



Notice of Annual General Meeting and Explanatory Memorandum

Metallica Minerals Limited ACN 076 696 092

Date of Meeting: 22 November 2023

Time of Meeting: 9:30 am (Brisbane time)

Place of Meeting: HWL Ebsworth, Level 19, 480 Queen Street, Brisbane QLD 4000

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser without delay.

Notice is hereby given that the Annual General Meeting of shareholders of **Metallica Minerals Limited ACN 076 696 092 (Metallica or Company)** will be held at HWL Ebsworth Lawyers, Level 19, 480 Queen Street, Brisbane QLD 4000 on 22 November 2023, commencing at 9:30 am (Brisbane time).

Terms used in this Notice of Meeting are defined in section 6 of the accompanying Explanatory Memorandum.

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Agenda

Ordinary Business

1. Audited Financial Statements

For the purposes of section 317 of the Corporations Act and for all other purposes, to receive, consider and discuss the Company's 2023 Annual Report comprising the:

- (a) financial report;
- (b) Directors' report; and
- (c) auditor's report,

for the financial year ended 30 June 2023 (**Audited Financial Statements**), which were released to the ASX on 7 September 2023.

No voting is required for this item.

2. Resolution 1: Remuneration Report

To consider and, if thought fit, pass the following advisory Resolution:

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

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

Voting Restriction pursuant to section 250R(4) of the Corporations Act

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

- (a) a member of the Key Management Personnel; or
- (b) a Closely Related Party of such a member.

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

- (a) 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
- (b) 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
- (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.

Voting Intention of Chair

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

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3. Resolution 2: Re-election of Mark Bojanjac as a Director

To consider and, if thought fit, pass the following Resolution, as an Ordinary Resolution of the Company:

"That, for the purposes of clause 15.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Mark Bojanjac, a Director, retires and being eligible, is re-elected as a Director."

4. Resolution 3: Issue of Options to Related Party - Mr Theo Psaros

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution:

"That, for the purposes of section 195(4) and Chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 8,000,000 Options to Mr Theo Psaros (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement - ASX Listing Rule 14.11

The Company will disregard any votes cast on this Resolution by Mr Psaros or any of his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

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

- (a) 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
- (b) 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
- (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.

Voting Prohibition statement - section 250BD Corporations Act

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 in which the proxy is to vote on this Resolution.

However, the above prohibition does not apply if the proxy is the Chair and 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.

5. Resolution 4: Issue of Options to Related Party - Mr Stuart Bradley Sampson

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution:

"That, for the purposes of section 195(4) and Chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000

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Options to Mr Stuart Bradley Sampson (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement - Listing Rule 14.11

The Company will disregard any votes cast in favour of this Resolution by Mr Sampson or any of his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

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

- (a) 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
- (b) 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
- (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.

Voting Prohibition statement - section 250BD Corporations Act

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 in which the proxy is to vote on this Resolution.

However, the above prohibition does not apply if the proxy is the Chair and 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.

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6. Resolution 5: Issue of Options to Related Party - Mr Mark Bojanjac

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution:

“That, for the purposes of section 195(4) and Chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Options to Mr Mark Bojanjac (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement - Listing Rule 14.11

The Company will disregard any votes cast in favour of this Resolution by Mr Bojanjac, his nominee or any of his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

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

- (a) 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
- (b) 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
- (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.

Voting Prohibition statement - section 250BD Corporations Act

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 in which the proxy is to vote on this Resolution.

However, the above prohibition does not apply if the proxy is the Chair and 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.

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7. Resolution 6: Approval to adopt new Employee Equity Incentive Plan

To consider and, if thought fit, pass the following resolution, as an ordinary resolution:

“That for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, Shareholders approve the Employee Equity Incentive Plan and approve the issue of shares, Options or performance rights under the Employee Equity Incentive Plan, the terms and conditions of which are set out in the attached Explanatory Memorandum.”

Special Business

8. Resolution 7: Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

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

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of Equity Securities of up 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 on the terms and conditions as set out in the Explanatory Memorandum.”

Voting exclusion statement

The Company will disregard any votes cast on this Special Resolution by:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Ordinary Securities); and
- (b) an Associate of those persons.

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

- (a) 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
- (b) 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
- (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.

Important Note:

The proposed allottees of any of the Listing Rule 7.1A Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Listing Rule 7.1A Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

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General business

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

By order of the Board



Scott Waddell
Company Secretary

11 October 2023

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IMPORTANT INFORMATION ABOUT VOTING ON THE RESOLUTIONS

All Resolutions will be by Poll

The Chair intends to call a poll on each of the Resolutions proposed at the Meeting. Each Resolution considered at the Meeting will therefore be conducted by a poll, rather than on a show of hands. The Chair considers voting by poll to be in the interests of the Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

Shareholders may vote by appointing a proxy to attend and vote on their behalf, using the enclosed Proxy Form.

Chair voting intentions

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions, subject to compliance with the Corporations Act.

Voting Entitlement

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 9:30 am (Brisbane time) on 22 November 2023. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Proxy, representative and voting entitlement instructions

Proxies and representatives

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

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the Corporations Act.

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **lodged by** any of the following methods:

ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

BY MAIL

Metallica Minerals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

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Australia

BY FAX

+61 2 9287 0309

BY HAND

Deliver it to Link Market Services Limited during business hours (Monday to Friday, 9:00am-5:00pm):
Level 12
680 George Street
Sydney NSW 2000

Your completed proxy form (and any necessary supporting documentation) must be lodged online or received by Link Market Services no later than 9.30 am (Brisbane time) 20 November 2023 being 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

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

A proxy form is attached to this notice.

Signing instructions

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

- Individual: Where the holding is in one name, the holder must sign.
- Joint Holding: Where the holding is in more than one name, any one of the security holders may sign.
- Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 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 indicate the office held by signing in the appropriate place.

Explanatory Memorandum

Explanatory Memorandum

Introduction

The following information is provided to Shareholders of Metallica Minerals Limited ACN 076 696 092 (**Metallica** or the **Company**) in connection with the business to be considered at the Annual General Meeting of Shareholders to be held at HWL Ebsworth Lawyers, Level 19, 480 Queen Street, Brisbane QLD 4000 on 22 November 2023, commencing at 9:30 am (Brisbane time).

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

Terms used in this Explanatory Memorandum are defined in section 6.

Consider the Company's Audited Financial Statements

The Company's Audited Financial Statements were released to ASX Limited on 7 September 2023.

The Audited Financial Statements are being circulated to Shareholders who have elected to receive a paper copy of the Company's Annual Report.

Shareholders who have given the Company an election to receive an electronic copy of the Audited Financial Statements will be provided with an electronic copy of the Audited Financial Statements. Shareholders from whom the Company has not received an election as to how they wish to receive the Company's Audited Financial Statements can directly access the Audited Financial Statements on the Company's website at <http://www.metallicaminerals.com.au/half-year-and-annual-reports> and by selecting the link, under Annual Reports for 2023, titled "Full-Year Statutory Accounts".

The Audited Financial Statements are placed before the Shareholders for discussion.

No voting is required for this item.

1. Resolution 1: Adoption of Remuneration Report

1.1 General

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory Resolution in accordance with section 250R of the Corporations Act.

The Remuneration Report is set out in the Directors' Report section of the Annual Report.

The Remuneration Report, amongst other things:

- explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Key Management Personnel of the Company including details of performance related remuneration and options granted as part of remuneration; and
- details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

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The Board believes that the Company's remuneration arrangements, as set out in the Remuneration Report, are fair, reasonable and appropriate, support the strategic direction of the Company and align with the Shareholder's expectations.

There are restrictions on members of the Key Management Personnel and their Closely Related Parties and their proxies voting on Resolution 1, details of which are set out in the Voting Restriction Statement included in Resolution 1 of the Notice of Meeting.

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

1.2 Voting Consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, 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 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 Annual General Meeting.

1.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:	You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the votes on this Resolution.
If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):	You do not need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you are taken to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel. The Chair intends to vote undirected proxies in favour of all Resolutions.
If you appoint any other person as your proxy:	You do not need to direct your proxy how to vote on this Resolution.

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1.5 Directors' Recommendation

The Board unanimously recommends voting in favour of adopting the Remuneration Report. A vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

2. Resolution 2: Re-election of Mark Bojanjac as a Director

Mr Mark Bojanjac was appointed as a Director on 13 May 2021 and this was confirmed at an Extraordinary General Meeting ("EGM") of the Company held on 7 July 2021.

Under Article 15.4, the Company's Constitution requires an election of Directors to take place each year. The Constitution also requires that at each annual general meeting of the Company, one-third of the Directors for the time being must retire from office, provided that no Director may hold office beyond the third annual general meeting following that Director's appointment or 3 years, whichever is longer. A retiring Director is eligible for re-election at the AGM. Listing Rules 14.4 and 14.5 contain effectively equivalent provisions.

Mr Bojanjac is eligible for re-election and offers himself for re-election as a Director.

Directors' Recommendation

The Directors (with Mr Bojanjac abstaining) recommend voting in favour of this Ordinary Resolution.

3. Resolutions 3, 4 and 5: issues of Options to Directors

3.1 Corporations Act - Financial benefits to Related Parties

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 18,000,000 Options (**Options**) to Mr Theo Psaros (Resolution 3), Brad Sampson (Resolution 4) and Mark Bojanjac (Resolution 5) (**Related Parties**) on the terms and conditions set out below.

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 grant of the Options constitutes giving a financial benefit and Psaros, Sampson and Bojanjac are Related Parties of the Company by virtue of being Directors.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Options to the stated Related Parties.

3.2 Section 195(4) of the Corporations Act

Each of the Directors has a material personal interest in the outcome of Resolutions 3-5 (as applicable to each Director) in this Notice of Meeting by virtue of the fact that those Resolutions are concerned with the issue of Options to Directors.

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered.

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In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at a Board meeting necessary to carry out the terms of these Resolutions. The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to determine.

3.3 ASX Listing Rules

Listing Rule 10.11:

The Company is proposing to issue Options to Mr Theo Psaros (Resolution 3), Brad Sampson (Resolution 4) and Mark Bojanjac (Resolution 5) (**Related Parties**) on the terms and conditions set out below (the **Issues**).

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) 10.11.1 - a related party;
- (b) 10.11.2 - person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) 10.11.3 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder 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;
- (d) 10.11.4 - an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- (e) 10.11.5 - a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's shareholders under Listing Rule 10.11.

If Resolutions 3-5 are passed, the Company will be able to proceed with the issue of Options to the Related Parties within 1 month after the date of the Meeting. In this event, by operation of Listing Rule 7.2 Exception 14, the Issue to the Related Parties will not be included in the 15% calculation of the Company's Equity Security issue capacity.

If Resolutions 3-5 are not passed, the Company will not be able to proceed with the issue of the Options to the Related Parties and the Company will negotiate with the Related Parties concerning alternative remuneration arrangements, seeking further Shareholder approval if required.

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Information required under Listing Rule 10.13

For Shareholders to approve an issue of Equity Securities under Listing Rule 10.11, the Company must provide the following information pursuant to Listing Rule 10.13:

Name of person to whom securities will be issued	Resolution 3 - Mr Theo Psaros; Resolution 4 - Mr Stuart Bradley Sampson; and Resolution 5 - Mr Mark Bojanjac.
Which category in Listing Rules 10.11.1–10.11.5 the person falls within and why	Each of Mr Theo Psaros, Mr Stuart Bradley Sampson and Mr Mark Bojanjac fall under Listing Rule 10.11.1, as each is a Director.
Number and class of securities to be issued	Resolution 3 - 8,000,000 Options proposed to be issued to Mr Theo Psaros; Resolution 4 - 5,000,000 Options proposed to be issued to Mr Stuart Bradley Sampson; and Resolution 5 - 5,000,000 Options proposed to be issued to Mr Mark Bojanjac.
Summary of the material terms of the securities	As set out in section 3.4(d) below.
Date of issue	The Options will be issued within 1 month of the Meeting, if approved by Shareholders.
Issue Price	The Options are issued for nil consideration and therefore no capital will be raised as a result of their issue.
Purpose of the issue	As set out in section 3.4(j) below.
Current remuneration of the related party to whom the securities will be issued	As set out in section 3.4(g) below.
Voting exclusion	A voting exclusion statement is set out in the Notice of Meeting.

3.4 Shareholder approval (Chapter 2E of the Corporations Act)

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act, the following information is provided in relation to the proposed grant of Options:

(a) **(Identity of Related Parties)** the Related Parties:

- (1) **Resolution 3** - Mr Theo Psaros;
- (2) **Resolution 4** - Mr Stuart Bradley Sampson; and
- (3) **Resolution 5** - Mr Mark Bojanjac.

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- (b) **(Nature of financial benefits)** the maximum number of Options (being the nature of the financial benefit being provided) to be granted to the Related Parties is:
- (i) **Resolution 3** – 8,000,000 Options proposed to be issued to Mr Theo Psaros;
 - (ii) **Resolution 4** – 5,000,000 Options proposed to be issued to Mr Stuart Bradley Sampson; and
 - (iii) **Resolution 5** - 5,000,000 Options proposed to be issued to Mr Mark Bojanjac.
- (c) **(Consideration for financial benefits)** the Options will be granted for nil cash consideration and accordingly no, funds will be raised by the issue;
- (d) **(Terms and conditions of Options)** the terms and conditions of the Options are set out in Schedule 1 to this Explanatory Memorandum.
- (e) **(Value of financial benefits)** the value of the Options and the pricing methodology are set out in Schedule 2 to this Explanatory Memorandum, wherein the Options are valued for accounting purposes as follows (assuming a share price of \$0.022 per share – the MLM share price dated 10 October 2023):
- (i) **Resolution 3** - 8,000,000 Options to Mr Theo Psaros - \$120,531;
 - (ii) **Resolution 4** - 5,000,000 Options to Mr Stuart Bradley Sampson - \$75,332; and
 - (iii) **Resolution 5** - 5,000,000 Options to Mr Mark Bojanjac - \$75,332.
- (f) **(Relevant interests of Related Parties)** the interests of the Related Parties in Equity Securities of the Company, are set out below in the table showing Directors' interests in the securities of the Company (* assuming shareholders approve Resolutions 3-5 at the AGM) :

Director	Shares	MLMOB Options	2023 Options *
Theo Psaros	9,542,982	948,477,000	8,000,000
Stuart Bradley Sampson	534,063	Nil	5,000,000
Mark Bojanjac	213,860	Nil	5,000,000

- (g) **(Remuneration of Related Parties)** the following table shows the annual remuneration paid to Directors inclusive of superannuation for the financial year ending 30 June 2023.

Director	Cash Salary and Fees	Superannuation	Share based payments
Theo Psaros	\$271,493	\$28,507	\$135,675
Stuart Bradley Sampson	\$57,398	\$6,027	\$73,500
Mark Bojanjac	\$60,000	Nil	\$73,500

- (h) **(Dilutionary effect of financial benefits)** if the Options granted to the Related Parties convert to Shares under their terms of issue, a total of 18,000,000 Shares would be issued.

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(i) This will increase the number of Shares on issue from 959,923,922 to 977,923,922 (assuming that no other securities are exercised or other Shares are issued), with the effect that the shareholding of existing Shareholders (other than the Related Parties concerned) would be diluted by an aggregate of 1.87%, comprising 0.83% by Mr Psaros, 0.52% by Mr Bojanjac and 0.52% by Mr Sampson;

(j) **(Price of Securities)** the trading history of the Shares on ASX in the 3 months before 11 October 2023 (the date of this Notice) is set out below:

	Price	Date
Highest	2.70 cents	20 & 25 July & 10 Aug 2023
Lowest	2.10 cents	12 July 2023
Last	2.20 cents	10 October 2023

(k) **(Purpose of financial benefits)** the primary purpose of the grant of the Options to the Related Parties is to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward the performance of the Related Parties in their respective roles as Directors; since the Issues are at nil consideration, no funds will be raised as a result of the Issues;

(l) **(Opportunity costs and accounting treatment)** it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Options upon the terms proposed. The Options granted to the Related Parties have been valued for accounting purposes at \$271,195 in aggregate (assuming a share price of \$0.022 per share – the MLM share price dated 10 October 2023) (see Schedule 2), which will be expensed in the Company's Accounts over the financial year to 30 June 2024;

(m) **(Reasons for voting in favour of the Resolutions)** the Directors, with:

- (i) Mr Psaros abstaining in relation to Resolution 3 due to his material personal interest in the outcome of Resolution 3;
- (ii) Mr Sampson abstaining in relation to Resolution 4 due to his material personal interest in the outcome of Resolution 4; and
- (iii) Mr Bojanjac abstaining in relation to Resolution 5 due to his material personal interest in the outcome of Resolution 5,

recommend that Shareholders vote in favour of Resolutions 3, 4 and 5 for the following reasons:

- (i) the Company is currently in the development and exploration phase of its growth, which means that it is not generating revenues or profits, and does not anticipate doing so in the near term. As a result, the Company's sources of funding are limited and it therefore needs to closely monitor its cash reserves and mitigate cash expenditure. Accordingly, the Company considers that a more appropriate way to remunerate its Directors is through equity-based incentives, such as the Options;
- (ii) the grant of Options to the Related Parties will align the interests of the Related Parties with those of other Shareholders;
- (iii) vesting conditions are an appropriate indicator for Director performance at its current stage of growth; and
- (iv) as stated above, it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Options;

Explanatory Memorandum

- (n) **(Reasons for voting against the Resolutions)** the Company considers that the following are reasons why Shareholders may vote against Resolutions 3-5:
- (i) if the Options vest and are exercised, Shares will be issued to the Directors which will dilute and reduce the voting power of Shareholders (by a maximum of 1.87%); see sub-section (h) for further information on the maximum dilution of Shareholders' interests resulting from the Options being exercised into Shares;
 - (ii) using the accounting valuation in Schedule 2, the grant of the Options will increase the total non-cash remuneration being paid to the Directors (by \$271,195 in aggregate (assuming a share price of \$0.022 per share – the MLM share price dated 10 October 2023)), which Shareholders may not agree with; see section (g) for further information on the remuneration of Directors;
 - (iii) the grant of the Options will require the Company to recognise their value as an expense on the Company's statement of financial performance, which in turn will increase the size of anticipated losses; see sub-section (k) for further information on the accounting treatment of the Options;
 - (iv) if the Options vest and are exercised, the additional number of Shares on issue will necessarily cause the value of a Share to reduce, which in turn may be reflected by a fall in the Share price on ASX; and
 - (v) even if the vesting conditions for the Options are achieved, there is no guarantee that the Share price will retain its value for long or at all. Therefore, the Options may vest and be converted into Shares, but the benefit to Shareholders who retain their Shares may not be realised if the Share price subsequently falls.
- (o) **(Other information)**
- (i) In forming their recommendations, each Director considered the experience of each other Related Party, the current market price of Shares, the current market practices when determining the number of Options to be granted as well as the performance hurdles and expiry date of those Options.
 - (i) The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to approve Resolutions 3, 4 and 5.

3.5 Listing Rule 7.1

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Options to the Related Parties, as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Options to the Related Parties will not be included in the 15% calculation of the Company's Equity Security issue capacity.

4. Resolution 6 – Adoption of Employee Equity Incentive Plan

4.1 General

Pursuant to Resolution 6, the Company is seeking Shareholder approval for the issue of securities under the Company's Employee Equity Incentive Plan (the EEIP) for the purposes of Listing Rule 7.2, Exception 9(b). Listing Rule 7.2, Exception 9(b) would enable securities issued under the EEIP over the next three (3) years to be excluded from the calculation of the number of securities issued for the purposes of ASX Listing Rules 7.1 and 7.1A.

A summary of the terms of the EEIP are set out in Schedule 3 to this Explanatory Memorandum.

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4.2 ASX Listing Rules

As stated above, subject to certain exceptions, Listing Rule 7.1 restricts a listed company from issuing or agreeing to issue Equity Securities in any 12 month period equivalent in number to more than 15% of the Company's ordinary securities on issue, without the approval of its Shareholders. As a result, any issue of securities by the Company to eligible employees under the EEIP would reduce the Company's 15% capacity to issue Shares under Listing Rule 7.1.

However, Exception 9 of Listing Rule 7.2 allows the Company to issue securities under the EEIP without the issue of such securities being counted towards the Company's 15% issue capacity under Listing Rule 7.1, where Shareholders have approved the issue of securities under the EEIP as an exception to Listing Rule 7.1, within three years prior to the issue of the securities. Resolution 4 is being put to Shareholders for this purpose and will allow the Company to utilise Exception 9 of Listing Rule 7.2 for three years from the date of the Resolution being passed.

4.3 Information for Shareholders

In accordance with Exception 9 of Listing Rule 7.2, the Company advises as follows:

- (a) since Shareholders last approved an incentive plan on 29 November 2021, 20,700,000 Performance Rights have been issued under the 2021 Plan; and
- (b) a summary of the key terms of the EEIP are set out in Schedule 3.

4.4 Further considerations

The Company believes that it will derive a significant benefit by incentivising its Directors, senior management and key employees through the issue of securities under the EEIP. Additionally, the Company believes it to be in the best interests of the Company to preserve the maximum commercial flexibility to issue Equity Securities that is afforded to it by Listing Rules 7.1 and 7.1A.

5. Resolution 7: Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12 month period

5.1 Introduction

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

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

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

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

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

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

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This Resolution is a Special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

5.2 Eligibility

An entity is eligible to undertake an Additional 10% Issue if at the time of its AGM it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

As required by the Listing Rules, the Company's market capitalisation will be based on the closing price on the Trading Day before the AGM, and will be released by the Company to the ASX at that time. The calculation of market capitalisation will be based on the Closing Price of the Shares in the main class of Shares of the Company, on the last Trading Day on which trades in the Shares were recorded before the date of the AGM, multiplied by the number of Shares on issue (in that main class, but excluding restricted securities and securities quoted on a deferred settlement basis).

As at the time of the issue of this Notice, the Company has a market capitalisation of less than \$300 million and is not included in the S&P/ASX300 Index. The Company is therefore an Eligible Entity and able to undertake an Additional 10% Issue Capacity under Listing Rule 7.1A.

5.3 Calculation for Additional 10% Issue Capacity – Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that in addition to issues under Listing Rule 7.1, an eligible entity which has obtained a 7.1A mandate may, during the period of the mandate, issue or agree to issue a number of equity securities calculated in accordance with the following formula:

(A x D) – E

A has the same meaning as in Listing Rule 7.1.

D is 10%.

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

5.4 Specific Information required by Listing Rule 7.3A

(a) Mandate Period – Listing Rule 7.1A.1

Shareholder approval of the Additional 10% Issue Capacity under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- (ii) the time and date of the Company's next Annual General Meeting; and
- (iii) the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(Mandate Period) or such longer period if allowed by ASX.

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(b) **Minimum Price of Securities issued under Listing Rule 7.1A – Listing Rule 7.3A.2**

Pursuant to and in accordance with Listing Rule 7.3A.1, the Listing Rule 7.1A Securities issued pursuant to approval under Listing Rule 7.1A must be not less than 75% of the VWAP for the Company's Shares over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Listing Rule 7.1A Securities are to be issued is agreed; or
- (ii) if the Listing Rule 7.1A Securities are not issued within 10 Trading Days of the date in paragraph (1) above, the date on which the Listing Rule 7.1A Securities are issued.

The Company intends to issue the Listing Rule 7.1A Securities in accordance with Listing Rule 7.1A and will disclose to the ASX the Issue Price on the date of issue of the Listing Rule 7.1A Securities

(c) **Purpose – Listing Rule 7.3A.3**

As noted above, the purpose for which the Listing Rule 7.1A Securities may be issued include to raise funds for the Company (further details of which are set out below). Funds raised from the issue of Listing Rule 7.1A Securities are intended to be used to fund the Company's Silica Sands and other projects and for working capital.

(d) **Risk of economic and voting dilution – Listing Rule 7.3A.4**

As provided by Listing Rule 7.3A.2, if the Additional 10% Issue is passed by Shareholders and the Company issues the 10% Securities, there is a risk of economic and voting dilution to the existing ordinary Security Holders of the Company. The Company currently has on issue 959,923,922 Shares. Upon the approval of the Additional 10% Issue, the Company will have authority to issue an additional 95,992,392 Shares (The exact number of additional Shares to be issued under the Additional 10% Issue will be calculated in accordance with the formula contained in Listing Rule 7.1A.2 and set out above). Any issue of 10% Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

- (i) the Market Price for the Company's Shares may be significantly lower on the date of the Issue than it is on the date of the AGM; and
- (ii) the Listing Rule 7.1A Securities may be issued at a price that is at a discount to the Market Price for the Company's Shares on the issue date,

which may have an effect on the amount of funds raised by the issue of the Listing Rule 7.1A Securities.

As required by Listing Rule 7.3A.2, Table 1 below shows the economic and voting dilution effect, in circumstances where the issued capital has doubled and the Market Price of the Shares has halved. Table 1 also shows additional scenarios in which the number of issued capital has increased (by both 50% and 100%) and the Market Price of the Shares has decreased by 50 and increased by 100%.

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Table 1

Issued Capital (Variable A)	50% decrease in Market Price \$0.011		Current Market Price \$0.022		100% increase in Market Price \$0.044	
	10 % Voting Dilution (Shares)	Capital Raised	10 % Voting Dilution (Shares)	Capital Raised	10 % Voting Dilution (Shares)	Capital Raised
Present Issued Capital 959,923,922 Shares	95,992,392	\$1,055,916	95,992,392	\$2,111,833	95,992,392	\$4,223,665
50% Increase in Capital 1,439,885,883 Shares	143,988,588	\$1,583,874	143,988,588	\$3,167,749	143,988,588	\$6,335,498
100% Increase in Capital 1,919,847,844 shares	191,984,784	\$2,111,833	191,984,784	\$4,223,665	191,984,784	\$8,447,331

Assumptions and explanations

- The Market Price is 2.2 cents based on the closing price of the Shares on ASX on 10 October 2023.
- The above table only shows the dilutionary effect based on the Listing Rule 7.1A Securities and does not consider the 15% Issue Capacity under Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the fully paid issued share capital at the time of issue.
- The Company issues the maximum number of Listing Rule 7.1A Securities available to it under the Additional 10% Issue.
- The Issued Capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 10 October 2023.
- The issue price of the Listing Rule 7.1A Securities used in the table does not take into account the discount to the Market Price (if any).

(e) **Company's Allocation Policy – Listing Rule 7.3A.5**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of Listing Rule 7.1A Securities pursuant to the Additional 10% Issue Capacity. The identity of the allottees of Shares will be determined on a case-by-case basis having regard to the factor including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;

Explanatory Memorandum

- (ii) the effect of the issue of the Listing Rule 7.1A Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees of the Listing Rule 7.1A Securities under the Additional 10% Issue Capacity have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new Shareholders who are not Related Parties or Associates of a Related Party of the Company.

(f) **Details of all equity securities issued where previously obtained Shareholder approval under listing rule 7.1A – Listing Rule 7.3A.6 (a)**

The Company obtained Shareholder approval under Listing Rule 7.1A at the Annual General Meeting held on 17 November 2022. Under listing rule 7.1A, 44,395,045 Shares were issued on 7 December 2022 and the issue was subsequently approved by shareholders at the Extra Ordinary General Meeting held on 15 March 2023. Other than these Shares, no other Shares have been issued since that approval under listing rule 7.1A and the date of this Notice.

(g) **Voting Exclusion Statement - Listing Rule 7.3A.7**

A voting exclusion statement is included in this Notice. At the date of the Notice, the proposed allottees of any Listing Rule 7.1A Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Listing Rule 7.1A Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

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6. Glossary

The following terms used in the Notice of Meeting and the Explanatory Memorandum are defined as follows:

AGM means annual general meeting;

Annual Report means the Company's annual report for the financial year ending 30 June 2023, including the Audited Financial Statements;

ASIC means the Australian Securities & Investments Commission;

Associate has the meaning given in the Corporations Act;

ASX means the ASX Limited;

Audited Financial Statements has the meaning given in item 1 of the Notice of Meeting;

Chair means the chairperson of the Meeting;

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (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 dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of the definition of closely related party;

Company means Metallica Minerals Limited ACN 076 696 092 (ASX: MLM);

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

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

Directors or **Board** means the board of directors of the Company from time to time;

Eligible Entity has the meaning given to that term in the Listing Rules;

Equity Securities has the meaning given in the Listing Rules;

Explanatory Memorandum means the explanatory memorandum accompanying this Notice;

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

Listing Rule 7.1A Securities means Equity Securities issued pursuant to Listing Rule 7.1A.

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

Market Price has the meaning given to that term in the Listing Rules;

Meeting means the Annual General Meeting to be held on 22 November 2023 as convened by the accompanying Notice of Meeting;

Explanatory Memorandum

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

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

Ordinary Securities has the meaning given to that term in the Listing Rules;

Resolutions means the resolutions set out in the Notice of Meeting;

Security has the meaning given in the Listing Rules;

Security Holder means a holder of a Security of the Company;

Shares means fully paid ordinary shares in the Company from time to time;

Shareholder means a shareholder of the Company;

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Spill Resolution is defined in Section 1.2.

Spill Meeting is defined in Section 1.2.

Trading Day has the meaning given to that term in the Listing Rules.

VWAP means the volume weighted average price of securities traded on the ASX market and the Chi-X market over a given period (subject to limitations under the Listing Rules).

Any inquiries in relation to the resolutions or the Explanatory Memorandum should be directed to:
Company Secretary, Scott Waddell Ph: 07 3249 3000

Explanatory Memorandum

Schedule 1- Terms and conditions of Options

(a) **Entitlement to Shares**

Each Option (**Option**) entitles the holder to subscribe for one Share upon exercise of the Option, subject to satisfaction of the Vesting Condition. For the avoidance of doubt, the Company may, in its absolute discretion, either issue new Shares or acquire Shares already on issue, or a combination of both, to satisfy the Company's obligations upon exercise of an Option.

(b) **Vesting Condition**

Not applicable.

(c) **Exercise Price**

The Exercise Price of each Option is 2.6 cents.

(d) **Exercise Period/Expiry Date**

The Options have an exercise period commencing the date of their issue and ending 60 months after their date of issue (**Expiry Date**).

(e) **Lapsing**

The Options issued will lapse on the earliest of:

- (1) the Expiry Date;
- (2) the director dealing in respect of the Options in contravention of the dealing or hedging restrictions imposed by the Company;
- (3) the Board determining, acting reasonably, that the director has acted dishonestly, fraudulently or in material breach his material obligations to the Company; and
- (4) within 90 days of the Director ceasing to hold any office in the Company (where paragraph (3) does not apply).

(f) **Changes of control**

On the occurrence of a Change of Control (as defined under the Corporations Act), the Board will determine, in its sole and absolute discretion, the manner in which unvested Options will be dealt with.

(g) **No loans**

No loan will be provided by the Company in relation to the grant or exercise of the Options.

(h) **Notice of Exercise**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. 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.

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(i) **Shares issued on exercise and disposal restriction**

Shares issued on exercise of the Options rank equally with the then Shares of the Company, and no escrow period will apply.

(j) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(k) **Timing of issue of Shares**

Within 5 Business Days after the receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised (provided the Vesting Condition was satisfied on the date the Exercise Notice was given) the Company will allot and issue the Shares pursuant to the exercise of the Options.

(l) **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. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be set in accordance with the ASX Listing Rules so that the holders of Options have an opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(m) **Reorganisations of capital**

If prior to an exercise of an Option, the Company undertakes any reorganisation of its share capital, the number of Shares over which an Option is exercisable will be adjusted as prescribed under the ASX Listing Rules.

(n) **No Quotation of the Options**

The Company will not apply for quotation of the Options on ASX.

(o) **Options Not Transferable**

The Options are not transferable without the prior written consent of the Company.

Explanatory Memorandum

Schedule 2- Valuation of Options

Reference: V100104
Contact: Ian Wood



6 October 2023

Scott Waddell
Metallica Minerals Ltd
Level 1, North Tower
527 Gregory Terrace
Fortitude Valley QLD 4006
swaddell@metallicaminerals.com.au

OPTIONS VALUATION

You have requested us to provide an independent valuation of options to be issued to employees for the purpose of presentation at an Annual General Meeting.

The valuation of the options issued is attached in Appendix 1.

SHARE BASED PAYMENTS

AASB 2 Share Based Payment requires that reporting entities must recognise services acquired in a share-based payment transaction as the services are received. The issue of options is in return for employment services provided to the company, therefore the value of these services is to be recognised.

The value of the services acquired by the company is to be measured at the fair value of the equity instruments granted, where the fair value of the services provided cannot be estimated reliably. As the issue of options is in consideration of future services, the fair value of the services cannot be reliably measured. As such, the value of the options to be issued needs to be used as the reliable measurement of the services provided.

As the options will not be listed on the ASX and will not be tradable, the market value of the options cannot be readily determined from any sales data. Therefore, an option pricing model is necessary to provide a value for the options issued.

OPTION VALUATION MODEL

The options valuation model to be adopted has to provide a valuation of the options issued in accordance with AASB 2. Namely the model has to take into account the following factors:

- The Exercise Price (X)
- The share price at the time of issue (S)
- The expected life of the options (T)
- The share's expected volatility (σ)
- Expected dividends (D)
- The expected risk-free interest rate (rf)

EXERCISE PRICE

The exercise price is set in accordance with the terms and conditions of the options to be issued to employees. The exercise price of the options has been set at \$0.026 per option. As the exercise price has presently not been altered, and there is no intention that it be altered, no adjustment to the exercise price is to be made.

SHARE PRICE AT THE TIME OF ISSUE

The time of issue is the day on which the options are granted. Grant date is defined in AASB 2 as being the date on which the company and the recipient agree to the terms of the options. If the grant of options is subject to shareholder approval the grant date is the date on which the approval is obtained.

The options in question have a proposed grant date of 29 November 2023, being the proposed date of the Annual General Meeting. As the grant date of the options is in the future, the share price at the time of issue has been estimated as the share price on 6 October 2023. This share price was \$0.022.

Scenarios have been provided for an increase in share price in increments from \$0.025 to \$0.040 to show the comparative value of the options provided.

EXPECTED LIFE OF THE OPTIONS

The expected life of the options will be taken to be the full period of time from grant date to expiry date. While there may be an adjustment made to take into account any expected early exercise of the options or any variation of the expiry date by the company, there is no past history that either of these factors would warrant an earlier exercise of the options, and no other factors which would indicate that this would be a likely occurrence.

Therefore, no adjustment to the expected life of the options has been made.

SHARE PRICE VOLATILITY

The company has a long history of share transactions by which to gauge the company's share price volatility, and this data provides some indication of the expected future volatility of the company's share price. The share price volatility over the last 5 years months was 89.020%. Due to the company's historical share price movements, and the relative percentage of each movement against the share price, it is expected that this volatility will not change significantly over the life of the options.

Therefore a volatility of 89.020% has been used as the expected future share price volatility over the life of the options.

EXPECTED DIVIDENDS

The company has not declared dividends in the past and does not expect to declare dividends in the future. As a result, no adjustment has been made to the pricing of the options to take into account payment of dividends, to reflect the expectation that dividends are not expected to be declared over the period of the life of the options.

RISK FREE RATE

The risk free rate is the implied yield at the date the options were issued on zero-coupon national government bonds with a remaining life equal to the life of the option.

The interest rates were taken from historical data available from the Reserve Bank of Australia for 5 year Treasury Bonds.

NUMBER OF OPTIONS ON ISSUE

AASB 2 requires that where the grant (or vesting) of an equity instrument is conditional upon satisfying specified vesting conditions (except market conditions), those vesting conditions are not taken into account when calculating the fair value of the options at the grant, or issue, date. Instead, the number of options included in the measurement is adjusted to reflect the likelihood of those vesting conditions being met. The amount treated as remuneration is based on the number of options that are expected to vest.

As a result, in accordance with AASB 2, the number of shares to be vested must be adjusted to take into account any expected forfeitures.

The options issued are not subject to performance requirements which might result in the options not vesting to the employees. As a result, the number of options to be vested has not been adjusted to take into account any possible vesting restrictions.

The number of options provided to directors is 18,000,000 options.

BLACK-SCHOLES VS BINOMIAL MODEL

Our engagement is to provide a valuation of options for the purposes of disclosing expenses in the financial statements in accordance with AASB 2 Share Based Payment. Upon reviewing the factors to be taken into account and the variables to be calculated, it is considered that both the Black-Scholes and binomial model are relevant to calculating the value of the options issued to employees. The Binomial method allows for significant customisation of the calculation process, particularly to take into account the payment of dividends. However, as the company does not pay dividends, both models provide similar valuations. Both calculations are provided for comparison.

TAX VALUE OF OPTIONS – ASSESSABLE INCOME

Where employees receive options or shares in a company under an employee share scheme at a discount to their market value, the amount of the discount is included in their assessable income in the year in which the shares or rights are received.

Metallica Minerals Ltd has provided options to a number of employees for nil consideration, resulting in the full value of the options being included in the employee's assessable income.

As the options issued are unlisted rights, their market value is, at the choice of the individual:

- (a) The market value of the right (as calculated above); or
- (b) The amount determined by the application of the regulations.

The amount determined by the regulations is the greater of:

- (a) The market value of the share that may be acquired by exercising the right less the exercise price (intrinsic value); and
- (b) The value determined by reference to the calculation method in Division 83A Income Tax Assessment Act 1997.

In the present case, the calculation method contained in Division 83A has been used as the market value is less than the exercise price.

Any vesting conditions do not affect the valuation of the market value of the options under Division 83A.

The market values of the rights at the time of issue are attached in Appendix 1.

DISCLAIMER

This report has been prepared from information provided by the directors of Metallica Minerals Ltd, and from other information available to the public. Whilst Value Logic Pty Ltd has taken proper care in assessing the completeness and accuracy of this information, it has not conducted an audit of the information or of the business. Value Logic Pty Ltd's report should not therefore be construed as an auditor's opinion.

Value Logic Pty Ltd does not hold an Australian Financial Services Licence. This report is not intended to influence a person in making a decision in relation to a particular financial product.

CONCLUSION

Upon taking into account the above factors, the Black-Scholes and Binomial model calculations provided valuations for the options to be issued by the company. These valuations were checked and considered reasonable when taking into account the various influencing factors, such as time to expiry and company share price volatility.

Should you have any queries, please do not hesitate to contact the writer.

Yours Sincerely



Value Logic Pty Ltd
Encl.

Name of Valuer: Ian Wood

Name of Firm: Value Logic Pty Ltd

Professional Qualifications: B. Bus (Acc), LLB., CA, certificate of public practice holder with CAANZ

Statement of experience: Over 20 years working in public practice, valuing options, convertible notes and performance rights issued by companies and valued for the purposes of AASB 2 and ITAA 1997 and ITAA 1936.

Statement of independence: This valuation has been prepared with regard to the standards provided under APES 225 Valuation Services. The opinion provided is an independent opinion of value and in providing my opinion I do not consider that I have been influenced by any factors that would cause my independence to be influenced or compromised. Fees charged for this valuation have been calculated on the basis of time, work and professional expertise required to provide this opinion. They have not been calculated on, or were contingent upon, in any way, the outcome of the opinion provided.

APPENDIX 1

Metallica Minerals Limited Valuation of Options Issued

Series	1	2	3	4	5	Total
No of options	18,000,000	18,000,000	18,000,000	18,000,000	18,000,000	
Issue Date	29 November 2023	29 November 2023	29 November 2023	29 November 2023	29 November 2023	
Vesting Date	29 November 2023	29 November 2023	29 November 2023	29 November 2023	29 November 2023	
Expiry Date	28 November 2028	28 November 2028	28 November 2028	28 November 2028	28 November 2028	
Share Price (S)	\$0.022	\$0.025	\$0.030	\$0.035	\$0.040	
Exercise Price (X)	\$0.026	\$0.026	\$0.026	\$0.026	\$0.026	
Time to Expiry (T)	5.00	5.00	5.00	5.00	5.00	
Risk Free Rate (Rf)	3.88%	3.88%	3.88%	3.88%	3.88%	
Dividend Yield (D)	0.00%	0.00%	0.00%	0.00%	0.00%	
Volatility (σ)	89.020%	89.020%	89.020%	89.020%	89.020%	
Black-Scholes Value	\$0.015	\$0.018	\$0.022	\$0.026	\$0.031	
Binomial Model Value	\$0.015	\$0.018	\$0.022	\$0.026	\$0.031	
Total Value	\$271,195	\$317,162	\$395,342	\$475,061	\$555,979	
Accounting allocation						
30 June 2024	\$271,195	\$317,162	\$395,342	\$475,061	\$555,979	
30 June 2025	\$0	\$0	\$0	\$0	\$0	
Total Allocation	\$271,195	\$317,162	\$395,342	\$475,061	\$555,979	
Taxation Valuation						
Months to Expiry	60	60	60	60	60	
Share price at issue	\$0.022	\$0.025	\$0.030	\$0.035	\$0.040	
Tax Value	\$0.000	\$0.002	\$0.004	\$0.009	\$0.014	
Total Taxable Income	\$7,956	\$28,080	\$72,000	\$162,000	\$252,000	

Explanatory Memorandum

Schedule 3 - Summary of terms and conditions of Employee Equity Incentive Plan (EEIP)

(a) Operation

The Board is responsible for administering the EEIP in accordance with the EEIP Rules. A grant of Performance Rights and/or Options under the EEIP will be subject to both the EEIP Rules, ASIC Class Order 14/1000 (or any amendment to or replacement of that Class Order) and the terms and conditions of the specific grant.

(b) Eligibility

The EEIP is open to certain contractors and employees (including Directors) of the Company who are invited by the Board to participate in the EEIP (**Participants**). The Board may invite Participants to apply for Shares (including in these terms and conditions, a right to the issue of a Share), Performance Rights and/or Options under the EEIP in its absolute discretion.

(c) Grant

The Board may offer Participants the right to apply for Shares, Performance Rights and/or Options subject to conditions and/or performance hurdles and terms of issue determined by the Board in its sole discretion.

(d) Vesting

The vesting of a Performance Right will be conditional on the satisfaction of any conditions and performance hurdles attaching to the Performance Right. Performance hurdles will be determined by the Board in its discretion and specified in the Participant's invitation letter.

Where relevant performance hurdles are met, then the Performance Rights will vest and be convertible into Shares.

The vesting of an Option will be conditional on the satisfaction of any conditions attaching to the Option. Conditions will be determined by the Board in its discretion and specified in the Participant's invitation letter.

Unvested Shares will vest on conditions determined by the Board in its discretion and specified in the Participant's invitation letter.

(e) Assistance with the exercise of Options

An offer may specify that at the time of exercise of the Options, the Participant may elect or that the Participant and the Directors may agree in writing that the Participant will not to be required to provide payment of the Exercise Price but that on exercise of those Options the Company will transfer or allot to the Participant that number of Shares equal in value to the positive difference between the then market value of the Shares at the time of exercise and the Exercise Price that would otherwise be payable to exercise those Options (with the number of Shares rounded down to the nearest whole Share).

An offer may specify that at the time of exercise of the Options, or Directors may agree in writing at any time prior to exercise of Options, that a sum equal to the aggregate Exercise Price of Options may be advanced by the Company to the Participant as a loan, on the provision that the loan is secured against and repayable only upon the sale of Shares, Options and Performance Rights held by the Participant (whether vested or not) or against other assets acceptable to the Company and repayable on terms agreed by the Directors.

Explanatory Memorandum

(f) **Lapse of Performance Rights and Options**

All Performance Rights, Options and Shares that have not vested on or before the expiry date will automatically lapse. Performance Rights, Shares and Options will also lapse if the applicable performance hurdles and/or conditions attaching to them are not met within a prescribed period determined by the Board in its discretion.

(g) **Dealing with Performance Rights and Options**

Unvested Shares, Performance rights and Options are not transferable, except on the Participant's death, to its legal personal representative.

(h) **Conversion into Shares**

Each Performance Right will entitle a Participant to one Share upon vesting. Each Option will entitle a Participant upon vesting to subscribe for one Share at the Exercise Price specified by the Board in the Participant's invitation letter.

Shares issued as a result of the vesting and exercise of Performance Rights and/or Options will rank equally with the Shares currently on issue.

(i) **Maximum number of securities**

The Board may grant such number of Shares, Performance Rights and/or Options under the EEIP as the Board determines so long as no limit specified, imposed or calculated by any relevant policy or guideline of ASIC, including any regulatory guide, class order or condition for relief, is exceeded.

(j) **Dealing with Options and Performance Rights**

A Participant may not engage in any dealing with any Shares, Options or Performance Rights issued under the Plan, unless:

- (5) the prior consent of the Board is obtained, which consent may impose such terms and conditions as the Board sees fit; or
- (6) such assignment or transfer occurs by force of law upon the death of a Participant to the Participant's legal personal representative.

(k) **Hedging not allowed**

If restricted by law, a Participant may not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to any Options or Performance Rights.

(l) **New issues, reorganisations of capital and winding up**

- (7) Participants holding Options or Performance Rights are not entitled to participate in any new issue of securities to existing holders of Shares in the Company unless:
 - (A) their Options or Performance Rights under the Plan have vested; and
 - (B) they exercise their Options or Performance Rights and receive Shares before the record date for the determination of entitlements to the new issue of securities and participate as a holder of Shares.
- (8) In accordance with the Listing Rules, the Company will give Participants notice of any new issue of securities before the record date for determining entitlements to the new issue.

Explanatory Memorandum

- (9) If the Company makes a pro rata issue of Shares (except a bonus issue) to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of an Option or Performance Right before the record date for determining entitlements to the pro rata issue, the Exercise Price of the Option or Performance Right will be reduced according to the formula specified in the Listing Rules.
- (10) If the Company makes a bonus issue of Shares to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of an Option or Performance Right before the record date for determining entitlements to the bonus issue, then the number of underlying Shares over which the Option or Performance Right is exercisable will be increased by the number of Shares which the Participant would have received if the Participant had exercised the Option or Performance Right before the record date for the bonus issue. No adjustment will be made to the Exercise Price.
- (11) If there is a reorganisation of the issued capital of the Company (including a consolidation, subdivision, reduction or return) then the rights of a Participant (including the number of Options or Performance Rights to which each Participant is entitled and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

(m) **Winding up**

If a resolution for a members' voluntary winding up of the Company is proposed (other than for the purpose of a reconstruction or amalgamation) the Board may, in its absolute discretion, give written notice to Participants of the proposed resolution. Subject to the Option Vesting Conditions or Performance Right Vesting Conditions, the Participants may, during the period referred to in the notice, exercise their Options or Performance Rights.

(n) **Fractions of Shares**

Fractions in the aggregate number only will be disregarded in determining the total entitlement of a Participant.

(o) **Termination of employment or office**

- (12) If a Participant ceases to be an officer/employee/contractor due to resignation, dismissal for cause or poor performance or any other circumstances determined by the Board to constitute the Participant a Bad Leaver (**Bad Leaver**), then, subject to compliance with the Listing Rules and the Corporations Act:
- (A) any Unvested Shares held by the Participant will be forfeited by the Participant;
 - (B) Unvested Options and Unvested Performance Rights held by the relevant Participant will immediately lapse; and
 - (C) Vested Options or Vested Performance Rights that have not been exercised will lapse on the date the person ceases to be an employee/contractor.
- (13) If a Participant ceases to be an employee/contractor for reasons other than as a Bad Leaver (**Good Leaver**):
- (A) all Unvested Shares held by the Participant will be forfeited by the Participant;
 - (B) Unvested Options and Unvested Performance Rights held by the relevant Participant will immediately lapse; and

Explanatory Memorandum

- (C) Vested Options or Vested Performance Rights that have not been exercised will continue in force and remain exercisable for 90 days after the Participant ceases to be an employee/contractor.

(p) **Change of Control Events**

Except to the extent otherwise provided in the offer to a Participant, if a takeover offer for the Company's Shares becomes unconditional or another transaction occurs pursuant to which control of the Company changes (as defined in the Plan Rules), all Unvested Shares, Unvested Options and Unvested Performance Rights held by a Participant will automatically vest and become immediately exercisable with such vesting deemed to have taken place immediately prior to the effective date of the change of control Event, regardless of whether or not the employment, engagement or office of the Participant is terminated or ceases in connection with the Change of Control Event.



METALLICA MINERALS LIMITED
ACN 076 696 092

LODGE YOUR VOTE

ONLINE
<https://investorcentre.linkgroup.com>

BY MAIL
Metallica Mineral Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Metallica Minerals Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:30am (Brisbane Time) on Wednesday, 22 November 2023 at HWL Ebsworth, Level 19, 480 Queen Street, Brisbane QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of all Resolutions.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an .

STEP 2

Resolutions

Resolutions	For	Against	Abstain*	Resolutions	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Issue of 5,000,000 Options to Related Party - Mr Mark Bojanjac	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mark Bojanjac as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval to adopt new Employee Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of 8,000,000 Options to Related Party - Mr Theo Psaros	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of 5,000,000 Options to Related Party - Mr Stuart Bradley Sampson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3

MLM PRX2302C



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am (Brisbane Time) on Monday, 20 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Metallica Minerals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**