

Notice of General Meeting and Explanatory Memorandum

Metallica Minerals Limited ACN 076 696 092

Date of Meeting: 7 April 2022

Time of Meeting: 10.00 am (Brisbane time)

Place of Meeting: Colin Biggers & Paisley, Level 35, 1 Eagle Street, Brisbane
QLD 4000

SPECIAL NOTICE REGARDING ATTENDANCE AT THIS MEETING

The Company strongly encourages Shareholders to send in their proxy forms appointing the Chair as their proxy rather than attend this meeting in person. Shareholders wishing to attend this meeting in person or have a person other than the Chair attend as a proxy should follow the instructions and dates on the attached proxy form so that appropriate arrangements can be confirmed in respect of social distancing and prevailing COVID-19 regulations.

This Notice of General Meeting and Explanatory Statement 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 of General Meeting

Notice is hereby given that the General Meeting of Shareholders of **Metallica Minerals Limited ACN 076 696 092 (Metallica or Company)** will be held at Colin Biggers & Paisley Lawyers, Level 35, 1 Eagle Street, Brisbane Qld 4000 on 7 April 2022, commencing at 10.00 am AEST (Brisbane time).

Terms used in this Notice of Meeting are defined in Section 11 of the accompanying Explanatory Memorandum.

Agenda

Resolution 1A: Ratification of the issue of Shares and Options to Dostal Nominees Pty Ltd

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 3,600,000 Shares and 1,530,000 Options to Dostal Nominees Pty Ltd issued under the Company's Listing Rule 7.1 (15%) issue capacity, as described in the accompanying Explanatory Statement, be ratified and approved."

Resolution 1B: Ratification of the issue of Shares and Options to Dostal Nominees Pty Ltd

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 2,400,000 Shares and 1,020,000 Options to Dostal Nominees Pty Ltd issued under the Company's Listing Rule 7.1A (additional 10%), as described in the accompanying Explanatory Statement, be ratified and approved."

Resolution 2A: Ratification of the issue of Shares and Options to SPARTA AG

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 38,709,677 Shares and 16,451,613 Options to SPARTA AG issued under the Company's Listing Rule 7.1 (15%) issue capacity, as described in the accompanying Explanatory Statement, be ratified and approved."

Resolution 2B: Ratification of the issue of Shares and Options to SPARTA AG

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 25,806,452 Shares and 10,967,742 Options to SPARTA AG issued under the Company's Listing Rule 7.1A (additional 10%), as described in the accompanying Explanatory Statement, be ratified and approved."

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Resolution 3A: Ratification of the issue of Shares and Options to Illwella Pty Ltd

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 16,432,258 Shares and 6,983,710 Options to Illwella Pty Ltd issued under the Company's Listing Rule 7.1 (15%) issue capacity, as described in the accompanying Explanatory Statement, be ratified and approved."

Resolution 3B: Ratification of the issue of Shares and Options to Illwella Pty Ltd

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 10,954,839 Shares and 4,655,806 Options to Illwella Pty Ltd issued under the Company's Listing Rule 7.1A (additional 10%), as described in the accompanying Explanatory Statement, be ratified and approved."

Resolution 4: Issue of Options to Dostal Nominees Pty Ltd

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, the Company is authorised to issue 450,000 Options to Dostal Nominees Pty Ltd on the terms and conditions set out in the accompanying Explanatory Statement."

Resolution 5: Issue of Options to SPARTA AG

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, the Company is authorised to issue 4,838,710 Options to SPARTA AG on the terms and conditions set out in the accompanying Explanatory Statement."

Resolution 6: Issue of Options to Illwella Pty Ltd

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, the Company is authorised to issue 2,054,032 Options to Illwella Pty Ltd on the terms and conditions set out in the accompanying Explanatory Statement."

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Voting Exclusions

Resolutions 1 and 4:

The Company will disregard any votes cast on Resolutions 1A, 1B and 4 by Dostal Nominees Pty Ltd or a person 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 in the entity) (who participated in the issues the subject of Resolutions 1A and 1B and who will participate in the issue the subject of Resolution 4). However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (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.

Resolutions 2 and 5:

The Company will disregard any votes cast on Resolutions 2A, 2B and 5 by SPARTA AG or a person 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 in the entity) (who participated in the issues the subject of Resolutions 2A and 2B and who will participate in the issue the subject of Resolution 5). However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (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.

Resolutions 3 and 6:

The Company will disregard any votes cast on Resolutions 3A, 3B and 6 by Illwella Pty Ltd or a person 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 in the entity)(who participated in the issues the subject of Resolutions 3A and 3B and who will participate in the issue the subject of Resolution 6). However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board



Scott Waddell
Company Secretary
7 March 2022

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 General Meeting of Shareholders to be held at Colin Biggers & Paisley Lawyers, Level 35, 1 Eagle Street, Brisbane Qld 4000 on 7 April 2022, commencing at 10.00 am AEST (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 the Glossary.

1. Resolution 1A and 1B: Ratification of the issue of Shares and Options to Dostal Nominees Pty Ltd

1.1 Background to Resolutions 1 - 6

On 16 February 2022, the Company announced a placements of 97,903,226 Shares to new and existing shareholders, with and 1 free attaching Option for every 2 Shares subscribed for, at a share price of 3.1c to raise of \$3,035,000 (**Placement**)

The announcement noted that the issue of the Options will, when taking into account the new shares issued under the Placement, exceed the Company's existing capacity under Listing Rules 7.1 and 7.1A, and that Shareholder approval is required for the issue of a further 7,342,742 Options to the participants.

1.2 Listing Rules:

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.

Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of their issued share capital through placements over a 12 month period after the annual general meeting at which approval was given by shareholders by Special Resolution (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% issue capacity under Listing Rule 7.1. The Company obtained such approval at its annual general meeting in 2021.

The Placement the subject to Resolution 1A does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, effectively uses up part of the 15% limit under Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Similarly, the Issue the subject of Resolution 1B used up the Company's additional 10% Placement Facility under Listing Rule 7.1A.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A. To this end, Resolutions 1A and 1B seek Shareholder approval to the Issue under and for the purposes of Listing Rule 7.4.

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

If resolution 1A is not passed, the Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1B is passed, the Issue will be excluded in calculating the Company's additional 10% issue capacity under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1B is not passed, the Issue will be included in calculating the Company's additional 10% capacity under Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval unless and until the 10% Placement Capacity is approved.

For Shareholders to ratify an issue of Equity Securities under Listing Rule 7.4, the Company must provide the following information pursuant to Listing Rule 7.5 in relation to Resolutions 1A and 1B:

Name of person to whom Options will be issued	Resolutions 1A and 1B: Dostal Nominees Pty Ltd
Number of securities to be issued	Resolution 1A: 3,600,000 Shares 1,530,000 Options (MLMOB). Resolution 1B: 2,400,000 Shares 1,020,000 Options (MLMOB).
Issue price of securities	Resolutions 1A and 1B: The Shares were issued at a price of 3.1c per Share. The Options were issued for nil consideration.
Terms of issue	Resolutions 1A and 1B: MLMOB: The Options are quoted, have an exercise price of \$0.06 per Option and expire on 25 March 2024.
Date of issue	Resolutions 1A and 1B: 18 February 2022.
Consideration	Resolutions 1A and 1B: 3.1c per Share Nil per MLMOB.
Purpose of the issue	Resolutions 1A and 1B: Progress the program of activity including: <ul style="list-style-type: none"> • Completing environmental studies and applications to advance the project's development; • Finalising the Cape Flattery Silica Sand Pre-Feasibility Study;

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	<ul style="list-style-type: none">• Commencing the project's Definitive Feasibility Study in Q2 2022; and• Implementing a more formal silica sand marketing program to procure potential offtake partners for the project.
Voting exclusion	Resolutions 1A and 1B: A voting exclusion statement is set out in the Notice of Meeting.

1.3 Directors' Recommendation

The Directors unanimously recommend that you vote in favour of this Resolution.

2. Resolution 2A and 2B: Ratification of the issue of Shares and Options to SPARTA AG

1.4 Background

As stated above in relation to Resolution 1, the Company has conducted the Placement. The Placement is not subject to any of the exemptions in Listing Rule 7.2 and hence was undertaken pursuant to the Company's issue capacity under Listing Rules 7.1 and 7.1A.

1.5 Listing Rules:

The information above in sections 1.2 concerning the nature and scope of Listing Rules 7.1, 7.1A and 7.4 applies equally in relation to these Resolutions.

The Placement the subject to Resolution 2A does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, effectively uses up part of the 15% limit under Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Similarly, the Issue the subject of Resolution 2B used up the Company's additional 10% Placement Facility under Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A. To this end, Resolutions 2A and 2B seek Shareholder approval to the Issue under and for the purposes of Listing Rule 7.4.

If Resolution 2A is passed, the Issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If resolution 2A is not passed, the Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2B is passed, the Issue will be excluded in calculating the Company's additional 10% issue capacity under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2B is not passed, the Issue will be included in calculating the Company's additional 10% capacity under Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval unless and until the 10% Placement Capacity is approved.

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For Shareholders to ratify an issue of Equity Securities under Listing Rule 7.4, the Company must provide the following information pursuant to Listing Rule 7.5 in relation to Resolutions 2A and 2B:

Name of person to whom Options will be issued	Resolutions 2A and 2B: SPARTA AG
Number of securities to be issued	Resolution 2A: 38,709,677 Shares 16,451,613 Options (MLMOB). Resolution 2B: 25,806,452 Shares 10,967,742 Options (MLMOB).
Issue price of securities	Resolutions 2A and 2B: The Shares were issued at a price of 3.1c per Share. The Options were issued for nil consideration.
Terms of issue	Resolutions 2A and 2B: MLMOB: The Options are quoted, have an exercise price of \$0.06 per Option and expire on 25 March 2024.
Date of issue	Resolutions 2A and 2B: 18 February 2022.
Consideration	Resolutions 2A and 2B: 3.1c per Share Nil per MLMOB.
Purpose of the issue	Resolutions 2A and 2B: Progress the program of activity including: <ul style="list-style-type: none"> • Completing environmental studies and applications to advance the project's development; • Finalising the Cape Flattery Silica Sand Pre-Feasibility Study; • Commencing the project's Definitive Feasibility Study in Q2 2022; and • Implementing a more formal silica sand marketing program to procure potential offtake partners for the project.
Voting exclusion	Resolutions 2A and 2B: A voting exclusion statement is set out in the Notice of Meeting.

2.1 Directors' Recommendation

The Directors unanimously recommend that you vote in favour of this Resolution.

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3. Resolution 3A and 3B: Ratification of the issue of Shares and Options to Illwella Pty Ltd

3.1 Background

As stated above in relation to Resolution 1, the Company has conducted the Placement. The Follow-on Placement is not subject to any of the exemptions in Listing Rule 7.2 and hence was undertaken pursuant to the Company's issue capacity under Listing Rules 7.1 and 7.1A.

3.2 Listing Rules:

The information above in sections 1.2 concerning the nature and scope of Listing Rules 7.1, 7.1A and 7.4 applies equally in relation to these Resolutions.

The Placement the subject to Resolution 3A does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, effectively uses up part of the 15% limit under Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Similarly, the Issue the subject of Resolution 3B used up the Company's additional 10% Placement Facility under Listing Rule 7.1A.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A. To this end, Resolutions 3A and 3B seek Shareholder approval to the Issue under and for the purposes of Listing Rule 7.4.

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

If resolution 3A is not passed, the Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 3B is passed, the Issue will be excluded in calculating the Company's additional 10% issue capacity under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 3B is not passed, the Issue will be included in calculating the Company's additional 10% capacity under Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval unless and until the 10% Placement Capacity is approved.

For Shareholders to ratify an issue of Equity Securities under Listing Rule 7.4, the Company must provide the following information pursuant to Listing Rule 7.5 in relation to Resolutions 3A and 3B:

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Name of person to whom Options will be issued	Resolutions 3A and 3B: Illwella Pty Ltd
Number of securities to be issued	Resolution 3A: 16,432,258 Shares 6,983,710 Options (MLMOB). Resolution 3B: 10,954,839 Shares 4,655,806 Options.
Issue price of securities	Resolutions 3A and 3B: The Shares were issued at a price of 3.1c per Share. The Options were issued for nil consideration.
Terms of issue	Resolutions 3A and 3B: MLMOB: The Options are quoted, have an exercise price of \$0.06 per Option and expire on 25 March 2024.
Date of issue	Resolutions 3A and 3B: 18 February 2022.
Consideration	Resolutions 3A and 3B: 3.1c per Share Nil per MLMOB.
Purpose of the issue	Resolutions 3A and 3B: Progress the program of activity including: <ul style="list-style-type: none"> • Completing environmental studies and applications to advance the project's development; • Finalising the Cape Flattery Silica Sand Pre-Feasibility Study; • Commencing the project's Definitive Feasibility Study in Q2 2022; and • Implementing a more formal silica sand marketing program to procure potential offtake partners for the project.
Voting exclusion	Resolutions 3A and 3B: A voting exclusion statement is set out in the Notice of Meeting.

3.3 Directors' Recommendation

The Directors unanimously recommend that you vote in favour of this Resolution.

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4. Resolution 4: Issue of Options to Dostal Nominees Pty Ltd

4.1 Background

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

The issue of Options to Dostal Nominees Pty Ltd (**Issue**) does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

Resolution 4 seeks the required Shareholder approval to the Issue under and for the purposes of Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the Issue and perform its obligation to Dostal Nominees Pty Ltd. In addition, the Issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the Issue and the Company will be compelled to seek a commercial resolution with Dostal Nominees Pty Ltd to compensate Dostal Nominees Pty Ltd for the Options it was entitled to pursuant to the Placement, for example by a payment in cash.

To this end, Resolution 4 seeks Shareholder approval to the Issue under and for the purposes of Listing Rule 7.1.

4.2 Information required under the Listing Rule 7.3:

For Shareholders to approve an issue of Equity Securities under Listing Rule 7.1, the Company must provide the following information pursuant to Listing Rule 7.3:

Name of person to whom Options will be issued	Dostal Nominees Pty Ltd
Number and class of securities to be issued	450,000 MLMOB Options
Summary of the material terms of the securities	MLMOB: The Options are quoted, have an exercise price of \$0.06 per Option and expire on 25 March 2024.
Date of issue	The Options will be issued no later than 3 months after the Meeting
Issue price of securities	No funds will be raised by the issue of the Options
Purpose of the issue	The primary purpose of the grant of the Options is offer Options attaching to Shares the subject of the Placement.
Voting exclusion	A voting exclusion statement is set out in the Notice of Meeting

4.3 Directors' Recommendation

The Directors unanimously recommend that you vote in favour of this Resolution

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5. Resolution 5 – Issue of Options to SPARTA AG

5.1 Background

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

The issue of Options to SPARTA AG (**Issue**) does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

Resolution 5 seeks the required Shareholder approval to the Issue under and for the purposes of Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to proceed with the Issue and perform its obligation to SPARTA AG. In addition, the Issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the Issue and the Company will be compelled to seek a commercial resolution with SPARTA AG to compensate SPARTA AG for the Options it was entitled to pursuant to the Placement, for example by a payment in cash.

To this end, Resolution 5 seeks Shareholder approval to the Issue under and for the purposes of Listing Rule 7.1.

5.2 Information required under the Listing Rule 7.3:

For Shareholders to approve an issue of Equity Securities under Listing Rule 7.1, the Company must provide the following information pursuant to Listing Rule 7.3:

Name of person to whom Options will be issued	SPARTA AG
Number and class of securities to be issued	4,838,710 MLMOB Options
Summary of the material terms of the securities	MLMOB: The Options are quoted, have an exercise price of \$0.06 per Option and expire on 25 March 2024.
Date of issue	The Options will be issued no later than 3 months after the Meeting
Issue price of securities	No funds will be raised by the issue of the Options.
Purpose of the issue	The primary purpose of the grant of the Options is offer Options attaching to Shares the subject of the Placement.
Voting exclusion	A voting exclusion statement is set out in the Notice of Meeting

5.3 Directors' Recommendation

The Directors unanimously recommend that you vote in favour of this Resolution

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6. Resolutions 6 - Issue of Options to Illwella Pty Ltd

6.1 Background

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

The issue of Options to Illwella Pty Ltd (**Issue**) does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

Resolution 6 seeks the required Shareholder approval to the Issue under and for the purposes of Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the Issue and perform its obligation to Illwella Pty Ltd. In addition, the Issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the Issue and the Company will be compelled to seek a commercial resolution with Illwella Pty Ltd to compensate Illwella Pty Ltd for the Options it was entitled to pursuant to the Placement, for example by a payment in cash.

To this end, Resolution 6 seeks Shareholder approval to the Issue under and for the purposes of Listing Rule 7.1.

6.2 Information required under the Listing Rule 7.3:

For Shareholders to approve an issue of Equity Securities under Listing Rule 7.1, the Company must provide the following information pursuant to Listing Rule 7.3:

Name of person to whom Options will be issued	Illwella Pty Ltd
Number and class of securities to be issued	2,054,032 MLMOB Options
Summary of the material terms of the securities	MLMOB: The Options are quoted, have an exercise price of \$0.06 per Option and expire on 25 March 2024.
Date of issue	The Options will be issued no later than 3 months after the Meeting
Issue price of securities	No funds will be raised by the issue of the Options
Purpose of the issue	The primary purpose of the grant of the Options is offer Options attaching to Shares the subject of the Placement.
Voting exclusion	A voting exclusion statement is set out in the Notice of Meeting

6.3 Directors' Recommendation

The Directors unanimously recommend that you vote in favour of this Resolution

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Notes:

1. 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.

2. 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 8 pm (AEST GMT + 10) on 6 April 2022. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

3. Voting by Corporate Representative

A body corporate that is a Shareholder, or that has been appointed as a proxy, may appoint an individual to act as its representative at the General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring evidence of appointment to the General Meeting, including any authority under which it is signed, unless it has previously been given to the Company.

4. Voting by Attorney

A Shareholder may appoint an attorney to vote on their behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company no later than 10.00 am AEST, 5 April 2022.

5. Proxy, representative and voting entitlement instructions

5.1 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).

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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

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 10.00 am (AEST GMT +10) 10.00 am AEST, 5 April 2022 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.

5.2 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

Glossary

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

Meeting means General Meeting;

ASIC means the Australian Securities & Investments Commission;

ASX means the ASX Limited;

Chair means the chairperson of the Meeting;

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;

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

Explanatory Memorandum means the explanatory statement accompanying this Notice;

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

Meeting means the General Meeting to be held on 7 April 2022 as convened by the accompanying Notice of Meeting;

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/Shares 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;

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).



METALLICA MINERALS LIMITED
ACN 076 696 092

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



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

LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (AEST) on Tuesday 5 April 2022**, 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

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).

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.

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:

- 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
- 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.

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

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



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 Extraordinary General Meeting of the Company to be held at **10:00am (AEST) on Thursday, 7 April 2022, at Colin Biggers & Paisley, Level 35, 1 Eagle Street, Brisbane QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

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

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1a Ratification of the issue issue of 3,600,000 Shares and 1,530,000 Options to Dostal Nominees Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4 Issue of 450,000 Options to Dostal Nominees Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b Ratification of the issue of of 2,400,000 Shares and 1,020,000 Options to Dostal Nominees Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Issue of 4,838,710 Options to SPARTA AG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2a Ratification of the issue of 38,709,677 Shares and 16,451,613 Options to SPARTA AG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Issue of 2,054,032 Options to Illwella Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2b Ratification of the issue of 25,806,452 Shares and 10,967,742 Options to SPARTA AG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3a Ratification of the issue of 16,432,258 Shares and 6,983,710 Options to Illwella Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3b Ratification of the issue of 10,954,839 Shares and 4,655,806 Options to Illwella Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

STEP 2

* 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

STEP 3

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).

MLM PRX2201B

