



ACN 146 035 690

**NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM**

Date of Meeting

Friday, 29 November 2024

Time of Meeting

11:00 am (AWST)

Place of Meeting

BDO, Level 9, Mia Yellagonga Tower 2
5 Spring Street, Perth, Western Australia 6000

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

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

Should you have any questions regarding the matters in this document please do not hesitate to contact the Company Secretary via email at admin@audalia.com.au.

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Audalia Resources Limited (**Company** or **Audalia Resources**) is to be held at BDO, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth, Western Australia 6000 on Friday, 29 November 2024 commencing at 11:00 am (AWST).

The Explanatory Memorandum that accompanies and forms part of this Notice describes the matters to be considered at this meeting.

BUSINESS

Financial Statements and Other Reports – Year Ended 30 June 2024 (no resolution required)

To receive and consider the Financial Report for the year ended 30 June 2024, the declaration of Directors, the Remuneration Report and the reports of the Directors and of the Auditor for the year ended 30 June 2024.

Resolution 1 – Non-Binding Resolution to Adopt 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 to adopt the Remuneration Report as set out in the Annual Report for the year ended 30 June 2024.”

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

Resolution 2 – Re-election of Director – Mr Adam Buckler

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

“That Mr Buckler, being a director of the Company who retires by rotation in accordance with Clause 13.2 of the Company’s Constitution and for all other purposes, and being eligible and offering himself for re-election, be re-elected as a director of the Company.”

Resolution 3 – Re-election of Director – Mr Xu (Geoffrey) Han

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

“That Mr Han, being a director of the Company who retires by rotation in accordance with Clause 13.2 of the Company’s Constitution and for all other purposes, and being eligible and offering himself for re-election, be re-elected as a director of the Company.”

Resolution 4 – Re-election of Director – Mr Brent Butler

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

“That Mr Butler, being a director of the Company who retires by rotation in accordance with Clause 13.2 of the Company’s Constitution and for all other purposes, and being eligible and offering himself for re-election, be re-elected as a director of the Company.”

Resolution 5 – Re-election of Director – Mr Siew Swan Ong

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

“That Mr Ong, being a director of the Company who retires by rotation in accordance with Clause 13.2 of the Company’s Constitution and for all other purposes, and being eligible and offering himself for re-election, be re-elected as a director of the Company.”

Resolution 6 – Issue of FY23 and FY24 Director Fee Shares to Mr Adam Buckler

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 10.14 and for all other purposes, approval is given for the Company to issue up to 2,595,698 Shares to Mr Buckler (or his nominee) under the Director Fee Plan for the 2023 and 2024 financial years on the terms and conditions set out in the Explanatory Statement.”

Resolution 7 – Issue of Future Director Fee Shares to Mr Adam Buckler

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 10.14 and for all other purposes, approval is given for the Company to issue up to 4,023,864 Shares to Mr Buckler (or his nominee) under the Director Fee Plan for the 2025, 2026 and 2027 financial years on the terms and conditions set out in the Explanatory Statement.”

Resolution 8 – Issue of FY21 to FY24 Director Fee Shares to Mr Xu (Geoffrey) Han

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 10.14 and for all other purposes, approval is given for the Company to issue up to 5,000,000 Shares to Mr Han (or his nominee) under the Director Fee Plan for the 2021 to 2024 financial years on the terms and conditions set out in the Explanatory Statement.”

Resolution 9 – Issue of Future Director Fee Shares to Mr Xu (Geoffrey) Han

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 10.14 and for all other purposes, approval is given for the Company to issue up to 3,750,000 Shares to Mr Han (or his nominee) under the Director Fee Plan for the 2025, 2026 and 2027 financial years on the terms and conditions set out in the Explanatory Statement.”

Resolution 10 – Confirmation of Appointment of Auditor

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

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

Resolution 11 – Replacement of Constitution

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

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes.”

Resolution 12 – Approval of 7.1A Mandate

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

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

VOTING EXCLUSION STATEMENTS

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of:

1. Resolutions 6 and 7: Mr Adam Buckler (or his nominees) and any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
2. Resolutions 8 and 9: Mr Xu Han (or his nominees) and any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.

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

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

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

VOTING PROHIBITION STATEMENTS

Resolution 1: A vote on this Resolution 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:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) 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.

Resolutions 6, 7, 8 and 9: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

However, the above prohibition does not apply if:

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

EXPLANATORY MEMORANDUM

The Explanatory Memorandum is incorporated in and comprises part of this Notice. Shareholders are referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used both in this Notice and the Explanatory Memorandum.

VOTING ENTITLEMENTS

For the purposes of section 1074E(2) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001*, the Company has determined that members holding ordinary shares as set out in the Company's share register at 4:00 pm (AWST) on Wednesday, 27 November 2024 will be entitled to attend and vote at the Annual General Meeting.

VOTING BY PROXY

The Proxy Form provides further details on appointing proxies and lodging proxy votes. Proxy votes (together with any authority under which the Proxy Form was signed or a certified copy of the authority) must be received before 11:00 am (AWST) on Wednesday, 27 November 2024.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the

appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

VOTING IN PERSON

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

The Company strongly encourage all Shareholders to lodge a directed proxy vote online or by form in accordance with the instructions on the Proxy Form prior to the Meeting.

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from the Company or share registry will need to verify your identity. You can register from 10:30 am (AWST) on the day of the Meeting.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with an original (or certified copy) certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the meeting or handed in at the meeting when registering as a corporate representative. The appointment must comply with section 250D of the Corporations Act.

ATTORNEYS

If an attorney is to attend the meeting on behalf of a Shareholder, a properly executed original (or originally certified copy) of an appropriate power of attorney must be received by the Company by the deadline for the receipt of Proxy Forms, being no later than 11:00 am (AWST) on Wednesday, 27 November 2024. Previously lodged powers of attorney will be disregarded by the Company.

QUESTIONS

Shareholders are encouraged to submit questions in respect of the items of business as well as general questions in respect of the Company and its operations in advance of the Meeting by email to the Company Secretary at admin@audalia.com.au.

**DATED THIS 25TH OF OCTOBER 2024
BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read "Karen Logan", is written over a faint, light-colored signature line.

Karen Logan
Company Secretary

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of Audalia Resources Limited (**Company** or **Audalia Resources**).

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Financial Statements and Report

Under the Corporations Act, the directors of the Company must table the Financial Report, the Directors' Report and the Auditor's Report for Audalia Resources for the year ended 30 June 2024 (**Annual Report**) at the Meeting.

These reports, together with the declaration of Directors, are set out in the Annual Report. Shareholders who elected to receive a printed copy of annual reports should have received the Annual Report with this Notice of Annual General Meeting. In accordance with section 314 (1AA)(c) of the Corporations Act, the Company advises the Annual Report is available from the Company's website: <https://www.audalia.com.au/files/ACP-2024-Annual-Report.pdf>

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report, which is available online;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the Auditor questions about:
 - (i) the conduct of the audit;
 - (ii) the preparation and contents of the Auditor's Report;
 - (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (iv) the independence of the Auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Auditor about:

- (a) the content of the Auditor's Report; and
- (b) the conduct of the audit of the Annual Report,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

1. Resolution 1 – Adoption of Remuneration Report

1.1 General

Under the Corporations Act, the Company is required to include, in the Directors' Report, a detailed Remuneration Report setting out the prescribed information in relation to the remuneration of directors and executives of Audalia Resources and the Company's remuneration practices.

Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on the Remuneration Report.

Under section 250R(2) of the Corporations Act, the Remuneration Report is required to be submitted for adoption by a resolution of Shareholders at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

1.2 Voting consequences

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption

of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

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

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

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

1.3 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 Meeting.

1.4 Voting Intention

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

2. Background to Resolutions 2, 3, 4 and 5 – Re-election of Directors

ASX Listing Rule 14.4 provides that other than a managing director, a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer. However, where there is more than one managing director, only one is entitled not to be subject to re-election.

Clause 13.2 of the Constitution requires that at the annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt) shall retire from office, provided always that no Director other than the Managing Director shall hold office for more than 3 years or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In determining the number of Directors to retire by rotation, no account is to be taken of a Director who only holds office until the next annual general meeting pursuant to clause 13.4 of the Constitution. A retiring director is eligible for re-election.

The Directors have resolved to implement best practice and to request that Shareholders consider the re-election of all Directors at each annual general meeting. This practice provides Shareholders with an opportunity to vote on the re-election of each of the Company's Directors each year and ask questions about their proposed re-appointment.

3. Resolution 2 – Election of Director – Mr Adam Buckler

3.1 General

Mr Buckler, who has served as a director since 1 August 2022 and was last re-elected at the Company's 2023 Annual General Meeting held on 30 November 2023, retires in accordance with the Company's Constitution and the current practice of the Board and, being eligible, offers himself for re-election.

3.4 Qualifications and other directorships

Mr Buckler has over 20 years of experience in finance, predominately in the energy sector. He previously held Chief Financial Officer roles at Infinite Green Energy and DRA Global and Finance Executive roles at Worley and Orica. Mr Buckler holds a Bachelor of Engineering (Mining Engineering) and a Master of Commerce (Professional Accounting) from the University of New South Wales. In addition, he has completed the Executive CFO Program with Columbia Business School, the International Company Directors Program with INSEAD (coursework) and is a member of the Institute of Chartered Accountants.

3.3 Independence

If re-elected the Board considers Mr Buckler will be an independent director.

3.4 Board Recommendation

The Board has reviewed Mr Buckler's performance since his appointment to the Board and considers that Mr Buckler's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (other than Mr Buckler) recommends Shareholders vote in favour of the Resolution.

3.5 Voting Intention

The Chair of the meeting intends to vote undirected proxies in favour of the Resolution.

4. Resolution 3 – Re-election of Director – Mr Xu (Geoffrey) Han

4.1 General

Mr Han, who has served as a director since 30 June 2016 and was last re-elected at the Company's 2023 Annual General Meeting held on 30 November 2023, retires in accordance with the Company's Constitution and the current practice of the Board and, being eligible, offers himself for re-election.

4.4 Qualifications and other directorships

Mr Han holds a Masters in Chemical Engineering from Curtin University and has held senior engineering positions with a number of WA resource companies over the last 10 years. Mr Han specialises in mining project development of all stages from scoping study through to construction and has managed a number of mining projects during his career.

4.3 Independence

The Board has considered Mr Han's independence and considers that he is not an independent director.

4.4 Board Recommendation

The Board has reviewed Mr Han's performance since his appointment to the Board and considers that Mr Han's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (other than Mr Han) recommends Shareholders vote in favour of the Resolution.

4.5 Voting Intention

The Chair of the meeting intends to vote undirected proxies in favour of the Resolution.

5. Resolution 4 – Re-election of Director – Mr Brent Butler

5.1 General

Mr Butler, who has served as a director since 16 February 2011 and was last re-elected at the Company's 2023 Annual General Meeting held on 30 November 2023, retires in accordance with the Company's Constitution and the current practice of the Board and, being eligible, offers himself for re-election.

5.2 Qualifications and other directorships

Mr Butler is a geologist with over 30 years' experience in the resource industry. He has a geology degree from Otago University and is a Fellow member of the Australasian Institute of Mining and Metallurgy. Mr Butler is also a Fellow member of the Society of Geology (USA), Fellow member of the Geological Society of London (UK) and a member of Prospectors Development of Canada. He is currently a Director of Power Metals Corp (TSXV), President and CEO of Superior Mining International Corporation (TSXV). He has significant international exploration and mining experience in the gold industry, having worked in the United States, Brazil, Chile, Argentina, Africa and Australia.

5.3 Independence

The Board has considered Mr Butler's independence and considers that he is not an independent director.

5.4 Board Recommendation

The Board has reviewed Mr Butler's performance since his appointment to the Board and considers that Mr Butler's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (other than Mr Butler) recommends Shareholders vote in favour of the Resolution.

5.5 Voting Intention

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

6. Resolution 5 – Re-election of Director – Mr Siew Swan Ong

6.1 General

Mr Ong, who has served as a director since 9 October 2010 and was last re-elected at the Company's 2023 Annual

General Meeting held on 30 November 2023, retires in accordance with the Company's Constitution and the current practice of the Board and, being eligible, offers himself for re-election.

6.2 Qualifications and other directorships

Mr Ong holds a Bachelor of Law degree from Bond University, Australia. He is an advocate & Solicitor for more than 20 years, including managing his own legal practice in the areas of Banking Law, Commercial Law, Land & Mining Law. He was appointed as Legal Adviser and Justice of Peace by the XIV King of Malaysia, Tuanku Halim Mu'adzam Shah.

Mr Ong is also involved in the business of property investments and developments, hotel management, operation of sanitary landfill and waste management and solutions.

6.3 Independence

The Board has considered Mr Ong's independence and considers that he is not an independent director.

6.4 Board Recommendation

The Board has reviewed Mr Ong's performance since his appointment to the Board and considers that Mr Ong's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (other than Mr Ong) recommends Shareholders vote in favour of the Resolution.

6.5 Voting Intention

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

7. Resolution 6 – Issue of FY23 and FY24 Director Fee Shares to Mr Adam Buckler

7.1 General

Resolution 6 seeks Shareholder approval for the issue of up to 2,595,698 fully paid ordinary shares in the Company to Mr Adam Buckler (or his nominee) under the Director Fee Plan for the 2023 and 2024 financial years (**Buckler FY23 and FY24 Director Fee Shares**).

The issue of Shares to Mr Buckler (or his nominee) in lieu of cash payment for remuneration under the terms of the Director Fee Plan will allow the Company to maintain its cash reserves to the extent Mr Buckler elects to participate in the Director Fee Plan. No funds will be raised as a result of the issue of the Buckler FY23 and FY24 Director Fee Shares.

7.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

The issue of Buckler FY23 and FY24 Director Fee Shares to Mr Adam Buckler (or his nominee) constitutes giving a financial benefit and Mr Adam Buckler is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Adam Buckler who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Buckler FY23 and FY24 Director Fee Shares because the agreement to issue the Buckler FY23 and FY24 Director Fee Shares, reached as part of the remuneration package for Mr Adam Buckler, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

7.3 Listing Rule 10.14

Resolution 6 seeks the required Shareholder approval for the issue of the Buckler FY23 and FY24 Director Fee Shares under and for the purposes of Listing Rule 10.14.

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

- 10.14.1 a director of the entity;

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

The Director Fee Plan constitutes an employee incentive scheme within the Listing Rules and includes allowing a Director to elect to be paid some or all of the cash remuneration accrued to them through the issue of Shares to that Director (or a nominee). Accordingly, the approval of Shareholders under Listing Rule 10.14 is required for the issue of the Buckler FY23 and FY24 Director Fee Shares.

In order to comply with Listing Rule 10.14, the notice convening the meeting at which approval will be sought must comply with Listing Rule 10.15.

Approval pursuant to Listing Rule 7.1 is not required in order to issue Shares to Mr Adam Buckler (or his nominee) under Resolution 6 as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of Shares to Mr Adam Buckler (or his nominee) will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

7.4 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Buckler FY23 and FY24 Director Fee Shares to Mr Adam Buckler (or his nominee) within 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Buckler FY23 and FY24 Director Fee Shares (because approval is being obtained under Listing Rule 10.14), the issue of the Buckler FY23 and FY24 Director Fee Shares will not use up any of the Company's 15% annual placement capacity. In addition, the issue of the Buckler FY23 and FY24 Director Fee Shares will allow the Company to preserve its existing cash reserves, which can otherwise be focused on operations, instead of allocating funds to pay out the accrued Director's fees for Mr Buckler.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Buckler FY23 and FY24 Director Fee Shares and the Company will be required to pay the Directors' fees owing in cash to Mr Buckler totalling \$51,913.90 (excluding statutory superannuation) for the 2023 and 2024 financial years.

7.5 Technical information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to Resolution 6:

- (a) the Buckler FY23 and FY24 Director Fee Shares will be issued to Mr Adam Buckler (or his nominee), who falls within the category set out in Listing Rule 10.14.1 as Mr Adam Buckler is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Buckler FY23 and FY24 Director Fee Shares to be issued, being 2,595,698 Shares, is calculated by reference to the outstanding directors' fees (excluding superannuation) to be paid by the Company to Mr Buckler for the financial years ending 30 June 2023 and 2024 totalling \$51,913.90 divided by \$0.02, being the deemed issue price of Shares, in consideration for the Director's fees;
- (c) the Buckler FY23 and FY24 Director Fee Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the current total remuneration package for Mr Adam Buckler is \$30,000 per annum of director's fees (including statutory superannuation);
- (e) No Shares have previously been issued to Mr Buckler under the Director Fee Plan;
- (f) the Buckler FY23 and FY24 Director Fee Shares will be issued no later than 3 years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the Shares will be issued in respect of fees payable for the financial years ended 30 June 2023 and 2024;
- (g) the Shares issued pursuant to the Plan will be issued for nil cash consideration as they will be issued in satisfaction of Mr Buckler's Director's Fees. The deemed issue price of Shares will be \$0.02 per Share;
- (h) a summary of the material terms of the Director Fee Plan are set out in Schedule 1;
- (i) there will be no loan provided to Mr Buckler in relation to the acquisition of Buckler FY23 and FY24 Director Fee Shares under the Director Fee Plan;
- (j) details of securities issued under the Director Fee Plan will be published in the annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14; and
- (k) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Director Fee Plan after this Resolution is approved and who were not named in the Notice will not participate until approval is obtained under that Listing Rule.

7.6 Board Recommendation

Each Director (other than Mr Buckler who has a material personal interest in the outcome of Resolution 6) recommends that the Shareholders vote in favour of Resolution 6.

8. Resolution 7 – Issue of Future Director Fee Shares to Mr Adam Buckler

8.1 General

Resolution 7 seeks Shareholder approval for the issue of up to 4,023,864 fully paid ordinary shares in the Company to Mr Adam Buckler (or his nominee) under the Director Fee Plan for the 2025, 2026 and 2027 financial years (**Buckler Future Director Fee Shares**).

The issue of Shares to Mr Buckler (or his nominee) in lieu of cash payment for remuneration under the terms of the Director Fee Plan will allow the Company to maintain its cash reserves to the extent Mr Buckler elects to participate in the Director Fee Plan. No funds will be raised as a result of the issue of the Buckler Future Director Fee Shares.

8.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 7.2 above.

The issue of Buckler Future Director Fee Shares to Mr Adam Buckler (or his nominee) constitutes giving a financial benefit and Mr Adam Buckler is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Adam Buckler who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Buckler Future Director Fee Shares because the agreement to issue the Buckler Future Director Fee Shares, reached as part of the remuneration package for Mr Adam Buckler, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

8.3 Listing Rule 10.14

A summary of Listing Rule 10.14 is set out in Section 7.3 above.

The Director Fee Plan constitutes an employee incentive scheme within the Listing Rules and includes allowing a Director to elect to be paid some or all of the cash remuneration accrued to them through the issue of Shares to that Director (or a nominee). Accordingly, the approval of Shareholders under Listing Rule 10.14 is required for the issue of the Buckler Future Director Fee Shares.

In order to comply with Listing Rule 10.14, the notice convening the meeting at which approval will be sought must comply with Listing Rule 10.15.

Approval pursuant to Listing Rule 7.1 is not required in order to issue Shares to Mr Adam Buckler (or his nominee) under Resolution 7 as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of Shares to Mr Adam Buckler (or his nominee) will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

8.4 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Buckler Future Director Fee Shares to Mr Adam Buckler (or his nominee) within 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Buckler Future Director Fee Shares (because approval is being obtained under Listing Rule 10.14), the issue of the Buckler Future Director Fee Shares will not use up any of the Company's 15% annual placement capacity. In addition, the issue of the Buckler Future Director Fee Shares will allow the Company to preserve its existing cash reserves, which can otherwise be focused on operations, instead of allocating funds to pay out the accrued Director's fees for Mr Buckler.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Buckler Future Director Fee Shares and the Company will be required to pay the Directors' fees owing in cash to Mr Buckler totalling \$80,477.26 (excluding statutory superannuation) for the 2025, 2026 and 2027 financial years.

8.5 Technical information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to Resolution 7:

- (a) the Buckler Future Director Fee Shares will be issued to Mr Adam Buckler (or his nominee), who falls within the category set out in Listing Rule 10.14.1 as Mr Adam Buckler is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Buckler Future Director Fee Shares to be issued, being 4,023,864 Shares, is calculated

- by reference to the annual director's fees (excluding superannuation) to be paid by the Company to Mr Buckler for the financial years ending 30 June 2025, 30 June 2026 and 30 June 2027 totalling \$80,477.26 divided by \$0.02, being the deemed issue price of Shares;
- (c) the Buckler Future Director Fee Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
 - (d) the current total remuneration package for Mr Adam Buckler is \$30,000 per annum of director's fees (including statutory superannuation);
 - (e) no Shares have previously been issued to Mr Buckler under the Director Fee Plan;
 - (f) the Buckler Future Director Fee Shares will be issued no later than 3 years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the Shares will be issued on three separate dates in respect of fees payable for each of the financial years ending 30 June 2025, 30 June 2026 and 30 June 2027;
 - (g) the Shares issued pursuant to the Plan will be issued for nil cash consideration as they will be issued in satisfaction of Mr Buckler's Director's Fees. The deemed issue price of Shares will be \$0.02 per Share;
 - (h) a summary of the material terms of the Director Fee Plan are set out in Schedule 1;
 - (i) there will be no loan provided to Mr Buckler in relation to the acquisition of Buckler Future Director Fee Shares under the Director Fee Plan;
 - (j) details of securities issued under the Director Fee Plan will be published in the annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14; and
 - (k) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Director Fee Plan after this Resolution is approved and who were not named in the Notice will not participate until approval is obtained under that Listing Rule.

8.6 Board Recommendation

Each Director (other than Mr Buckler who has a material personal interest in the outcome of Resolution 7) recommends that the Shareholders vote in favour of Resolution 7.

9. Resolution 8 – Issue of FY21 to FY24 Director Fee Shares to Mr Xu (Geoffrey) Han

9.1 General

Resolution 8 seeks Shareholder approval for the issue of up to 5,000,000 fully paid ordinary shares in the Company to Mr Xu (Geoffrey) Han (or his nominee) under the Director Fee Plan for the 2021 to 2024 financial years (**Han FY21 to FY24 Director Fee Shares**).

The issue of Shares to Mr Han (or his nominee) in lieu of cash payment for remuneration under the terms of the Director Fee Plan will allow the Company to maintain its cash reserves to the extent Mr Han elects to participate in the Director Fee Plan. No funds will be raised as a result of the issue of the Han FY21 to FY24 Director Fee Shares.

9.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 7.2 above.

The issue of Han FY21 to FY24 Director Fee Shares to Mr Xu Han (or his nominee) constitutes giving a financial benefit and Mr Xu Han is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Xu Han who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Han FY21 to FY24 Director Fee Shares because the agreement to issue the Han FY21 to FY24 Director Fee Shares, reached as part of the remuneration package for Mr Xu Han, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

9.3 Listing Rule 10.14

A summary of Listing Rule 10.14 is set out in Section 7.3 above.

The Director Fee Plan constitutes an employee incentive scheme within the Listing Rules and includes allowing a Director to elect to be paid some or all of the cash remuneration accrued to them through the issue of Shares to that Director (or a nominee). Accordingly, the approval of Shareholders under Listing Rule 10.14 is required for the issue of the Han FY21 to FY24 Director Fee Shares.

In order to comply with Listing Rule 10.14, the notice convening the meeting at which approval will be sought must

comply with Listing Rule 10.15.

Approval pursuant to Listing Rule 7.1 is not required in order to issue Shares to Mr Xu Han (or his nominee) under Resolution 8 as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of Shares to Mr Xu Han (or his nominee) will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

9.4 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Han FY21 to FY24 Director Fee Shares to Mr Xu Han (or his nominee) within 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Han FY21 to FY24 Director Fee Shares (because approval is being obtained under Listing Rule 10.14), the issue of the Han FY21 to FY24 Director Fee Shares will not use up any of the Company's 15% annual placement capacity. In addition, the issue of the Han FY21 to FY24 Director Fee Shares will allow the Company to preserve its existing cash reserves, which can otherwise be focused on operations, instead of allocating funds to pay out the accrued Director's fees for Mr Han.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Han FY21 to FY24 Director Fee Shares and the Company will be required to pay the Directors' fees owing in cash to Mr Han totalling \$100,000 (excluding GST) for the 2021 to 2024 financial years.

9.5 Technical information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to Resolution 8:

- (a) the Han FY21 to FY24 Director Fee Shares will be issued to Mr Xu Han (or his nominee), who falls within the category set out in Listing Rule 10.14.1 as Mr Xu Han is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Han FY21 to FY24 Director Fee Shares to be issued, being 5,000,000 Shares, is calculated by reference to the outstanding directors' fees (excluding GST) to be paid by the Company to Mr Han for the financial years ending 30 June 2021 and to 30 June 2024 totalling \$100,000 divided by \$0.02, being the deemed issue price of Shares, in consideration for the Director's fees;
- (c) the Han FY21 to FY24 Director Fee Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the current total remuneration package for Mr Xu Han is \$25,000 per annum of director's fees (excluding GST);
- (e) No Shares have previously been issued to Mr Han under the Director Fee Plan;
- (f) the Han FY21 to FY24 Director Fee Shares will be issued no later than 3 years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the Shares will be issued in respect of fees payable for the financial years ended 30 June 2021 to 30 June 2024;
- (g) the Shares issued pursuant to the Plan will be issued for nil cash consideration as they will be issued in satisfaction of Mr Han's Director's Fees. The deemed issue price of Shares will be \$0.02 per Share;
- (h) a summary of the material terms of the Director Fee Plan are set out in Schedule 1;
- (i) there will be no loan provided to Mr Han in relation to the acquisition of Han FY21 to FY24 Director Fee Shares under the Director Fee Plan;
- (j) details of securities issued under the Director Fee Plan will be published in the annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14; and
- (k) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Director Fee Plan after this Resolution is approved and who were not named in the Notice will not participate until approval is obtained under that Listing Rule.

9.6 Board Recommendation

Each Director (other than Mr Han who has a material personal interest in the outcome of Resolution 8) recommends that the Shareholders vote in favour of Resolution 8.

10. Resolution 9 – Issue of Future Director Fee Shares to Mr Xu (Geoffrey) Han

10.1 General

Resolution 9 seeks Shareholder approval for the issue of up to 3,750,000 fully paid ordinary shares in the Company to Mr Xu Han (or his nominee) under the Director Fee Plan for the 2025, 2026 and 2027 financial years (**Han Future**

Director Fee Shares).

The issue of Shares to Mr Han (or his nominee) in lieu of cash payment for remuneration under the terms of the Director Fee Plan will allow the Company to maintain its cash reserves to the extent Mr Han elects to participate in the Director Fee Plan. No funds will be raised as a result of the issue of the Han Future Director Fee Shares.

10.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 7.2 above.

The issue of Han Future Director Fee Shares to Mr Xu Han (or his nominee) constitutes giving a financial benefit and Mr Xu Han is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Xu Han who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Han Future Director Fee Shares because the agreement to issue the Han Future Director Fee Shares, reached as part of the remuneration package for Mr Xu Han, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

10.3 Listing Rule 10.14

A summary of Listing Rule 10.14 is set out in Section 7.3 above.

The Director Fee Plan constitutes an employee incentive scheme within the Listing Rules and includes allowing a Director to elect to be paid some or all of the cash remuneration accrued to them through the issue of Shares to that Director (or a nominee). Accordingly, the approval of Shareholders under Listing Rule 10.14 is required for the issue of the Han Future Director Fee Shares.

In order to comply with Listing Rule 10.14, the notice convening the meeting at which approval will be sought must comply with Listing Rule 10.15.

Approval pursuant to Listing Rule 7.1 is not required in order to issue Shares to Mr Xu Han (or his nominee) under Resolution 9 as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of Shares to Mr Xu Han (or his nominee) will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

10.4 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Han Future Director Fee Shares to Mr Xu Han (or his nominee) within 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Han Future Director Fee Shares (because approval is being obtained under Listing Rule 10.14), the issue of the Han Future Director Fee Shares will not use up any of the Company's 15% annual placement capacity. In addition, the issue of the Han Future Director Fee Shares will allow the Company to preserve its existing cash reserves, which can otherwise be focused on operations, instead of allocating funds to pay out the accrued Director's fees for Mr Han.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Han Future Director Fee Shares and the Company will be required to pay the Directors' fees owing in cash to Mr Han totalling \$75,000 (excluding GST) for the 2025, 2026 and 2027 financial years.

10.5 Technical information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to Resolution 9:

- (a) the Han Future Director Fee Shares will be issued to Mr Xu Han (or his nominee), who falls within the category set out in Listing Rule 10.14.1 as Mr Xu Han is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Han Future Director Fee Shares to be issued, being 3,750,000 Shares, is calculated by reference to the annual director's fees (excluding GST) to be paid by the Company to Mr Han for the financial years ending 30 June 2025, 30 June 2026 and 30 June 2027 totalling \$75,000 divided by \$0.02, being the deemed issue price of Shares;
- (c) the Han Future Director Fee Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the current total remuneration package for Mr Xu Han is \$25,000 per annum of director's fees (excluding GST);
- (e) no Shares have previously been issued to Mr Han under the Director Fee Plan;
- (f) the Han Future Director Fee Shares will be issued no later than 3 years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the Shares will be issued on three separate dates in respect of fees payable for each of the financial years ending

30 June 2025, 30 June 2026 and 30 June 2027;

- (g) the Shares issued pursuant to the Plan will be issued for nil cash consideration as they will be issued in satisfaction of Mr Han's Director's Fees. The deemed issue price of Shares will be \$0.02 per Share;
- (h) a summary of the material terms of the Director Fee Plan are set out in Schedule 1;
- (i) there will be no loan provided to Mr Han in relation to the acquisition of Han Future Director Fee Shares under the Director Fee Plan;
- (j) details of securities issued under the Director Fee Plan will be published in the annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14; and
- (k) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Director Fee Plan after this Resolution is approved and who were not named in the Notice will not participate until approval is obtained under that Listing Rule.

10.6 Board Recommendation

Each Director (other than Mr Han who has a material personal interest in the outcome of Resolution 9) recommends that the Shareholders vote in favour of Resolution 9.

11. Resolution 10 – Confirmation of Appointment of Auditor

11.1 Background

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

The change of auditor entity occurred due to the national integration of BDO.

Pursuant to section 327C(2) of the Corporations Act, BDO Audit will hold office until this Annual General Meeting. In accordance with section 327B(1)(b), the Company now seeks Shareholder approval of the ongoing appointment of BDO Audit as auditor of the Company and its controlled entities.

In accordance with section 328B(1) of the Corporations Act, notice in writing nominating BDO Audit as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice of Meeting as Schedule 2.

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

If this Resolution 10 is passed, the appointment of BDO Audit as the Company's auditor will take effect at the close of the Meeting.

11.2 Board Recommendation

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

11.3 Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of the Resolution

12. Resolution 11 – Replacement of Constitution

12.1 General

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

Resolution 11 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

This will incorporate amendments to the Corporations Act and Listing Rules since the current Constitution was adopted on 21 January 2011.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed

Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website www.audalia.com.au and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company by email at admin@audalia.com.au. Shareholders are invited to contact the Company if they have any queries or concerns.

12.2 Summary of material proposed changes

Employee Incentive Securities Plan (clause 2.4)

Under Division 1A of Part 7.12 of the Corporations Act, which came into effect on 1 October 2022, offers under an employee incentive plan that do not require a monetary payment (e.g., zero exercise price options or performance rights) can be issued without an issue cap. However, offers requiring a monetary payment (whether upon grant or upon exercise/vesting of the awards and issue of the underlying shares) must be accompanied by an 'ESS offer document' and must comply with an issue cap. The cap is set at 5% under the Corporations Act unless raised by a company's constitution. A company may include a higher issue cap in its constitution to allow for more than 5% of securities to be issued under the plan.

The Proposed Constitution provides for a cap of 20% and while it is not expected that the Company will issue that number of securities for monetary consideration, the Company wishes to ensure it has the flexibility to implement appropriate incentive arrangements for the recruitment of additional personnel as its operations expand.

Restricted Securities (clause 2.13)

The Proposed Constitution complies with the changes to Listing Rule 15.12 which took effect from 1 December 2019. As a result of these changes, ASX will require certain more significant holders of restricted securities and their controllers (such as related parties, promoters, substantial holders, service providers and their associates) to execute a formal escrow agreement in the form Appendix 9A, as is currently the case. However, for less significant holdings (such as non-related parties and non-promoters), ASX will permit the Company to issue restriction notices to holders of restricted securities in the form of the new Appendix 9C advising them of the restriction rather than requiring signed restriction agreements.

Minimum Securityholding (clause 3)

Clause 3 of the Constitution outlines how the Company can manage securityholdings which represent an "unmarketable parcel" of securities, being a securityholding that is less than \$500 based on the closing price of the Company's securities on ASX as at the relevant time.

The Proposed Constitution is in line with the requirements for dealing with "unmarketable parcels" outlined in the Corporations Act such that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their securityholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.

Clause 3 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with unmarketable parcels.

Joint Holders (clause 9.8)

CHES is proposed to be replaced by ASX. As part of the CHES replacement, the registration system will be modernised to record holder registration details in a structured format that will allow up to four joint holders of a security. Clause 9.8 of the Proposed Constitution provides that the number of registered joint holders of securities shall be as permitted under the Listing Rules and the ASX Settlement Operating Rules.

Capital Reductions (clause 10.2)

The Proposed Constitution now permits sales of unmarketable parcels to a sale nominee as part of a capital reduction.

Direct Voting (clause 13, specifically clauses 13.35 – 13.40)

The Proposed Constitution includes a new provision which allows Shareholders to exercise their voting rights through direct voting (in addition to exercising their existing rights to appoint a proxy). Direct voting is a mechanism by which Shareholders can vote directly on resolutions which are to be determined by poll. Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting. In order for direct voting to be available, Directors must elect that votes can be cast via direct vote for all or any Resolutions and determine the manner appropriate for the casting of direct votes. If such a determination is made by the Directors, the notice of meeting will include information on the application of direct voting.

Use of technology (clause 14)

The Proposed Constitution includes a new provision to permit the use of technology at general meetings (including

wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.

12.3 Board Recommendation

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interests of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 9.

13. Resolution 12 – Approval of 7.1A Mandate

13.1 Background

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% (**7.1A Mandate**).

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

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$14,534,860 (based on the number of Shares on issue and the closing price of Shares on the ASX on 14 October 2024).

Resolution 12 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

If Resolution 12 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 12 is not passed, the Company will not be able to access the additional 10% 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.

13.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information is provided below in relation to Resolution 12:

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

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

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; 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

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

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

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate to progress exploration and evaluation work and regulatory approvals and permits required to support development of the Medcalf Project, the acquisition of new resources and assets (including expenses associated with such an acquisition), supplementing general working capital and covering the costs of the issue of Equity Securities.

(d) Risk of Economic and Voting Dilution

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

If Resolution 12 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 14 October 2024.

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

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.0105	\$0.021	\$0.0315
			50% decrease	Issue Price	50% increase
		Funds Raised			
Current	692,136,191 Shares	69,213,619 Shares	\$726,743	\$1,453,486	\$2,180,229
50% increase	1,038,204,287 Shares	103,820,429 Shares	\$1,090,115	\$2,180,229	\$3,270,344
100% increase	1,384,272,382 Shares	138,427,238 Shares	\$1,453,486	\$2,906,972	\$4,360,458

*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) There are currently 692,136,191 Shares on issue as at the date of this Notice of Meeting.
- (ii) The issue price set out above is the closing price of the Shares on the ASX on 14 October 2024.
- (iii) The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- (iv) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- (v) The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vi) 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.
- (vii) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- (viii) 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%.

- (ix) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

(e) Allocation policy under the 7.1A Mandate

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

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

- (i) the purpose of the issue;
- (ii) the alternative methods of raising funds that are available to the Company, including but not limited to, entitlements issues, share purchase plans, placement or other issues in which existing security holders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issue of Equity Securities;
- (v) the circumstances of the Company, including, but not limited to, the financial situation and solvency of the Company; and
- (vi) advice from professional advisers, including corporate, financial and broking advisers (if applicable).

(f) Previous approval under Listing Rule 7.1A

- (i) The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its Annual General Meeting held on 30 November 2023 (**Previous Approval**).
- (ii) During the 12 month period preceding the date of the Meeting, being on and from 30 November 2023, the Company has not issued any Equity Securities pursuant to the Previous Approval.

13.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

GLOSSARY

\$ means an Australian dollar.

7.1 Mandate has the meaning given in Section 13.1.

Annual General Meeting means the annual general meeting the subject of this Notice.

Annual Report has the same meaning as Financial Report.

ASX means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules and **Listing Rules** mean the official listing rules of ASX.

Auditor means the Company's auditor from time to time, at the date of the Notice, being BDO Audit Pty Ltd.

Auditor's Report means the auditor's report on the Financial Report.

AWST means Australian Western Standard Time.

Board means the board of directors of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company or **Audalia Resources** means Audalia Resources Limited (ACN 146 035 690).

Constitution means the Company's constitution.

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

Director means a Director of the Company and **Directors** means the directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act.

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 Annual General Meeting.

Financial Report means the annual financial report of the Company prepared under Chapter 2M of the Corporations Act.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Meeting means the meeting of Shareholders convened by the Notice of Annual General Meeting.

Notice or **Notice of Meeting** means the notice of annual general meeting accompanying this Explanatory Memorandum.

Proxy Form means a proxy form attached to the Notice.

Remuneration Report means the remuneration report as contained in the Directors' report section of the Company's annual financial report.

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

Shareholder means a shareholder of the Company.

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

SCHEDULE 1

Director Fee Plan

The terms and conditions of the Director Fee Plan (**Plan**) are summarised below:

- (a) **Eligibility:** Participants in the Director Fee Plan may be directors of the Company from time to time (**Eligible Participant**).
- (b) **Offer:**
 - (i) The Board may, from time to time, at its absolute discretion and only where an Eligible Participant continues to satisfy any relevant conditions imposed by the Board (which may include without limitation that an Eligible Participant continues to be a Director of the Company at the relevant time) offer, subject to Shareholder approval, to Eligible Participants to subscribe for Shares in lieu of Directors' fees owing by the Company to the Eligible Participant and upon such additional terms and conditions as the Board determines (**Offer**).
 - (ii) An Eligible Participant will not be required to make any payment in return for the Shares as they will be issued in satisfaction of Directors' fees owing by the Company at the time of issue of the Shares.
- (c) **Transfer of Offer:** Upon receipt of an Offer, the Offer may be transferred with consent of the Board or by force of law upon death to the Eligible Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy.
- (d) **Shareholder approval:** All Shares issued pursuant to the Plan will be subject to prior Shareholder approval under the Listing Rules and Corporations Act (if required).
- (e) **Election:** An Eligible Participant may elect to participate in the Offer, on the terms and conditions as set out in the Offer, by notice in writing to the Board (**Election Notice**).
- (f) **Date of Issue:** Subject to the requisite Shareholder approval and receipt of a valid Election Notice by the Eligible Participant to subscribe for Shares in lieu of Directors' fees owing to that Eligible Participant in accordance with the terms of the Offer, the Company will issue Shares under the Plan within 10 business days of receipt of the requisite Shareholder approval and Election Notice.
- (g) **Deemed issue price of Shares:** The Shares issued pursuant to the Plan will be issued for nil cash consideration as they will be issued in satisfaction of Directors' fees owing by the Company to the Eligible Participant. However, the deemed issue price of the Shares issued pursuant to the Plan will be equal to the volume weighted average market price of Shares as traded on ASX for the calendar month the Director fees being converted relate, or such other price as approved by Shareholders.
- (h) **Satisfaction of Director Fees owing:** The issue of Shares under the Plan will be deemed to have satisfied the relevant Director fees owing by the Company to the Eligible Participant.
- (i) **Quotation of Shares:** If Shares of the same class as those issued under the Plan are quoted on the ASX, the Company will, subject to the Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 5 Business Days of the later of the date the Shares are issued and the date any restriction period applying to the Shares ends. Quotation will be subject to the Listing Rules and any holding lock applying to the Shares.
- (j) **Rights attaching to Shares:** An Eligible Participant will, from and including the issue date, be the legal owner of the Plan Shares issued under the Plan and will be entitled to dividends and to exercise voting rights attached to the Shares.
- (k) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.
- (l) **Amendments:** Subject to express restrictions set out in the Plan and complying with the Corporations Act, Listing Rules and any other applicable law, the Board may, at any time, by resolution amend or add to all or any of the provisions of the Plan, or the terms or conditions of any Shares granted under the Plan including giving any amendment retrospective effect.

SCHEDULE 2
NOMINATION OF AUDITOR

The Company Secretary
Audalia Resources Limited
Level 1, Office F
1139 Hay Street
WEST PERTH WA 6005

Dear Sir or Madam,

Nomination of Auditor

I am a shareholder of Audalia Resources Limited.

For the purposes of section 328B(1) of the *Corporations Act 2001* (Cth) (the **Corporations Act**), I hereby nominate BDO Audit Pty Ltd of Level 9, Mia Yellagonga Tower 2 5 Spring Street, Perth, WA, 6000, Australia to be appointed as auditor of the Company at the annual general meeting of Audalia Resources Limited to be held on 29 November 2024.

Please distribute copies of this notice of nomination as required by section 328B(1) of the Corporations Act.

Your sincerely,



Karen Logan

Date: 14 October 2024