



**Anax Metals Limited  
ACN 106 304 787**

## **Notice of General Meeting**

**The General Meeting of the Company will be held at  
Anax Metals Limited, Ground Floor, 20 Kings Park Rd, West Perth WA 6005 on  
Wednesday 26 May 2021 at 2.00PM (WST).**

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the  
Company Secretary by telephone on (08) 9322 7600**

Due to the ongoing COVID-19 pandemic, the Company is taking precautions to facilitate an in-person Meeting in accordance with COVID-19 restrictions. If the situation in relation to COVID-19 changes in a way affecting the ability to facilitate an in-person Meeting as currently proposed, the Company will provide a further update ahead of the Meeting by way of an announcement on the ASX market announcements platform.

**Shareholders are encouraged to vote by lodging the proxy form attached to the Notice**

**Anax Metals Limited**  
**ACN 106 304 787**  
**(Company)**

## **Notice of General Meeting**

Notice is hereby given that the general meeting of Shareholders of Anax Metals Limited will be held at Anax Metals Limited, Ground Floor, 20 Kings Park Rd, West Perth WA 6005 Wednesday 26 May 2021 at 2.00PM (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Monday 24 May 2021 at 5.00PM (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

### **1 Resolutions**

#### **Resolution 1 - Ratification of issue of Placement Shares**

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:*

- (a) 41,479,357 Placement Shares under Listing Rule 7.1; and
- (b) 28,020,643 Placement Shares under Listing Rule 7.1A,

*on the terms and conditions in the Explanatory Memorandum.'*

#### **Resolution 2- Approval of issue of LM Options**

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

*'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 4,000,000 LM Options to Veritas Securities Limited (or its nominees) on the terms and conditions in the Explanatory Memorandum.'*

#### **Resolution 3 - Ratification of issue of Advisor Shares**

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve the issue of 477,464 Advisor Shares to Conrad Partners Limited (or its nominees) on the terms and conditions in the Explanatory Memorandum.'*

## **Resolution 4 - Approval of issue of Director Options to Philip Warren**

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

*'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 2,000,000 Director Options to Mr Philip Warren (or his nominees) on the terms and conditions in the Explanatory Memorandum.'*

### **Voting exclusions**

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 1(a) by or on behalf of any person who participated in the issue of the Placement Shares, or any of their respective associates;
- (b) Resolution 1(b) by or on behalf of any person who participated in the issue of the Placement Shares, or any of their respective associates;
- (c) Resolution 2 by or on behalf of the Lead Manager (or its nominees) and any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (d) Resolution 3 by or on behalf of the Offtake Advisor (or its nominees), or any of their respective associates; and
- (e) Resolution 4 by or on behalf of Mr Philip Warren (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the Director Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'S Wood', written in a cursive style.

Steven Wood  
Company Secretary  
**Anax Metals Limited**  
Dated: 14 April 2021

**Anax Metals Limited**  
**ACN 106 304 787**  
**(Company)**

## **Explanatory Memorandum**

### **1. Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Anax Metals Limited, Ground Floor, 20 Kings Park Rd, West Perth WA 6005 on Wednesday 26 May 2021 at 2.00PM (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 - Ratification of issue of Placement Shares
Section 4	Resolution 2 - Approval of issue of LM Options
Section 5	Resolution 3 - Ratification of issue of Advisor Shares
Section 6	Resolution 4 - Approval of issue of Director Options to Philip Warren
Schedule 1	Definitions
Schedule 2	Terms and Conditions of LM Options

A Proxy Form is located at the end of the Explanatory Memorandum.

## 2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

### 2.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

### 2.2 Proxies

#### (a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

#### (b) Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed);
- (ii) if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (iii) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (ie as directed); and
- (iv) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

(c) Transfer of non-chair proxy to chair in certain circumstances

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

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

**2.3 Chair's voting intentions**

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

### 3. **Resolution 1 - Ratification of issue of Placement Shares**

#### 3.1 **General**

On 2 March 2021, the Company announced that it had received firm commitments for a placement to raise approximately \$4,726,000 (before costs) by the issue of 69,500,000 Shares at an issue price of \$0.068 each to institutional, sophisticated and professional investors (**Placement**).

On 10 March 2021 and 11 March 2021, under the Placement, the Company issued Shares in the following tranches:

- (a) 41,479,357 Shares issued using the Company's placement capacity under Listing Rule 7.1; and
- (b) 28,020,643 Shares issues using the Company's placement capacity under Listing Rule 7.1A,

(**Placement Shares**).

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares.

#### 3.2 **Listing Rules 7.1, 7.1A and 7.4**

Broadly speaking, Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue Equity Securities over a 12 month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12 month period.

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 30 November 2020.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacity under each of Listing Rules 7.1 and 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the issue of the Placement Shares.

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

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 and the additional 10% annual placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.



If Resolution 1(a) is passed, 41,479,357 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1(a) is not passed, 41,479,357 Placement Shares will continue to be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 41,479,357 Equity Securities for the 12 month period following the issue of the Placement Shares.

If Resolution 1(b) is passed, 28,020,643 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date (assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

If Resolution 1(b) is not passed, 28,020,643 Placement Shares will continue to be included in the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 28,020,643 Equity Securities for the 12 month period following the issue of the Placement Shares (assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

### 3.3 **Specific 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 ratification of the issue of the Placement Shares:

- (a) The Placement Shares were issued to institutional, sophisticated and professional investors, none of whom is a related party of the Company or a Material Investor. The participants in the Placement were introduced by the Lead Manager or were prospective investors already known to the Company.
- (b) 69,500,000 Placement Shares were issued, comprised of:
  - (i) 41,479,357 Placement Shares issued using the Company's placement capacity under Listing Rule 7.1; and
  - (ii) 28,020,643 Placement Shares issued using the Company's placement capacity under Listing Rule 7.1A.
- (c) The Placement Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) 69,499,000 Placement Shares were issued on 10 March 2021 and 1,000 Placement Shares were issued on 11 March 2021.
- (e) The Placement Shares were issued at \$0.068 each.
- (f) The proceeds from the issue of the Placement Shares have been or are intended to be used for:
  - (i) advancing the development studies for the proposed mining and sorting project at Whim Creek;

- (ii) advancing gold and base metal exploration programs within the Whim Creek package of tenements;
  - (iii) ongoing site upgrade works including those required by the Environmental Protection Notice issued in respect of Whim Creek; and
  - (iv) project evaluation and future working capital requirements.
- (g) There are no other material terms to the agreement for the subscription of the Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

### 3.4 **Additional information**

Resolution 1(a) and (b) are ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 1(a) and (b).

## 4. **Resolution 2 - Approval of issue of LM Options**

### 4.1 **General**

Refer to Section 3.1 above for the background to the Placement.

Veritas Securities Limited acted as lead manager to the Placement (**Lead Manager**). As part consideration for the provision of lead manager services, the Company agreed to issue the Lead Manager (or its nominees) 4,000,000 Options exercisable at \$0.136 each and expiring on 10 March 2023 (**LM Options**).

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to approve the issue of the LM Options.

### 4.2 **Summary of LM Mandate**

The Company entered into a mandate with the Lead Manager for the provision of lead manager services, including the coordination and management of the Placement . (**LM Mandate**).

Under the LM Mandate, the Company agreed to pay the Lead Manager 6% of the gross proceeds of the Placement (**Lead Manager Fee**) plus the LM Options. The Lead Manager Fee is comprised of:

- (a) a management fee of 2.0%; and
- (b) a selling fee of 4.0%.

Subject to Shareholder approval, the LM Options will be issued to the Lead Manager (or its nominees) in connection with the ongoing advisory services the Lead Manager will provide to the Company in facilitation of the Placement and in order to align the Lead Manager's interests with that of the Company.

The LM Mandate contains additional provisions, including warranties and indemnities, which are considered standard for agreements of this nature.

#### 4.3 **Listing Rules 7.1**

Listing Rule 7.1 is summarised in Section 3.2 above.

The issue of the LM Options does not fit within any of the exceptions to Listing Rule 7.1. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching 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 under Listing rule 7.1. To do this, the Company is asking shareholders to approve the issue of the LM Options under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

Resolution 2 seeks shareholder approval to the issue of the LM Options under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the issue of 4,000,000 LM Options can proceed without using up any of the Company's 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 2 is not passed, the issue of 4,000,000 LM Options can still proceed but it will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

#### 4.4 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the LM Options:

- (a) A maximum of 4,000,000 LM Options will be issued to the Lead Manager (or its nominees), none of whom is a related party of the Company. The Lead Manager is an advisor to the Company.
- (b) The LM Options are proposed to be issued on the same date, being on or around Wednesday 26 May 2021 and in any case will be issued no later than 3 months after the date of the Meeting.
- (c) The LM Options are exercisable at \$0.136 each and expire on 10 March 2023. The LM Options are subject to the terms and conditions in Schedule 2.
- (d) The LM Options will be issued for nil cash consideration in consideration for lead manager services provided to the Company including the management and coordination of the Placement, and therefore no funds will be raised from the issue.
- (e) A summary of the material terms of the LM Mandate is in Section 4.2 above.
- (f) A voting exclusion statement is included in the Notice.

#### 4.5 **Additional information**

Resolution 2 is an ordinary resolution.

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

## 5. Resolution 3 - Ratification of issue of Advisor Shares

### 5.1 General

Conrad Partners Limited acted as offtake advisor to the Company (**Offtake Advisor**). As consideration for the provision of the Advisory Services, the Company agreed to issue the Offtake Advisor (or its nominees) 477,464 Shares at an issue price of \$0.068 each (**Advisor Shares**) in lieu of fees for Advisory Services.

On 11 March 2021, the Company issued the Advisor Shares using the Company's placement capacity under Listing Rule 7.1. The issue of the Advisor Shares occurred contemporaneously with the issue of the Placement Shares. Refer to Section 3.1 above for the background to the Placement.

Resolution 3 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Advisor Shares.

### 5.2 Summary of Advisor Mandate

The Company entered into a mandate with the Offtake Advisor for the provision of the Advisory Services (**Advisor Mandate**).

Under the Advisor Mandate, the Company agreed to pay the Offtake Advisor a monthly fee of US\$5,000.00 for the provision of the Advisory Services.

Pursuant the Advisor Mandate, the Advisory Services provided by the Offtake Advisor to the Company are as follows:

- (a) identification of potential and suitable offtake partners in Asia;
- (b) facilitation of discussions with Australian and international offtake partners as appropriate;
- (c) conduction of a product handling and logistics study;
- (d) identification of potential funding options for the acquisition and development of the proposed mining and sorting project at Whim Creek;
- (e) Net Smelter Return (NSR) estimates for a range of scenarios; and
- (f) technical, metallurgical and operational advice as appropriate.

The Advisor Shares were issued to the Offtake Advisor (or its nominees) in consideration of a US\$25,000.00 service fee for the Advisory Services provided to the Company from August to December 2020 in facilitation of the Placement and in order to align the Offtake Advisor's interests with that of the Company.

The Advisor Mandate contains additional provisions which are considered standard for agreements of this nature.

### 5.3 **Listing Rules 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 are summarised at Section 3.2 above.

The effect of Shareholders passing Resolution 3 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 3 is passed, 477,464 Advisor Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 3 is not passed, 477,464 Advisor Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 477,464 Equity Securities for the 12 month period following the issue of those Advisor Shares.

### 5.4 **Specific 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 ratification of the issue of the Advisor Shares:

- (a) The Advisor Shares were issued to Conrad Partners Limited (or its nominees), none of whom is a related party of the Company. The Offtake Advisor is an advisor to the Company.
- (b) A total of 477,464 Advisor Shares were issued within the Company's 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval.
- (c) The Advisor Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Advisor Shares were issued on 11 March 2021.
- (e) The Advisor Shares were issued for nil cash consideration at a deemed price of \$0.068 each as consideration for services.
- (f) The Advisor Shares were issued as consideration of a US\$25,000.00 service fee for the Advisory Services provided by the Offtake Advisor to the Company for Advisory Services for the period of August to December 2020.
- (g) There are no other material terms to the agreement for the subscription of the Advisor Shares.
- (h) A voting exclusion statement is included in the Notice.

### 5.5 **Additional information**

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

## 6. Resolution 4 - Approval of issue of Director Options to Philip Warren

### 6.1 General

The Company is seeking Shareholder approval pursuant to Listing Rule 10.11 for the issue of unquoted Options to Mr Philip Warren.

Mr Warren was appointed to the Board on 12 April 2021 as announced on ASX.

The Board has agreed, subject to obtaining Shareholder approval, to issue a total of 2,000,000 unquoted Options to Mr Warren (or his nominees) as part of his remuneration as Director of the Company (**Director Options**).

The Options provide an incentive component to Mr Warren's remuneration package, and align his interests with those of Shareholders. The Board considers that the number of Director Options to be granted to Mr Warren is commensurate with his value to the Company and is an appropriate method to provide cost effective remuneration.

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 10.11 to approve the issue of the Director Options to Mr Philip Warren (or his nominees).

### 6.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

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

unless it obtains the approval of its shareholders.

Mr Warren is a related party of the Company by virtue of being a Director. As the issue involves the issue of Options to a related party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Board that the exceptions in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of Director Options as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Options will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the issue of Director Options to Mr Warren (or his nominees) as set out in Section 6.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of Director Options to Mr Warren (or his nominees) and the Company will consider other forms of remuneration.

### 6.3 **Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Options:

- (a) The Director Options will be issued to Philip Warren (or his nominees).
- (b) Mr Warren is a related party of the Company by virtue of being a Director and falls into the category stipulated by Listing Rule 10.11.1.
- (c) Up to a total of 2,000,000 Director Options are proposed to be issued to Mr Warren.
- (d) The Options have an exercise price of \$0.105 per Option with an expiry date of 3 years from the date of issue and otherwise will be issued on the terms and conditions as set out in Schedule 2.
- (e) The Director Options will be issued no later than one month after the date of the Meeting.
- (f) The issue is intended to incentivise Mr Warren. As such, the Director Options will be issued for nil consideration as they will be issued as part of Mr Warren's remuneration package. Accordingly, no funds will be raised as a result of the issue.
- (g) Mr Warren's current total remuneration package is \$40,000 per annum, exclusive of superannuation.
- (h) The Director Options will be issued pursuant to Mr Warren's appointment letter. Aside from Mr Warren's appointment to the Board, the issue of the Director Options and the remuneration package, there are no other material terms of Mr Warren's appointment.
- (i) A voting exclusion statement is included in this Notice.

### 6.4 **Chapter 2E of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The issue of Director Options will result in the giving of a financial benefit and Mr Warren is a related party of the Company by virtue of being a Director.

The Board (other than Mr Warren, who has a material personal interest in Resolution 4) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Options as the agreement to grant the Director Options, reached as part of the remuneration package for Mr Warren, is considered reasonable remuneration in the circumstances and was negotiated on arm's length terms.

#### 6.5 **Board Recommendation**

Resolution 4 is an ordinary resolution.

The Board (other than Mr Warren) recommend Shareholders vote in favour of Resolution 4.



## Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

<b>\$ or A\$</b>	means Australian Dollars.
<b>Advisor Mandate</b>	means the mandate between the Company and Offtake Advisor for the provision of the Advisory Services.
<b>Advisory Services</b>	means the following offtake advisory services provided by the Offtake Advisor to the Company pursuant the Advisor Mandate: <ul style="list-style-type: none"><li>(a) identification of potential and suitable offtake partners in Asia;</li><li>(b) facilitation of discussions with Australian and international offtake partners as appropriate;</li><li>(c) conduction of a product handling and logistics study;</li><li>(d) identification of potential funding options for the acquisition and development of the proposed mining and sorting project at Whim Creek;</li><li>(e) Nett Smelter Return (NSR) estimated for a range of scenarios; and</li><li>(f) technical, metallurgical and operational advice as appropriate.</li></ul>
<b>Advisor Shares</b>	means the 477,464 Shares the subject of Resolution 3.
<b>ASX</b>	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>Board</b>	means the board of Directors.
<b>Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Company</b>	means Anax Metals Limited (ACN 106 304 787).
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Director Options</b>	means the 2,000,000 Options the subject of Resolution 4.
<b>Equity Security</b>	has the same meaning as in the Listing Rules.
<b>Explanatory Memorandum</b>	means the explanatory memorandum which forms part of the Notice.
<b>Key Management Personnel</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company,

or if the Company is part of a consolidated entity, of an entity within the consolidated group.

<b>Lead Manager</b>	means Veritas Securities Limited (ACN 117 124 535).
<b>Lead Manager Fee</b>	has the meaning given in Section 4.2.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>LM Mandate</b>	means the mandate between the Company and Lead Manager for the provision of lead manager services in relation to the Placement.
<b>LM Options</b>	means the 4,000,000 Options the subject of Resolution 2.
<b>Material Investor</b>	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received Shares which constituted more than 1% of the Company's capital structure at the time of issue.
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice.
<b>Notice</b>	means this notice of general meeting.
<b>Offtake Advisor</b>	means Conrad Partners Limited.
<b>Option</b>	means an option to acquire a Share.
<b>Placement</b>	has the meaning given in Section 3.1.
<b>Placement Shares</b>	means the 69,500,000 Shares the subject of Resolution 1.
<b>Proxy Form</b>	means the proxy form attached to the Notice.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Schedule</b>	means a schedule to the Notice.
<b>Section</b>	means a section of the Explanatory Memorandum.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a Share.
<b>US</b>	means the United States of America.
<b>US\$</b>	means US dollars.
<b>WST</b>	means Western Standard Time, being the time in Perth, Western Australia.

## Schedule 2 Terms and Conditions of LM Options and Director Options

The terms and conditions of the Lead Manager Options are as follows:

1. **(Entitlement):** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. **(Issue Price):** No cash consideration is payable for the issue of the Options.
3. **(Exercise Price):** The Options have an exercise price and Expiry Date as set out in the table below:

Options	Exercise Price	Expiry Date
LM Options	\$0.136	10 March 2023
Director Options	\$0.105	3 years from the date of issue

4. **(Expiry Date):** The Options expire at 5.00 pm (WST) on the Expiry Date. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
5. **(Exercise Period):** The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
6. **(Quotation of the Options):** The Company will not apply for quotation of the Options on ASX.
7. **(Transferability of the Options):** The Options are not transferable, except with the prior written approval of the Company.
8. **(Notice of Exercise):** The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

9. **(Timing of issue of Shares on exercise):** Within 5 Business Days after the Exercise Date the Company will:
  - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
  - (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
10. **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a notice under paragraph 9(b), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.
  11. **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
  12. **(Quotation of Shares on exercise):** If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.
  13. **(Reconstruction of capital):** 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.
  14. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
  15. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
    - (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; andno change will be made to the Exercise Price.

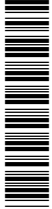


METALS LIMITED

Anax Metals Limited  
ABN 46 106 304 787

ANX

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



## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00 PM (AWST) on Monday, 24 May 2021.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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.

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

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



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Anax Metals 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 General Meeting of Anax Metals Limited to be held at Anax Metals Limited, Ground Floor, 20 Kings Park Rd, West Perth WA 6005 on Wednesday, 26 May 2021 at 2:00 pm 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 Item 4 (except where I/we have indicated a different voting intention in step 2) even though Item 4 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 Item 4 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

	For	Against	Abstain
1 (a) Ratification of issue of Placement Shares - Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1 (b) Ratification of issue of Placement Shares - Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of issue of LM Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of issue of Advisor Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of issue of Director Options to Philip Warren	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

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

**Update your communication details** (Optional)

Mobile Number  Email Address

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

