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Xantippe Resources Limited

ACN 123 102 974

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting:	Thursday, 30 November 2023
Time of Meeting:	2.00 pm AEDT
Place of Meeting:	Level 6, 80 Chandos Street, St Leonards, NSW 2065

This is an important document. Please read it carefully.

If you are unable to attend the Meeting, please complete the proxy form **enclosed** and return it in accordance with the instructions set out on that form.

With regards to the COVID-19 pandemic, the Company will adhere to all social distancing measures prescribed by government authorities at the Annual General Meeting, and Shareholders attending the Annual General Meeting will need to ensure they comply with the protocols. We are concerned for the safety and health of Shareholders, staff and advisers, so we will put in place certain measures including social distancing requirements.

In compliance with ASX guidelines, each Resolution will be decided by poll, based on proxy votes and by votes from Shareholders in attendance at the Annual General Meeting. Shareholders are strongly encouraged to vote by lodging the proxy form attached to this Notice of Meeting in accordance with the instructions set out on that form by no later than 2.00 p.m. AEDT on 28 November 2023.

Notice of Annual General Meeting

Notice is given that an Annual General Meeting of shareholders of Xantippe Resources Limited ACN 123 102 974 (Company) will be held at Level 6, 80 Chandos Street, St Leonards, NSW 2065 on 30 November 2023 commencing at 2.00 p.m. AEDT.

Agenda

Ordinary business

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

1. Resolution 1: Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2023."

Note: the vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

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

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

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

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

Voting Intentions of Chair:
Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolution the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying Explanatory Memorandum.

2. Resolution 2: Election of Director – Mr Kevin Lynn

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

"*That, Mr Kevin Lynn, who was appointed by the Board as a Director of the Company on 14 February 2023 pursuant to Article 7.6(a) of the Constitution, and being eligible, offers himself for election, be elected as a Director of the Company*."

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3. Resolution 3: Election of Director – Mr Matthew Beem

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

"*That, Mr Matthew Beem, who was appointed by the Board as a Director of the Company on 26 June 2023 pursuant to Article 7.6(a) of the Constitution, and being eligible, offers himself for election, be elected as a Director of the Company*."

4. Resolution 4: Ratification of prior issue of Roth Options

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 7.4 and for all other purposes, Shareholders ratify the issue of 150,000,000 Options in the Company to Roth Capital Partners LLC under the terms and conditions set out in the Explanatory Memorandum."

Voting prohibition statement:
The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

(1) a person who participated in the issue of the Options the subject of Resolution 4; or

(2) an associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

(3) 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

(4) the Chair 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

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

- **(1)** 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
- **(2)** the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Special Resolutions

5. Resolution 5: Approval of 10% Placement Capacity

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

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

6. Resolution 6: Consolidation of Share Capital

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

"That, for the purposes of section 254H(1) of the Corporations Act, the issued share capital of the Company be consolidated on the basis that:

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(a) *every two hundred existing fully paid ordinary Shares be consolidated into one fully paid ordinary Share;*
(b) *the Convertible Notes and Performance Rights on issue be reorganised in accordance with Listing Rule 7.21;*
(c) *all Options on issue be adjusted in accordance with Listing Rule 7.22; and*

where this consolidation results in a fraction of a Share, Option, Convertible Note or Performance Right (as applicable) being held by a person, the directors of the Company be authorised to round that fraction up to the nearest whole number, with such consolidation to take effect in accordance with the timetable set out in the Explanatory Memorandum."

7. Resolution 7 – Approval to Change of Company Name

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

"That, pursuant to and in accordance with section 157 of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to "XTC Lithium Limited" with effect from the date that ASIC alters the details of the Company's registration."

8. General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

Notes:

(a) Terms used in this Notice of Meeting are defined in the "Interpretation" section of the accompanying Explanatory Memorandum.

(b) A detailed summary of the Resolution(s) is contained within the Explanatory Memorandum.

The resolution(s) at this Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting.

By order of the board

Kevin Lynn
Company Secretary
27 October 2023

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Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001 (*Cth*).* The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act.*

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at, posted to, scanned and emailed or sent by facsimile transmission to the Company's share registry not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 2.00pm AEDT on 28 November 2022.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

You must sign the proxy form as follows in the spaces provided:

Individual:	Where the holding is in one name, the holder must sign.
Joint Holding:	Where the holding is in more than one name, all holders must sign.
Power of Attorney:	To sign under Power of Attorney, 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 sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

1. Introduction

This Explanatory Memorandum is provided to the shareholders of Xantippe Resources Limited ACN 123 102 974 (**the Company**) to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at Level 6, 80 Chandos Street, St Leonards, NSW 2065 on 30 November 2023 commencing at 2.00 p.m. AEDT.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend that Shareholders vote in favour of all Resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Terms used in this Explanatory Memorandum are defined in Section 12.

2. Financial Statements and Reports

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' report, the Remuneration Report, and the auditor's report.

There is no requirement for shareholders to approve these reports. However, time will be allowed during the annual general meeting for consideration by shareholders of the financial statements and the associated directors' and auditors' reports.

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

The Company's Annual Report is placed before the Shareholders for discussion.

No voting is required for this item.

3. Resolution 1: Adoption of Remuneration Report

3.1 General

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

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

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

3.2 Voting consequences

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

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

All of the directors of the Company who were in office when the directors' report (as included in the Company's annual financial report for the most recent financial year) was approved, other than the

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managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

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

3.3 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, the Spill Resolution is not relevant for this Annual General Meeting.

4. Resolution 2: Election of Director – Mr Kevin Lynn

4.1 General

Article 7.6(a) of the Constitution allows the Board to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, and such an appointment may retire at the next general meeting of the Company and is eligible for re-election at that meeting.

Mr Lynn was appointed a Director on 14 February 2023 under Article 7.6(a). Accordingly, Mr Lynn retires at the Meeting and seeks re-election.

6.2 Qualifications and other material directorships

Mr Lynn is a Chartered Accountant (ACA) with a Master of Finance. Mr Lynn is also Fellow of FINSIA (F.FIN) and Institute of Company Directors (FAICD) with over 35 years' experience in private, public and public listed companies, particularly in mining and oil and gas, whilst acting in various roles **including Director, CFO and Company Secretary.**

6.3 Board recommendation

The Board supports the election of Mr Lynn as a Director of the Company and recommends (with Mr Lynn abstaining) that Shareholders vote in favour of Resolution 2.

5. Resolution 3: Election of Director – Mr Matthew Beem

5.1 General

Article 7.6(a) of the Constitution allows the Board to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, and such an appointment may retire at the next general meeting of the Company and is eligible for re-election at that meeting.

Mr Beem was appointed a Director on 26 June 2023 under Article 7.6(a). Accordingly, Mr Beem retires at the Meeting and seeks re-election.

5.2 Qualifications and other material directorships

Mr Beem has over two decades of experience in the financial sector in Latin America, holding a wide array of positions throughout wealth management, investment advisory, and corporate finance, including CEO, CIO, and portfolio manager. Most recently, he served as the country head / CEO for Uruguay at the EFG Bank Rep Offices in Montevideo and Punta del Este.

He began his career in Buenos Aires, Argentina at the think tank "Fundacion Mediterranea", founded by the former Argentine finance minister Domingo Cavallo. During his two-year stint there, he covered the Brazilian economy, was on a team commissioned by the World Bank to compare the Brazilian devaluation of 1999 with the Argentine crisis of 2002 and wrote analysis of the Brazilian presidential transition of 2002 for both South American and US-based publications.

Prior to joining EFG Oficina de Representacion, he was a senior member of the portfolio management team for EFG Asset Management in Miami, where he was the lead manager for three different

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discretionary strategies totalling an AuM of $ 700 million; Matthew was also an investment counselor for EFG Capital, where he advised clients on a non-discretionary basis. He has also previously held several positions in Miami-based private banks, including Citi Private Bank, where he made asset allocation decisions for HNW portfolios.

Matthew is fluent in Spanish and is a CFA charterholder (Chartered Financial Analyst). He holds a bachelor's degree from Trinity University, a master's degree from Stanford University, as well as a master's degree in Geosciences from Mississippi State University. In terms of organizational involvement, he has served as the president of the CFA Society Miami, is a current member of CFA Society Uruguay and CFA Society Miami and has also served on boards of the CFA Institute the Rotary Club, and as an alumni admissions interviewer for Stanford University.

5.3 Board recommendation

The Board supports the election of Mr Beem as a Director of the Company and recommends (with Mr Beem abstaining) that Shareholders vote in favour of Resolution 3.

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6. Resolution 4: Ratification of prior issue of Roth Options

6.1 General

As announced to the ASX on 3 July 2023 the Company advised that it has issued 150,000,000 unlisted Roth Options at an exercise price of $0.006 (0.6 cents) per Roth Option and an expiry date of 3 July 2026 to Roth Capital Partners LLC under a Financial Services Agreement.

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Roth Options.

6.2 Listing Rule 7.1 and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of Shares on issue at the commencement of that 12 month period. The issue of the Roth Options do not fall within any of these exemptions.

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

6.3 Consequence of Resolution 4

By approving Resolution 4 and ratifying this issue, the Company will retain the flexibility to issue equity securities in the coming 12 months, with the issue of the Roth Options the subject of Resolution 4 being excluded in calculating the Company's capacity under Listing Rule 7.1.

If Resolution 4 is not passed, the issue of the Roth Options the subject of Resolution 4 remains valid, however, such issue will be included in calculating the Company's capacity under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the coming 12 months.

6.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the Options the subject of Resolution 4:

(a) Resolution 4 seeks to ratify the issue of 150,000,000 Roth Options which were issued to Roth Capital Partners LLC using the Company's capacity under Listing 7.1 on 3 July 2023;

(b) the Roth Options were issued as partial consideration for the engagement of Roth Capital Partners LLC as the Company's corporate advisor assisting with the Company's North American capital markets strategy;

(c) the Roth Options were issued at a nil issue price, in connection with the engagement of Roth Capital Partners LLC as the Company's corporate advisor assisting with the Company's North American capital markets strategy. The Company has not, and will not receive any other consideration for the issue of the Roth Options (other than in respect of funds received on any exercise of the Roth Options);

(d) the Roth Options have an exercise price of $0.006 per Option;

(e) the terms of the Roth Options are set out in Schedule 1;

(f) the Company and Roth Capital entered an agreement for the engagement of Roth Capital Partners LLC as the Company's corporate advisor assisting with the Company's North American capital markets strategy for a term of 12 months. Under the agreement, the Roth will receive the Roth Options as well as cash consideration. The agreement is otherwise on market standard terms.

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

6.5 Directors' recommendation

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

7. Resolution 5: 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.

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

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

Resolution 5 seeks Shareholder approval by way of special resolution for the Company to have the 10% Placement Capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 5 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 5 is not passed, the Company will not be able to access the 10% Placement Capacity to issue Equity Securities without Shareholder approval under 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.

7.2 Information on 10% Placement Capacity

(a) Quoted securities

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX.

As at the date of this Notice, the Company currently has three classes of Equity Securities quoted on the ASX, being Ordinary Shares (ASX Code: XTC), Options Expiring 10 June 2024 (ASX Code: XTCOA) and Options Expiring 30 September 2024 (ASX Code: XTCO).

(b) Formula for 10% Placement Capacity

If this Resolution 5 is passed, the Company may issue or agree to issue, during the 12 month period after this Meeting, the number of Equity Securities calculated in accordance with the following formula:

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Additional Placement Capacity = (A x D) – E

A = the number of fully-paid ordinary securities on issue at the commencement of the Relevant Period:

- plus the number of fully-paid ordinary securities issued in the Relevant Period under an exception in ASX Listing Rule 7.2 other than exception 9, 16, or 17;
- plus the number of fully-paid ordinary securities issued in the Relevant Period on the conversion of convertible securities within 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 Listing Rules to have been approved under Listing Rule 7.1 or 7.4;
- plus the number of fully-paid ordinary securities issued in the Relevant Period under an agreement to issue securities within rule 7.2 exception 16 where:
    - the agreement was entered into before the commencement of the Relevant Period; or
    - the agreement or issue was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the Relevant Period with approval under Listing Rule 7.1 or ASX Listing Rule 7.4;
- plus the number of partly-paid ordinary securities that became fully-paid in the Relevant Period;
- less the number of fully-paid ordinary securities cancelled in the Relevant Period;

D = 10%; and

E = the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

7.3 Listing Rule requirements

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

(a) Period for which the 10% Placement Capacity is valid

The 10% Placement Capacity will commence on the date of the Meeting at which the Shareholder approval is obtained and expire on the first to occur of the following:

(i) the date that is 12 months after the date of this Meeting (i.e. 30 November 2023), presuming Shareholder approval is obtained;

(ii) the time and date of the Company's next annual general meeting; and

(iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum Price at which equity securities may be issued

Any Equity Securities issued under the 10% Placement Capacity will be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

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(c) Use of funds raised under 10% Placement Capacity

The Company intends to use funds raised from issues of Equity Securities under the 10% Placement Capacity for:

(i) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);

(ii) continued exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration);

(iii) the development of the Company's current business; and

(iv) general working capital.

(d) Risk of voting dilution

If Resolution 5 is passed and the Company issues securities under the 10% Placement Capacity, then there is a risk to existing Shareholders of economic and voting dilution, including the risk that:

(i) the market price for Equity Securities in the same class may be significantly lower on the issue date of the new Equity Securities than on the date Shareholder approval is obtained for this Resolution; and

(ii) the new Equity Securities may be issued at a price that is at a discount to the market price for Equity Securities in the same class on the issue date.

The table below shows the potential dilution of existing Shareholders following the issue of Equity Securities under the 10% Placement Capacity (based on the formula set out above) using difference variables for the number of issued Ordinary Shares and the market price of Ordinary Shares. The table overleaf is calculated using the closing market price of Shares and the number of Equity Securities on issue as at 24 October 2023.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (pre-Consolidation) (Variable 'A' in ASX Listing Rule 7.1A2)	**Dilution**			
	Issue Price (per Share)	**$0.0005 (50% decrease in current issue price)**	**$0.001 (Current issue price)**	**$0.002 (100% increase in current issue price)**
17,528,005,315 (Current Variable A)	**Shares issued – 10% voting dilution**	1,752,800,531	1,752,800,531	1,752,800,531
	Funds raised	$876,400	$1,752,801	$3,505,601
26,292,007,971 (50% increase in Variable A)	**Shares issued – 10% voting dilution**	2,629,200,797	2,629,200,797	2,629,200,797
	Funds raised	$1,314,600	$2,629,201	$5,258,402
35,056,010,628 (100% increase in Variable A)	**Shares issued – 10% voting dilution**	3,505,601,063	3,505,601,063	3,505,601,063
	Funds raised	$1,752,801	$3,505,601	$7,011,202

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

(i) The consolidation the subject of Resolution 6 has not yet occurred.

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(ii) There are 17,528,005,314 Shares on issue as at the date of this Notice (pre-Consolidation) (ASX Code: XTC).

(iii) The issue price set out above is the closing price of the Shares on the ASX on 17 October 2023.

(iv) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.

(v) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.

(vi) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.

(vii) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

(viii) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed.

(ix) 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%.

(x) 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 Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

(1) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

(2) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) Allocation under the 10% Placement Capacity

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

(1) the purpose of the issue;

(2) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;

(3) the effect of the issue of the Equity Securities on the control of the Company;

(4) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;

(5) prevailing market conditions; and

(6) advice from corporate, financial and broking advisers (if applicable).

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(f) Previous approval under ASX Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 29 November 2022 (**Previous Approval**).

The Company has issued 814,522,985 equity securities (pre-Consolidation) under Listing Rule 7.1A since the 2022 AGM, representing 4.65% of the total number of equity securities on issue at the commencement of the 12-month period.

All of these equity securities were issued in a placement on 14 December 2022 as follows:

(i) 814,522,985 fully paid ordinary shares (pre-Consolidation) (ASX:XTC);

(ii) the shares were issued to sophisticated, professional or other exempt investors. None of the subscribers were related parties of the Company. No applicant was a member of the Company's key management personnel, a substantial holder in the Company, an advisor to the entity or an associate of any of these persons and were not issued more than 1% of the entity's current issued capital; and

(iii) the shares were issued at 0.6 cents each, which was equal to the closing price of 0.6 cents on 14 December 2022.

The total cash received was $4,887,137. All of the cash was spent on the acquisition of the Carachi Pampa Lithium Project, exploration and working capital requirements.

7.4 Voting Exclusion

A voting exclusion statement is included in this Notice of Meeting. As at the date of this Notice of Meeting, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

7.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 5.

The Chair intends to vote all available proxies in favour of Resolution 5.

8. Resolution 6: Consolidation of Share Capital

8.1 Background to the Consolidation

Resolution 6 seeks Shareholder approval to undertake a consolidation of the Company's share capital on a two hundred (200) for one (1) basis (the **Consolidation**).

The Board seeks Shareholder approval to consolidate the Company's issued share capital by consolidating every two hundred 'pre-consolidation' Shares into one 'post-consolidation' Share. For example, if a Shareholder held 1,000 Shares before the consolidation, that Shareholder would hold 5 Shares after the consolidation. The Company's Share price is expected to increase to reflect the consolidation, and the smaller number of Shares on issue, however the Company cannot determine or guarantee the price at which the Company's Shares will trade post consolidation.

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

The large number of Shares currently on issue results in a lower 'per share' value, which could lead to a lower demand for the Company's Shares from potential new investors (in particular, institutional investors whose mandates prevent investment in shares with a price below a particular threshold). As such, the Board considers that the Company's current capital structure presents a number of management challenges and potential disadvantages to Shareholders, and therefore a consolidation is in the best interests of Shareholders.

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Listing Rule 7.20 provides that, if any entity proposes to reorganise its capital, it must advise shareholders of certain matters which are set out in section 8.2 below. No voting exclusions apply, and all shareholders can vote on the resolution.

Listing Rule 7.21 provides that a listed entity which has convertible securities (except options) on issue may only reorganise its capital if, in respect of the convertible securities, the number of its convertible securities or the conversion price, or both, is reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary securities do not receive.

Listing Rule 7.22.1 requires that where a listed entity with options undertakes a consolidation of its capital, the number of its options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

8.2 Effect of the Consolidation

(1) *Shares*

As at the date of the Notice the Company currently has 17,528,005,314 Shares on issue (pre-Consolidation). If Shareholders approve the Consolidation, the number of Shares currently on issue in the Company will reduce from 17,528,005,314 Shares on issue to approximately 87,640,027 Shares on issue (the number of securities ultimately on issue post-Consolidation will depend on the rounding of fractional amounts). This assumes no existing Convertible Notes, Performance Rights or Options are exercised prior to the Consolidation.

Individual Shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding and fractional entitlements). In the absence of any other market movements or changes to the issued capital, the Consolidation will not affect the percentage interest in the Company held by each shareholder and will not result in a change to the rights and obligations of Shareholders.

While the Consolidation will not have an effect on the underlying value of the Company, upon consolidation, the Shares should trade at a higher price than that they currently trading on the basis that each Share will represent 200 times the underlying value of a Share prior to the Consolidation.

(2) *Options*

The Company currently has 2,205,950,348 Options on issue (pre-Consolidation). In accordance with the terms of the Options and Listing Rule 7.22, these Options will be consolidated on the same basis as the Shares. That is, every 200 Options will be consolidated into 1 Option, with the exercise price of each option being amended in inverse proportion to the ratio. Any fractional entitlements will be rounded up to the nearest whole number.

If the Consolidation is approved by the Shareholders, the number of Options on issue will reduce to approximately 11,029,751 Options (subject to rounding and fractional Option entitlements).

The following table summarises the effect of the consolidation on the Options on issue:

Options	Expiry Date	Pre-consolidation		Post-consolidation	
		Number	Exercise price	Number	Exercise price
XTCO	30 Sep 2024	600,017,766	$0.0035	3,000,089	$0.70
XTCOA	10 Jun 2024	1,575,932,582	$0.015	7,879,663	$3.00

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Options	Expiry Date	Pre-consolidation		Post-consolidation	
		Number	Exercise price	Number	Exercise price
XTCO	30 Sep 2024	600,017,766	$0.0035	3,000,089	$0.70
XTCAU	3 Jul 2026	150,000,000	$0.006	750,000	$1.20

Note: the above table assumes no Options are exercised prior to the Consolidation.

(3) *Convertible Notes*

The Company currently has 5,047,770 convertible notes on issue, with a face value of $1 per note (**Convertible Notes**). The Convertible Notes are convertible into ordinary fully paid Shares at a deemed conversion price of $0.018 per Share.

Listing Rule 7.21 requires the reorganisation of the convertible notes so that the holder of such notes will not receive a benefit that holders of Shares do not receive.

Accordingly, if the Consolidation is approved by the Shareholders the conversion price of each Convertible Note will be increased in inverse proportion to the consolidation ratio, such that the new deemed conversion price will be $3.60 per Share.

The following table summarises the effect of the consolidation on the Convertible Notes:

	Number	Conversion Price Pre-consolidation	Conversion Price Post-consolidation
Convertible Notes (Face value of $1.00 each)	5,047,770	$0.018	$3.60

Note: the above table assumes no Convertible Notes are converted prior to the Consolidation.

(4) *Performance Rights*

The Company currently has 1,260,000,000 performance rights on issue (pre-Consolidation) (**Performance Rights**). The Performance Rights are convertible into ordinary fully paid Shares on the achievement of certain vesting conditions.

The Performance Rights terms provide that in the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the vesting of any Performance Rights, the number of Shares to which each holder is entitled upon exercise of the Performance Rights or any amount payable on exercise the Performance Rights or both will be adjusted in a manner determined by the Board which complies with the provisions of the Listing Rules to ensure that no advantage or disadvantage accrues to the holder as a result of such corporate actions.

Accordingly, if the Consolidation is approved by the Shareholders the number of Performance Rights on issue will reduce to 6,300,000.

The following table summarises the effect of the Consolidation on the Performance Rights:

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Performance Rights	Expiry Date	Number of Performance Rights Pre-consolidation	Number of Performance Rights Post-consolidation
XTCAP	19 Aug 2025	3,333,333	16,667
XTCAQ	19 Aug 2025	3,333,333	16,667
XTCAR	19 Jun 2025	3,333,334	16,667
XTCAT	15 May 2028	1,200,000,000	6,000,000
XTCAT	15 May 2026	50,000,000	250,000

Note: the above table assumes no Performance Rights vest and are converted into Shares prior to the Consolidation.

8.3 Fractional Entitlements

Where the Consolidation results in an entitlement to a fraction of a Share, Option, Convertible Note or Performance Rights, that fraction will be rounded up to the nearest whole number.

8.4 Taxation

It is not anticipated that any taxation implications will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

8.5 Indicative Timetable

If Resolution 6 is passed, the proposed timetable for the Consolidation is set out below. The dates are indicative only and are subject to possible change.

Event	Indicative date
Dispatch of Notice of Meeting	Monday 30 October 2023
Lodgement of Appendix 3A.3.	Monday 30 October 2023
Meeting held to pass Resolution 6 approving the Consolidation and announcement of results of Meeting.	Thursday 30 November 2023
Effective date of Consolidation	Friday 1 December 2023
Last day for trading in pre-Consolidation securities.	Monday 4 December 2023
Trading in post-Consolidation securities commences on a deferred settlement basis.	Tuesday 5 December 2023
Record date of Consolidation. Last day for entity to register transfers on a pre-Consolidation basis.	Wednesday 6 December 2023
First day to update the Company's register and to send holding statements reflecting the change in the number of securities held.	Thursday 7 December 2023

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Event	Indicative date
Last day for to update the Company's register and to send holding statements reflecting the change in the number of securities held and to notify ASX that this has occurred.	Wednesday 13 December 2023

8.6 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 6.

9. Resolution 7: Change of Company Name

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 7 seeks the approval of Shareholders for the Company to change its name to "Xantippe Lithium Limited".

The proposed name has been reserved by the Company with ASIC. If Resolution 7 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The Board proposes this change of name on the basis that it more accurately reflects the proposed future operations of the Company.

If Resolution 7 is not passed, the Company will be unable to change its name to "Xantippe Resources Limited".

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).

Resolution 7 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 7.

10. General Business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company. Specific comments relating to the Resolution(s) are set out in the Explanatory Memorandum.

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11. Interpretation

10% Placement Capacity has the meaning given in Section 7.1.

Annual General Meeting means the Annual General Meeting of the Company pursuant to this Notice of Meeting.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange (as applicable).

Board means the board of directors of the Company.

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

Consideration Convertible Note has the meaning given to that term in section 9.1 of the Explanatory Memorandum.

Company means Xantippe Resources Limited ACN 123 102 974.

Constitution means the constitution of the Company from time to time.

Convertible Notes means a security of the Company that is convertible into Shares.

Corporations Act means the *Corporations Act 2001* (*Cth*) as amended, varied or replaced from time to time.

Director means a director of the Company.

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

(a) is not included in the S&P/ASX 300 Index; and

(b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of $300,000,000.

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

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting.

Financial Services Agreement means the agreement between the Company and Roth Capital Partners LLC to act as the Company's Corporate Advisor and assist with the North American Capital markets strategy.

Key Management Personnel has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Listing Rules means the official listing rules of the ASX as amended from time to time.

Notice of Meeting or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum.

Official List means the official list of the ASX.

Option means an option to acquire a Share.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

Previous Approval has the meaning given in section 9.3(f).

Proxy Form means the proxy form accompanying the Notice of Meeting.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2023.

Resolution means a resolution proposed at the Meeting.

Roth Options means the 150,000,000 unlisted Options issued to Roth Capital Partners LLC, the ratification of which is the subject of Resolution 4.

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

Shareholder means a holder of Shares in the Company.

Special Resolution means a resolution:

(a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and

(b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

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Schedule 1 - Roth Option terms

A Roth Option entitles the holder to subscribe for Shares on the following terms and conditions:

(a) Each Roth Option gives the Option holder the right to subscribe for one Share.

(b) Each Roth Option will expire at 5.00pm (WST) on 3 July 2026 (**Expiry Date**). Any Roth Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) Subject to (e) below, the amount payable upon exercise of each Roth Option is $0.006 (**Exercise Price**).

(d) Each Roth Option held by each Roth Option holder may be exercised in whole or in part, and if exercised in part, multiples of 100,000 must be exercised on each occasion.

(e) A Roth Option holder may exercise Roth Options by lodging with the Company, before the Expiry Date a written notice of exercise of Roth Options specifying the number of Roth Options being exercised, together with a cheque or electronic funds transfer for the Exercise Price for the Roth Options being exercised (**Exercise Notice**).

(f) Within 10 Business Days of receipt of an Exercise Notice, the Company will:

- **(i)** allot the number of Shares required under these terms in respect of the number of Options specified in the Exercise Notice; and
- **(ii)** if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. If a notice delivered under paragraph (ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(g) Subject to the Listing Rules, the Options cannot be transferred at any time prior to the Expiry Date.

(h) All Shares allotted upon the exercise of Options will upon allotment rank pari passu with other Shares.

(i) The Company will not apply for quotation of any Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.

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

(k) There are no participating rights or entitlements inherent in an Option and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of an Option.

(l) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of an Option may be reduced according to the formula set out in Listing Rule 6.22.2. Subject to the foregoing, an Option does not otherwise confer the right to a change in exercise price or a change in the number of underlying securities over which an Option can be exercised.

(m) In the event that that the person to whom the Options were originally offered to ceases to provide services to, or be employed by, the Company following the takeover of the Company or following a Change in Control, all of the Options shall remain in full force and effect for the full term up until the Expiry Date. A 'Change in Control' means a change in the composition of the shareholders of the Company whereby a person who does not presently control the Company within the meaning of section 50AA of the Corporations Act gains such control over the Company.

(n) In the event that the person to whom the Options were originally offered to ceases to provide services to, or be employed by, the Company all of the Options shall remain in full force and effect for the full term up until the Expiry Date.

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Xantippe Resources Limited
ABN 56 123 102 974

Need assistance?

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

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AEDT) on Tuesday, 28 November 2023.**

Proxy Form

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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:

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: 183012

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

By Mail:

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

By Fax:

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

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

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

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Xantippe Resources 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 Xantippe Resources Limited to be held at Level 6, 80 Chandos Street, St Leonards, NSW 2065, on Thursday, 30 November 2023 at 2:00pm (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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 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
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Election of Director – Mr Kevin Lynn	☐	☐	☐
Resolution 3	Election of Director – Mr Matthew Beem	☐	☐	☐
Resolution 4	Ratification of prior issue of Roth Options	☐	☐	☐
Resolution 5	Approval of 10% Placement Capacity	☐	☐	☐
Resolution 6	Consolidation of Share Capital	☐	☐	☐
Resolution 7	Approval to Change of Company Name	☐	☐	☐

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

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