independent as he is a director and shareholder of Spartan Resources Limited.

2.4. Board recommendation

The Board (with Mr Lawson abstaining) supports the election of Mr Lawson and recommends that Shareholders vote in favour of Resolution 2.

The Board encourages all Shareholders to cast their votes on Resolution 2.

3. RESOLUTION 3 – Election of a Director

3.1. General

Clause 14.4 of the Constitution of the Company provides that the Board may appoint a person to be a Director. In accordance with the Constitution and ASX Listing Rule 14.4, any person so appointed automatically retires at the next annual general meeting and is eligible for election by that annual general meeting but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Matthew Nixon, having been appointed as a Director by the Board on 1 July 2023, retires in accordance with clause 14.4 of the Constitution and ASX Listing Rule 14.4 and, being eligible, seeks re-election at the Annual General Meeting.

If Resolution 3 is passed, Mr Nixon will continue as a Director of the Company.

If Resolution 3 is not passed, Mr Nixon will not continue as a Director of the Company.

3.2. Qualifications and other material directorships

Mr Nixon is a qualified mining engineer with more than 12 years of experience in successful underground and open pit operations working for both mining contractor and mine owner companies across gold and other commodities. Currently, Mr Nixon is General Manager of

Leonora Operations with Genesis Minerals Limited and has previously worked as the Mining Manager at Northern Star Resources Limited flagship Jundee Operations. He has also held operational and senior positions with St Barbara Ltd and Redpath Australia. Mr Nixon holds a Bachelor of Mining Engineering with Honours from the University of NSW and a WA First Class Mine Manager's Certificate.

3.3. Independence

Mr Nixon is not considered independent as he is a former Executive of the Company, having held the role of Chief Executive Officer up until 30 June 2023.

3.4. Board recommendation

The Board (with Mr Nixon abstaining) supports the election of Mr Nixon and recommends that Shareholders vote in favour of Resolution 3.

The Company encourages all Shareholders to cast their votes on Resolution 3.

4. RESOLUTION 4 – Ratification of Prior Issue – Shares

4.1. General

On 19 December 2023, the Company announced a placement of 75,470,588 Shares to strategic existing major shareholders to raise \$1.3 million (before costs).

The Shares were issued using the Company's existing placement capacity under ASX Listing Rule 7.1.

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

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 4.2.

By ratifying this issue, the Company will retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.2. ASX Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, ASX 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 securities it had on issue at the start of that period.

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

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without shareholder approval under that rule.

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

To this end, Resolution 4 seeks shareholder approval to the issue under and for the purposes of ASX Listing Rule 7.4.

4.3. Information required by ASX Listing Rule 14.1A

The outcome of Resolution 4 will have no effect on the issue of the Shares in question. However, if Resolution 4 is passed, the issue of the Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rules 7.1 effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 4 is not passed, the issue of the Shares will be included in calculating the Company's combined 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities that Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

4.4. Information required by ASX Listing Rule 7.5

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- (a) the Shares were issued to strategic existing major shareholders. The participants of the placement were identified by the Directors on the basis that they are strategic shareholders of the Company;
- (b) a total of 75,470,588 Shares were issued. Each Share is a fully paid ordinary share in the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that of placement recipients, Ross Graham and Michael Foulds, each a substantial holder of the Company were issued more than 1% of the issued capital of the Company, being 3.07% and 1.23% respectively;
- (d) the Shares were issued on 23 December 2022;
- (e) the Shares were issued for \$0.017 per Share, representing the 5 day volume weighted average price (VWAP) of the Company's Shares at close of trade on 14 December 2022, with the closing price on that date also being \$0.017;
- (f) the purpose of the issue was to:
 - (i) accelerate surface exploration activities, including geophysical survey and regional on-ground works across the full tenure of the Company's flagship Labyrinth Gold project in Quebec;
 - (ii) accelerate surface exploration activities, including RC drilling, at the Comet Vale gold-copper-nickel project in Western Australia; and

- (iv) working capital, including advancement of the Company's strategic opportunities as highlighted in the Company's AGM presentation on 29 November 2022;
- (g) funds raised by the issue were applied for this purpose set out in paragraph (g); and
- (h) a voting exclusion statement is included in the Notice.

4.5. Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

5. RESOLUTION 5 – Ratification of Prior Issue – Shares

5.1. General

On 3 July 2023, the Company announced a placement of 145,071,429 Shares to new strategic sophisticated investors and existing major shareholders to raise \$1,015,500 (before costs).

The Shares were issued using the Company's existing placement capacity under ASX Listing Rule 7.1 (57,131,295 Shares) and 7.1A (88,401,676 Shares).

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Placement Shares.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 4.2 above.

By ratifying this issue, the Company will retain the flexibility to issue Equity Securities in the future up to the combined 25% annual placement capacity set out in ASX Listing Rule 7.1 and 7.1A without the requirement to obtain prior Shareholder approval.

5.2. Information required by ASX Listing Rule 14.1A

The outcome of Resolution 5 will have no effect on the issue of the Shares in question. However, if Resolution 5 is passed, the issue of the Shares will be excluded in calculating the Company's combined 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolution 5 is not passed, the issue of the Shares will be included in calculating the Company's combined 25% limit in ASX Listing Rule 7.1 and 7.1A, effectively decreasing the number of Equity Securities that Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

5.3. Information required by ASX Listing Rule 7.5

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- (a) the Shares were issued to new strategic sophisticated investors and existing major shareholders. The participants of the placement were identified by the Directors through a bookbuild process which involved seeking expressions of interest to

participate in the capital raising from non-related parties of the Company, existing major shareholders and contacts.

- (b) a total of 145,071,429 Shares were issued. Each Placement Share is a fully paid ordinary share in the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that of placement recipients, Ross Graham and Michael Foulds, each a substantial holder of the Company were issued more than 1% of the issued capital of the Company, being 2.46% and 2.59% respectively;
- (d) the Shares were issued on 17 July 2023;
- (f) the Shares were issued for \$0.017 per Share, representing a 25% discount the 5-day volume weighted average price (VWAP) of the Company's Shares.
- (g) funds raised from the issue of the Shares have been used towards:
 - (i) exploration work at the Company's high grade gold projects, Labyrinth and Comet Vale;
 - (ii) generating strategic growth and strengthening the Company's asset portfolio;
 - (iii) completing the final CAD\$500,000 payment (plus interest) to G.E.T.T Gold Inc related to the acquisition of the Company's Quebec projects (refer ASX Announcement 1 May 2023);
 - (iv) general working capital.
- (h) a voting exclusion statement is included in the Notice.

5.4. Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

6. RESOLUTION 6 – Approval of new Employee Securities Incentive Scheme

6.1. Background

The Company's employee securities incentive scheme was last approved by Shareholders at the Company's 2021 AGM.

On 1 October 2022, amendments to the Corporations Act commenced which impact the regulatory regime for employee share schemes (**ESS**). Division 1A was introduced into Part 7.12 of the Corporations Act, providing a separate regime for the making of offers in connection with an ESS (**New Regime**). The New Regime provides relief from disclosure and certain other regulatory requirements of the Corporations Act.

The Company proposes to adopt a new Employee Securities Incentive Scheme to meet the requirements of the new ESS regime. Resolution 6 seeks Shareholder approval for the adoption of the employee incentive scheme titled 'Labyrinth Employee Securities Incentive Scheme' (**Scheme**).

The Scheme provides ESS Participants with an opportunity to participate in the Company's future growth and gives them an incentive to contribute to that growth.

The Scheme works by establishing specific growth-related performance hurdles. Any Equity Securities offered to directors under the Scheme may only be made with prior shareholder approval under Listing Rule 10.14. The Scheme for which approval is sought pursuant to Listing Rule 7.2 (exception 13(b)) under Resolution 6 is summarised in **Schedule 1** and should be considered in addition to the Explanatory Statement for this resolution.

6.2. ASX Listing Rules

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

Listing Rule 7.2(exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within 3 years before the date of the issue of securities, the holders of the entity's ordinary securities have approved the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of Equity Securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (exception 13 (b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

6.3. Information required by Listing Rule 14.1A

If Resolution 6 is passed (and resolution 8 is not passed), the Company will be able to issue up to a maximum of 59,377,185 Equity Securities for consideration under the Scheme pursuant to Listing Rule 7.2 (Exception 13(b)), to eligible participants over a period of 3 years without using the Company's annual 15% placement capacity under Listing Rule 7.1. If both Resolutions 6 and 8 are passed, the Company will be able to issue up to a maximum of 118,754,370 Equity Securities for consideration under the Scheme pursuant to Listing Rule 7.2 (Exception 13(b)), to eligible participants over a period of 3 years without using the Company's annual 15% placement capacity under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Equity Securities under the Scheme 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.

If Resolution 6 is not passed, the Company will not be able to rely on Listing Rule 7.2 (exception 13(b)). Instead, any issues will be made with either Shareholder approval under Listing Rule 7.1 (and 7.1A if applicable), or in reliance on the Company's available placement capacity under either or both Listing Rules 7.1 and 7.1A as applicable. In the latter case, any issues of Equity Securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 and 7.1A as applicable for the 12 months following the issue of such Equity Securities.

6.4. Information required by Listing Rule 7.2 Exception 13(b)

The following information is provided to Shareholders for the purpose of Listing Rule 7.2 Exception 13(b):

- (a) since the scheme was last approved by Shareholders on 28 September 2021, a total of 27,655,556 Equity Securities have been issued under the exception in listing rule 7.2.
- (b) a summary of the terms of the Scheme is set out in **Schedule 1**;
- (c) based on the number of Shares on issue as at the date of this Notice, being 1,187,543,702 Shares, the maximum number of Securities proposed to be issued under the Scheme, following Shareholder approval is 59,377,185 Equity Securities (if only Resolution 6 is passed), being 5% of the share capital of the Company over the 3 years the Scheme is approved for, or 118,754,370 Equity Securities (if both Resolutions 6 and 8 are passed). Either way, it is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.
- (d) a voting exclusion statement for Resolution 6 is included in the Notice.

6.5 Board Recommendation

The Board recommends that Shareholders approve Resolution 6.

7. RESOLUTION 7 – Approval of 10% Placement Capacity

7.1. General

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

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

An “eligible entity” means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 7 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without shareholder approval.

If Resolution 7 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 7 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

Resolution 7 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).

7.2. Description of Listing Rule 7.1A and information required by Listing Rule 7.3A

(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 Securities of the Company. The Company has one class of quoted Equity Securities on issue, being ordinary shares (ASX Code: LRL).

(c) Formulae for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which 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:

$$(A \times D) - E$$

Where:

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

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that become fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (iv) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning given in 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 the 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 Listing Rule 7.1 or 7.4.

7.3. Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average market price (**VWAP**) of Equity Securities in the same

class calculated over the 15 Trading Days on which trades in the 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 10 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

7.4. 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (b) the time and date of the Company's next annual general meeting; or
- (c) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

7.5. Other Specific Information required by Listing Rule 7.3A

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

If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are exercised). There is a risk that:

- (a) 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
- (b) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's 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 Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (a) two examples where variable "A" has increased, by 50% and 100% and the voting dilution impact of such an increase. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on

issue may increase as a result of issues of Shares 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 Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

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

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Issue Price (per Share)	Dilution		
		\$0.004 (50% decrease in current issue price)	\$0.007 (Current issue price)	\$0.014 (100% increase in current issue price)
1,187,543,702 (Current Variable A)	Shares issued – 10% voting dilution	118,754,370	118,754,370	118,754,370
	Funds raised	\$415,640	\$831,281	\$1,662,561
1,781,315,553 (50% increase in Variable A)	Shares issued – 10% voting dilution	178,131,555	178,131,555	178,131,555
	Funds raised	\$623,460	\$1,246,921	\$2,493,842
2,375,087,404 (100% increase in Variable A)	Shares issued – 10% voting dilution	237,508,740	237,508,740	237,508,740
	Funds raised	\$831,281	\$1,662,561	\$3,325,122

The table has been prepared on the following assumptions:

- (a) Variable 'A' in the above table is calculated with reference to the total shares on issue at the date of this Notice.
- (b) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (c) No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.
- (d) 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%.
- (e) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused by their own shareholding depending on the specific circumstances.

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- (f) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (g) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - (h) The current issue price is \$0.007, being the closing price of the Shares on the ASX on 20 October 2023.
 - (i) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 7 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).

The Company may seek to issue the Equity Securities for the purpose of cash consideration. In such circumstances, the Company intends to use the funds raised towards the acquisition of new assets and investments, corporate and administration and working capital.

The Company will comply with the disclosure obligations under the Listing Rules 7.1A(4) and 3.10.5A upon 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.

Allocation policy

The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to the factors set out in the Company's allocation policy, including but not limited to the following:

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

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

Further, if the Company is successful in acquiring new assets or investments, it is likely that the recipients of funds raised under the 10% Placement Facility will be vendors of the new assets or investments.

Previous approval under Listing Rule 7.1A

The Company obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its previous annual general meeting held on 29 November 2022. During the 12 month period preceding the date of this Meeting, the Company issued or agreed to issue a total of 88,401,676 fully paid ordinary shares under ASX Listing Rule 7.1A.2, representing 10.09 % of the total number of Equity Securities on issue at the commencement of that 12 month period. Details of the issue are provided below:

- (a) the persons to whom the Company issued or agreed to issue the Shares were identified or selected on the basis of being new strategic sophisticated investors and existing major shareholders;
- (b) the Shares were issued for \$0.007 per Share, representing a 25% discount to the closing market price of the Company's Shares on the date of issue;
- (c) the total cash consideration received by the Company was \$1,015,500. Of that amount, \$600,000 has been spent on:
 - (h) completing the final CAD\$500,000 payment (plus interest) to G.E.T.T Gold Inc related to the acquisition of the Company's Quebec projects (refer ASX Announcement 1 May 2023); and
 - (ii) general working capital.
- (d) the intended use for the remaining amount of that cash of \$415,500 is:
 - (i) exploration work at the Company's Comet Vale project;
 - (ii) generating strategic growth and strengthening the Company's asset portfolio; and
 - (iii) general working capital.

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (a) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- (b) the information required by Listing Rule 3.10.5A for release to the market.

8.6 Voting exclusion notice

A voting exclusion statement is not included in the Notice. At the date of the Notice, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2. On this basis, a voting exclusion statement is not required.

8.7 Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

8. RESOLUTION 8 – Amendment to Constitution

8.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

The Company proposes to amend its Constitution to:

- (a) update references to the Company's name;
- (b) provide for the use of technology; and
- (c) increase the issue cap from 5% to 10% for the purposes of the Company's Employee Securities Incentive Scheme.

As Resolution 8 is a special resolution, 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) is required to pass the resolution.

8.2 Update name of Company

The Constitution currently refers to "Mintails Limited", which is a former name of the Company. It is proposed to amend the Constitution to replace all references to "Mintails Limited" with the Company's current name, "Labyrinth Resources Limited".

8.3 Use of Virtual Technology - Amendment to clause 12.3 and insertion of new clauses 12.3A, 12.3B and 12.3C and 1.2(c).

Section 249R of the Corporations Act permits a company to hold a meeting of its members using virtual technology only, if this is required or permitted by the company's constitution expressly. As the Constitution does not expressly provide for virtual only meetings, shareholder approval is sought to make the following amendments.

The Company seeks shareholder approval to amend clause 12.3 by deleting the sentence "A general meeting may be held at two or more venues simultaneously using any technology that gives Shareholders as a whole a reasonable opportunity to participate." and inserting new clauses 12.3A, 12.3B and 12.3C as follows:

"12.3A How General Meetings of Shareholders may be held

The Company may hold a general meeting of Shareholders at a time determined by the Directors:

- (a) *at one or more physical venues;*
- (b) *at one or more physical venues and using virtual meeting technology; or*
- (c) *using virtual meeting technology only,*

provided that, in each case, Shareholders as a whole are given reasonable opportunity to participate in the meeting, and otherwise in a manner determined by the Directors."

12.3B Use of technology

Where a meeting of Shareholders is held using virtual technology only or at two or more venues using any form of technology, any documents required or permitted to be tabled at the meeting will be taken to have been tabled at the meeting if the document is given or made available, to the persons entitled to attend the meeting (whether physically or using technology) before or during the meeting.”

12.3C Communication of meeting documents

To the extent permitted under the Corporations Act, Listing Rules and any other applicable law, any document that is required or permitted to be given to a Shareholder that relates to a meeting of Shareholder (including but not limited to, the notice of meeting) may be distributed:

- (a) by means of electronic communications; or*
- (b) by giving the Shareholder (by means of an electronic communication or otherwise) sufficient information to allow the person to access the document electronically,*

in accordance with the Corporations Act.”

Shareholder approval is sought to amend clause 1.2(c) by inserting new sub paragraph (viii) as follows:

“(viii) a reference to a person being ‘present’ at a meeting includes participating using technology approved by the Directors in accordance with this Constitution.”

8.4 Increase of issue cap under Employee Securities Incentive Scheme

Offers that are made for monetary consideration must comply with the issue cap in section 1100V which is 5% unless the entity’s constitution specifies another percentage.

Resolution 8 is a special resolution seeking approval to amend the Constitution for the purpose of section 1100(V) of the Corporations Act to permit the Company to issue Securities under the Plan up to a maximum of 10% of the issued capital of the Company.

Under Division 1A of Part 7.12 of the Corporations Act offers under employee incentive plan that do not require a monetary payment (e.g., zero exercise price options or performance rights) can be issued without an issue cap. However, offers requiring a monetary payment (whether upon grant or upon exercise/vesting of the grant and issue of the underlying shares) must comply with an issue cap which is set at 5% under the Corporations Act unless raised by the company’s constitution.

In ASIC Consultation Paper 364: Modifications to the ESS regime, ASIC has clarified that the issue cap does not apply where the company only makes offers for no monetary consideration in reliance on section 1100P or only makes offers that do not need disclosure in reliance on section 1100R. If, however some offers are also made for monetary consideration in reliance on section 1100Q, then all equity issued including securities issued for no monetary consideration (under section 1100P) and securities issued under another disclosure exemption (under section 1100R) must be included when calculating the issue cap.

For the purpose of section 1100(V) of the Corporations Act, the Company is seeking approval pursuant to Resolution 8 to set the issue cap to 10% of the issued capital of the Company by adding a new clause 2.3A in the Constitution as follows:

“2.3A Employee Securities Incentive Scheme

Subject to the Listing Rules and the Corporations Act and for the purposes of section 1100V(2) of the Corporations Act, the issue cap is 10%.”

Shareholders may review a copy of the proposed amended Constitution incorporating the proposed amendments detailed above (**Amended Constitution**) at the office of the Company. A copy of the Amended Constitution can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

8.5 Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

9. RESOLUTION 9 – Reinsertion of Proportional Takeover Provisions in the Company’s Constitution

9.1 General

The Corporations Act permits a company to include provisions in its constitution which enable the company to refuse to register a transfer of shares under a proportional (or partial) takeover offer, unless first approved by an ordinary resolution of Shareholders.

Resolution 9 seeks to reinsert the Proportional Takeover Provisions contained in clause 36 of the Constitution. These provisions relate to proportional takeover approval under section 648D of the Corporations Act. A copy of the Constitution can be obtained from the Company upon request to the Company Secretary.

The Proportional Takeover Provisions enable the Company to refuse to register Shares acquired under a proportional takeover bid unless approved by an ordinary resolution of Shareholders. In accordance with the Corporations Act, these provisions are effective for a maximum of three years, unless renewed. These provisions have not been renewed by the Company within the required period so are currently of no effect.

The Directors consider it in the interests of Shareholders to have a proportional takeover provision in the Constitution and, accordingly, Shareholders are being asked to reinsert the proportional takeover provisions contained in rule 36 of the Constitution with effect from the date of this meeting for a further period of three years.

If reinserted, the Proportional Takeover Provisions will operate for three years from the date of the Meeting and after that time will cease to apply unless renewed by a further special resolution of Shareholders. Accordingly, a special resolution is being put to Shareholders under section 648G of the Corporations Act to reinsert clause 36 of the Constitution. A special resolution 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).

If Resolution 9 is passed, then for 21 days after the Meeting, the holders of not less than 10% (by number) of the Company’s Shares have the right to apply to the Court to have

Resolution 9 set aside. The Court may set aside Resolution 9 if the Court is satisfied in all the circumstances that it is appropriate to do so.

The Corporations Act requires the Company to include the following information in this Notice as the Notice contains a Resolution seeking Shareholder approval to reinsert the Proportional Takeover Provisions.

9.2 Proportional Takeover Provisions

A proportional takeover bid is a takeover bid that is sent to all shareholders in a class, offering to purchase a specified proportion only (not all) of each shareholder's shares. If a shareholder accepts, the shareholder disposes of that specified portion and retains the balance. This means that control of the Company may pass without Shareholders having an opportunity to dispose of all their Shares. That is, Shareholders are exposed to the risk of being left as minority Shareholders in the Company by not being able to sell their entire shareholding into a proportional takeover offer. Also, by making a proportional bid, a bidder could obtain practical control of the Company by acquiring less than a majority interest. This might allow a bidder to acquire control without payment of an adequate control premium.

To deal with this possibility, a company may provide in its constitution that if a proportional takeover bid is made for shares in the company, shareholders are required to vote by ordinary resolution on whether to accept or reject the offer and that decision will be binding on all the securityholders. The benefit of the provision is that shareholders are able to decide collectively whether the proportional offer is acceptable in principle and it may ensure that any partial offer is appropriately priced.

The Directors consider that Shareholders should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of the Company to change without Shareholders being given the opportunity to dispose of all their Shares for a satisfactory control premium.

The Directors believe that the Proportional Takeover Provisions are desirable to give Shareholders protection from the risks inherent in proportional takeover bids.

9.3 Effect of the Proportional Takeover Provisions

If a bidder makes a proportional takeover bid for any class of shares in the Company, the Directors must ensure that a meeting of members of that class is convened where a resolution to approve the proportional takeover bid is voted on. The vote is decided on a simple majority. The bidder and its associates are excluded from voting on that approving resolution.

The meeting and the vote on the approving resolution must take place more than 14 days before the last day of the bid period.

If the approving resolution is rejected before the deadline, the bid cannot proceed and the offer will be taken to have been withdrawn. Any transfers giving effect to takeover contracts for the bid will not be registered and all offers under the takeover bid are taken to be withdrawn and all takeover contracts must be rescinded.

- If the approving resolution is not voted on, the bid will be taken to have been approved; and

- If the approving resolution is passed (or taken to have been approved), the transfers must be registered (subject to other provisions of the Corporations Act and the Company's Constitution).

The Proportional Takeover Provisions do not apply to full takeover bids and only apply for three years after the date they are adopted, renewed or reinserted. The provisions may be renewed within, or reinserted upon the expiry of, the three year period, but only by special resolution passed by shareholders.

9.4 Potential Advantages and Disadvantages of the Proportional Takeover Provisions

Section 648G of the Corporations Act requires this Notice to set out the potential advantages and disadvantages for Directors and Shareholders of the Proportional Takeover Provisions proposed to be reinserted. The provisions were first adopted in November 2017 and have not been renewed within the required period.

While the reinsertion of clause 36 in the Constitution will allow the Directors to ascertain Shareholders' views on a proportional takeover bid, the Directors consider that the Proportional Takeover Provisions do not otherwise offer any potential advantages or disadvantages for any of them, and that they would remain free to make a recommendation on whether or not to accept an offer under a proportional takeover bid. The Directors note that it could be argued that the Proportional Takeover Provisions are an advantage to them as a takeover defence mechanism that could be exploited to entrench the incumbent Board of Directors. However, the Directors believe that argument ignores the rationale of the Proportional Takeover Provisions, which is to empower Shareholders not the Directors.

The potential advantages of the Proportional Takeover Provisions for Shareholders include:

- (a) Shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) the provisions may assist Shareholders and protect them from being locked in as a minority;
- (c) the provisions increase the bargaining power of Shareholders and may assist in ensuring that any proportional takeover bid is adequately priced;
- (d) the provisions may ensure that all Shareholders have an opportunity to assess a proportional takeover proposal and vote on the bid at a general meeting. This is likely to ensure that a potential bidder structures its offer in a way which is attractive to a majority of Shareholders; and
- (e) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders and assist in deciding whether to accept or reject an offer under a proportional takeover bid.

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

- (a) proportional takeover bids for shares in the company may be discouraged;
- (b) Shareholders may lose an opportunity to sell some of their shares at a premium;

- (c) individual shareholders may consider that the proportional takeover provisions would restrict their ability to deal with their shares as they see fit; and
- (d) the likelihood of a proportional takeover bid succeeding may be reduced.

9.5 Previous Operation of clause 36

The Corporations Act also requires this Notice to retrospectively address the advantages and disadvantages for Directors and Shareholders of the Proportional Takeover Provisions which are proposed to be reinserted.

During the time that the Proportional Takeover Provisions have been in effect there have been no proportional takeover bids for the Company. However, there were no proportional takeover bids during the periods when such provisions were not in effect. The Directors are also not aware of any potential proportional takeover bid that was discouraged by the proportional takeover provisions. The Directors are therefore unable to point to any more specific advantages or disadvantages evident from the operation of clause 36 during the period of its operation.

9.6 Knowledge of any Acquisition Proposals

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

Those Directors, who are also Shareholders, have the same interest in Resolution 9 as all Shareholders.

9.7 Director's recommendation

The Board recommends that Shareholders vote in favour of Resolution 9.

ENQUIRIES

Shareholders are encouraged to contact the Company Secretary on +61 8 6149 1573 or by email at admin@labyrinthresources.com if they have any queries in respect of the matters set out in these documents.

GLOSSARY OF TERMS

In this Explanatory Statement and the Notice, the following terms have the following meaning unless the context otherwise requires:

Annual General Meeting, General Meeting, or Meeting Associate ASX	the annual general meeting of Shareholders convened by this Notice, or any resumption thereof.
ASX	has the meaning given to that term in the Listing Rules. ASX Limited (ACN 008 624 691), or, as the context requires, the financial market operated by it known as the Australian Securities Exchange.
Board	the board of Directors of the Company.
Business Day	has the meaning given to that term in the Listing Rules.
Chair or Chairperson	the chair of the Meeting.
Company or Labyrinth Resources	Labyrinth Resources Limited (ACN 008 740 672).
Constitution Corporations Act	means the Constitution of the Company. <i>Corporations Act 2001</i> (Cth).
Director	a director of the Company, and where the context requires, includes an alternate director
Employee Securities Incentive Scheme or Scheme	has the meaning given by section 6.1 of the Explanatory Statement.
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	this explanatory statement which accompanies and forms part of the Notice.
Glossary	this glossary of terms.
Key Management Personnel or KMP	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board.
Listing Rules	the listing rules of ASX, as amended from time to time.
Notice or Notice of Meeting	the Notice of Annual General Meeting accompanying this Explanatory Statement.
Performance Rights	means a right which entitles the holder to be issued Shares upon the satisfaction of certain conditions.
Proportional Takeover Provisions	means the proportional takeover provisions contained in clause 36 of the Constitution.
Proxy Form	the proxy form accompanying the Notice.
Related Body Corporate	has the same meaning as given to that term in the Corporations Act.
Related Party	has the meaning given to that term in the Listing Rules.
Resolution	a resolution referred to in the Notice.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	a fully paid ordinary share in the Company.
Shareholder	the holder of a Share.
Trading Day	has the meaning ascribed to it in the Listing Rules.

Schedule 1 – Summary of key terms of Employee Securities Incentive Scheme

Set out below is a summary of the key terms of the Scheme. The full terms of the Scheme may be inspected at the registered office of the Company during normal business hours. It is intended that both the Executive and Non-Executive Directors will participate in the Scheme.

1. **Eligible Participant** means a person that has been determined by the Board to be eligible to participate in the Scheme from time to time and is an “ESS participant” (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an associated entity of the Company. This relevantly includes, amongst others:
 - (a) an employee or director of the Company or an individual who provides services to the Company;
 - (b) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity, where that associated entity is a body corporate);
 - (c) a prospective person to whom paragraphs (a) or (b) apply;
 - (d) a person prescribed by the relevant regulations for such purposes; or
 - (e) certain related persons on behalf of the participants described in paragraphs (a) to (d) (inclusive).
2. **Prior Shareholder approval for issues to Directors:** The Company will require prior Shareholder approval for the issue of Securities under the Scheme to Directors, their associates, and any other person whose relationship with the Company or a Director or a Director’s associate is such that, in ASX’s opinion, the acquisition should be approved by Shareholders. The issue of Securities with Shareholder approval will not count towards the ASX Limit.
3. **Purpose:** The purpose of the Scheme is to:
 - (a) assist in the reward, retention and motivation of Eligible Participants;
 - (b) link the reward of Eligible Participants to performance and the creation of Shareholder value;
 - (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities;
 - (d) provide Eligible Participants with the opportunity to share in any future growth in value of the Company; and
 - (e) provide greater incentive for ESS Participants to focus on the Company’s longer term goals.
4. **Scheme administration:** The Scheme will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Scheme rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.
5. **Eligibility, invitation and application:** The Board may from time to time determine that an Eligible Participant may participate in the Scheme and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board

decides. An invitation issued under the Scheme will comply with the disclosure obligations pursuant to Division 1A. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation. A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

6. **Grant of Securities:** The Company will, to the extent that it has accepted a duly completed application, grant the successful Eligible Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Scheme rules and any ancillary documentation required.
7. **Maximum allocation:** The Company must not make an offer of Securities under the Scheme in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where the total number of Scheme Shares that may be issued, or acquired upon exercise of Scheme Convertible Securities offered, when aggregated with the number of Shares issued or that may be issued as a result of offers made under the Scheme at any time during the previous 3 year period would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.
8. **Terms of Convertible Securities:** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Scheme. Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
9. **Vesting of Convertible Securities:** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
10. **Exercise of Convertible Securities and cashless exercise:** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation. At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities. Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation. A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Scheme rules, or such earlier date as set out in the Scheme rules.

11. **Delivery of Shares on exercise of Convertible Securities:** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Scheme rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
12. **Forfeiture of Convertible Securities:** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Scheme rules:

- (a) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (b) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
13. **Good Leaver:** Unless otherwise stated in the Invitation or determined by the Board in its absolute discretion, a Convertible Security held by a Participant who becomes a Leaver by reason of redundancy, retirement, total and permanent disability or any other circumstances other than bad leaver or resignation, which has not already been validly exercised after vesting will lapse and be forfeited on the date that is 30 days after the date that the Participant ceased to be employed by any Group member, unless the Board in its absolute discretion determines that some or all of the Convertible Securities will be retained by the Participant or that the Participant will be granted a longer period to exercise such Convertible Securities.
14. **Change of control:** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
15. **Rights attaching to Scheme Shares:** All Shares issued under the Scheme or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Scheme Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Scheme Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Scheme Shares. A Participant may exercise any voting rights attaching to Scheme Shares.
16. **Disposal restrictions on Securities:** If the invitation provides that any Scheme Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by an ESS Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.
17. **Adjustment of Convertible Securities for reorganisation:** If at any time the capital of the Company's issued share capital is reorganised (including any consolidation, subdivision, reduction, return or cancellation), the rights of each Participant holding

Convertible Securities will be changed in a manner consistent with the Corporations Act and the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation. If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

18. **Other capital events:** If the Company announces a priority issue in relation to an initial public offering of a subsidiary or an in-specie distribution of shares of a subsidiary, all unvested Convertible Securities will automatically vest and any Shares issued as a result must be issued at least six (6) Business Days prior to any relevant Record Date.
19. **Participation in new issues:** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
20. **Amendment of Scheme:**
 - (a) Subject to subparagraph 20(b), the Board may at any time amend any provisions of the Scheme rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Scheme and determine that any amendments to the Scheme rules be given retrospective effect, immediate effect or future effect.
 - (b) No amendment to any provision of the Scheme rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

Your proxy voting instruction must be received by **03.00pm (AWST) on Saturday, 25 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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