

Argonaut Resources NL

ACN: 008 084 848

Argonaut Resources NL

Notice of 2023 Annual General Meeting

Explanatory Statement | Proxy Form

Tuesday 28th November 2023

10:00AM ACDT Australian Central Daylight Time

Address

Taylor Collison Level 16, 211 Victoria Square, Adelaide SA 5000

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

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Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00AM ACDT on Tuesday 28 November 2023 at Taylor Collison Level 16, 211 Victoria Square, Adelaide SA 5000.

Your vote is important

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

Voting in person

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

Voting by proxy

Proxies can be appointed by completing the Proxy Form and lodging:

- Online <https://www.votingonline.com.au/argonautagm2023>
- By mail to:
Argonaut Resources NL
C/- Boardroom Pty Limited
GPO Box 3993,
Sydney, NSW 2001
- By fax to the Share Registry on facsimile number +61(0)2 9290 9655.

All enquiries about proxies should be directed to the Share Registry, contactable on: (+61) 1300 737 760.

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.
Proxy Forms received later than this time may be deemed to be invalid.

Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Argonaut Resources NL ACN 008 084 848 will be held at 10:00AM ACDT on Tuesday 28 November 2023 at Taylor Collison Level 16, 211 Victoria Square, Adelaide SA 5000 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00PM ACDT on 26th November 2023.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

“To receive and to consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2023, which includes the Financial Report, the Directors’ Report and the Auditor’s Report.”

Note: This item of ordinary business is for discussion only and is not a resolution.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, the Annual Report during consideration of these items.

Resolutions

Remuneration Report

1. Resolution 1 – Adoption of Remuneration Report

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

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report be adopted.”

A voting exclusion applies to this Resolution.

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

Re-election of Directors

2. Resolution 2 – Re-election of Simon Mitchell as Director

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

“That Simon Mitchell, a Director who retires by rotation in accordance rule 6.2(c) of the Constitution and ASX Listing Rule 14.4, and being eligible and offering himself for re-election, is re-elected as a Director.”

3. Resolution 3 – Re-election of Richard Willson as Director

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

“That Richard Willson, a Director who retires by rotation in accordance rule 6.2(c) of the Constitution and ASX Listing Rule 14.4, and being eligible and offering himself for re-election, is re-elected as a Director.”

Issue of Director Options to Directors

4. Resolution 4 – Issue of Director Options to Simon Mitchell

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

“That the issue of 2,000,000 Director Options to Mr Simon Mitchell (or nominee), details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 10.11 and for all other purposes.”

A voting exclusion applies to this Resolution.

5. **Resolution 5 – Issue of Director Options to Richard Willson**

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

“That the issue of 1,000,000 Director Options to Mr Richard Willson (or nominee), details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 10.11 and for all other purposes.”

A voting exclusion applies to this Resolution.

6. **Resolution 6 – Issue of Director Options to Michael Billing**

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

“That the issue of 1,000,000 Director Options to Mr Michael Billing (or nominee), details of which are set out in the Explanatory Statement, is approved under and for the purposes of Listing Rule 10.11 and for all other purposes.”

A voting exclusion applies to this Resolution.

Change of Company Status

7. **Resolution 7 – Change of Company Status**

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

“That, subject to the passing of Resolution 8, for the purposes of section 162 of the Corporations Act and for all other purposes, approval is given to change the status of the Company from a public no liability company to a public company limited by shares.”

Replacement of Constitution and Change of Name

8. **Resolution 8 – Replacement of Constitution and Change of Name**

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

“That, subject to the passing of Resolution 7 and the change of company status becoming effective in the manner set out in section 164(5) of the Corporations Act, in accordance with sections 136(2) and 157(1) of the Corporations Act and for all other purposes, approval is given for the Company to repeal the Existing Constitution and adopt the Proposed Constitution in its place and for the name of the Company to be changed to Orpheus Uranium Limited.”

Approval of 10% Placement Facility

9. **Resolution 9 – Approval of 10% Placement Facility**

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

“The Company have the additional capacity to issue equity securities provided for in Listing Rule 7.1A.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolutions 1, 4, 5 and 6 in contravention of sections 250BD or 250R of the Corporations Act.

In accordance with the Listing Rules, the Company will disregard votes cast in favour of the following Resolutions by or on behalf of:

Resolution	Person excluded from voting
Resolution 4 – Approval of Issue of Director Options to Simon Mitchell	Mr Simon Mitchell and any other person who will obtain a material benefit as a result of the issue of securities in accordance with this Resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any of their Associates.
Resolution 5 – Approval of issue of Director Options to Richard Willson	Mr Richard Willson and any other person who will obtain a material benefit as a result of the issue of securities in accordance with this Resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any of their Associates.
Resolution 6 – Approval of issue of Director Options to Michael Billing	Mr Michael Billing and any other person who will obtain a material benefit as a result of the issue of securities in accordance with this Resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any of their Associates.

However, the Company need not disregard votes cast in favour of the above Resolutions if the vote is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote 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 provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Express authorisation of the Chair

If a Shareholder appoints the Chair as their proxy, or the Chair is appointed as the Shareholder's proxy by default, and the Shareholder does not mark a voting box for Resolutions 1, 4, 5 or 6, then by submitting the appointment the Shareholder expressly authorises the Chair to exercise the proxy in respect of the relevant Resolution as they decide, even though the Resolution is connected with the remuneration of one or more of the Company's Key Management Personnel. The Chair intends to vote all available proxies in favour of all Resolutions.

BY ORDER OF THE BOARD



Richard Willson
Company Secretary

Dated: 25 October 2023

Explanatory Statement

1 Introduction

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10:00AM ACDT on Tuesday 28 November 2023 at Taylor Collison Level 16, 211 Victoria Square, Adelaide SA 5000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

2 Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Report of the Company for the financial year ended 30 June 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report in respect of the financial year ended 30 June 2023.

Shareholders may view the 2023 Annual Report on the Company website at <https://www.argonautresources.com/site/Investors/annual-reports> and on the ASX website (www.asx.com.au).

Shareholders may also obtain a copy of the Annual Report by calling the Company Secretary on +61 (0)8 8231 0381.

There is no requirement for Shareholders to approve the Annual Report, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- conduct of the audit;
- preparation and content of the Auditor's Report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Financial Report by the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received by 21 November 2023.

Resolutions

3 Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to a vote of Shareholders. The Directors' Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive and non-executive Directors.

Section 250R(3) of the Corporations Act provides that this Resolution is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass this Resolution will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, under sections 250U and 250Y of the Corporations Act, Shareholders have the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

At the Company's 2022 Annual General Meeting the remuneration report was approved by over 75% of Shareholders present and voting. Accordingly, the Two Strikes Rule will not apply to this Resolution.

If the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting, the consequences are that all Directors (other than the Managing Director) may be up for re-election.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1 by appointing the Chair as proxy, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

The Directors give no recommendation in relation to Resolution 1.

4 Resolution 2 – Re-election of Simon Mitchell as Director

4.1 Background

Rule 6.2(c) of the Existing Constitution and ASX Listing Rule 14.4 require that a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting.

Further, rule 6.5 of the Existing Constitution provides that one third of the Directors (or if their number is not a multiple of three, then the number nearest to one third) must retire at each annual general meeting.

Simon Mitchell was appointed as a Non-executive Director on 25 October 2023. Accordingly, Mr Mitchell retires and seeks re-election at this Meeting (being the next general meeting after his appointment).

The Board considers that Mr Mitchell is an independent Director.

4.2 Brief biography of Simon Mitchell

Mr. Mitchell is a geologist and corporate executive with 33 years of resources industry experience in both technical and finance roles.

Mr Mitchell was General Manager of Business Development with ASX listed uranium exploration and mine development company Toro Energy Limited from late 2006 until 2013 where he was responsible for managing the growth of the company's uranium asset portfolio in South Australia, the Northern Territory, Western Australia and in Namibia, Africa. During his tenure at Toro, Mr Mitchell was responsible for engaging investors worldwide and managed the raising of more than US\$80m in equity capital.

Mr Mitchell was also the lead executive for Toro in the A\$280m takeover of ASX listed Nova Energy, then owner of the Lake Way-Centipede uranium project, near the town of Wiluna. Subsequent to the Nova acquisition, Mr Mitchell also negotiated a series of deals to consolidate the broader Wiluna uranium project, doubling the resource base from 24mlb uranium oxide to more than 50mlb uranium oxide.

Prior to Toro Energy, Mr Mitchell had 10 years gold exploration and mine development experience with Normandy NFM, RGC, Goldfields and Aurora Gold in Australia, Bolivia, Chile, Papua New Guinea and Indonesia, and worked for six years at the Commonwealth Bank of Australia, predominantly in Project Finance.

From 2015 to 2021, Mr Mitchell was CEO and Managing Director of Southern Gold Limited, an ASX listed gold exploration company with a focus on Australia and South Korea.

Mr Mitchell was Managing Director of the Company's majority-owned subsidiary, Orpheus Minerals Limited, during the time that Orpheus Minerals Limited sought to be admitted to the ASX.

Mr Mitchell is currently a non-executive director of ASX listed Mount Ridley Mines Ltd (MRD.ASX) and is an independent consultant advising on M&A activity with several uranium companies in North America.

4.3 Recommendation

The Board (other than Mr Mitchell) unanimously supports the re-election of Mr Mitchell and recommends that Shareholders vote in favour of Resolution 2.

The Chair intends to vote undirected proxies in favour of Resolution 2.

5 Resolution 3 – Re-election of Richard Willson as Director

5.1 Background

Rules 6.2(c) and 6.5 of the Existing Constitution and ASX Listing Rule 14.4 are described at section 4.1 above.

Richard Willson was appointed as a Non-executive Director on 25 October 2023. Accordingly, Mr Willson retires and seeks re-election at this Meeting (being the next general meeting after his appointment).

The Board considers that Mr Willson is an independent Director.

5.2 Brief biography of Richard Willson

Richard is an experienced Non-Executive Director, Company Secretary and Chief Financial Officer with more than 20 years' experience predominantly within the mining and agricultural sectors for both publicly listed and private companies. Richard is a Non-Executive Director of Titomic Limited (ASX:TTT); Clara Resources Australia Limited (ASX:C7A); and MedTEC Holdings Ltd; and is Company Secretary of a number of ASX listed companies. Richard is the Chairman of the Audit Committee of Titomic Limited and Clara Resources Australia Limited, and is the Chairman of the Remuneration & Nomination Committee of Titomic Limited.

5.3 Recommendation

The Board (other than Mr Willson) unanimously supports the re-election of Mr Willson and recommends that Shareholders vote in favour of Resolution 3.

The Chair intends to vote undirected proxies in favour of Resolution 3.

6 Resolutions 4, 5 and 6 – Issue of Director Options

6.1 Background

In consideration for:

- the work undertaken by each of Simon Mitchell, Richard Willson and Michael Billing in relation to the recapitalization and strategic refocus of Argonaut;
- each of Simon Mitchell and Richard Willson agreeing to act as Directors; and
- the work undertaken by Mr Billing as an executive Director of the Company,

the Company has agreed – subject to Shareholder approval – to issue Director Options to each of Mr Mitchell, Mr Willson and Mr Billing (or nominee(s)) as part of their director remuneration, as set out in the table below.

Mr Mitchell and Mr Willson were each appointed Directors on 25 October 2023 and brief biographies of each of them are set out in sections 4.2 and 5.2 above.

Michael Billing was appointed as a Non-executive Director on 3 August 2021 and as an Executive Director on 20 June 2023. Mr Billing was appointed as Executive Chairman on 25 October 2023.

Resolutions 4, 5 and 6 seek approval under ASX Listing Rule 10.11 to issue a total of 4,000,000 Director Options to Simon Mitchell, Richard Willson and Michael Billing (for nil cash consideration) as follows:

Non-executive Director	Current annual remuneration (FY24)	Number of Director Options to be granted	Value attributable to those Director Options*
Mr Simon Mitchell (Resolution 4)	\$48,000 plus statutory superannuation	2,000,000	\$27,400
Mr Richard Willson (Resolution 5)	\$48,000 plus statutory superannuation	1,000,000	\$13,700
Mr Michael Billing (Resolution 6)^	\$60,000 plus statutory superannuation	1,000,000	\$13,700

* The value of each Director Option has been determined as \$0.0137 on a Black Scholes basis, assuming a volatility of 50% and a risk free rate of 4%.

^ Mr Michael Billing acts as Executive Director of the Company. A service agreement reflecting his change to executive status (which occurred on 20 June 2023) has not yet been agreed with Mr Billing.

6.2 Key terms of Director Options

The Director Options:

- (a) will be exercisable at an exercise price of \$0.10, representing a premium of 50% to the five day VWAP of Argonaut Shares for the period up to and including Friday, 20 October 2023 (being \$0.067), rounded to the nearest \$0.001;
- (b) will entitle the holder to one new Share on exercise of each Director Option;
- (c) will have a term of three years from the date of grant;
- (d) will be fully vested on grant;
- (e) do not entitle the holder to participate in new issues of capital offered to Shareholders (without first exercising the Director Options);
- (f) will not be quoted;
- (g) are transferrable only with the prior written approval of the Board and subject to compliance with the Corporations Act;
- (h) can be exercised at any time until they expire; and
- (i) will be issued in accordance with the terms of issue set out in Schedule 1.

6.3 Listing Rule 10.11

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

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

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;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

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 of Director Options as proposed by Resolutions 4, 5 and 6 falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. The issue of Director Options is not being made under an employee incentive scheme and accordingly Listing Rule 10.14 does not apply.

Accordingly, Resolutions 4, 5 and 6 seek Shareholder approval for the issue of Director Options as proposed by those Resolutions under and for the purposes of Listing Rule 10.11.

If any of Resolutions 4, 5 or 6 is passed, the Company will be able to proceed with the issue of Director Options as proposed by the relevant Resolution.

If any of Resolutions 4, 5 or 6 is not passed, the Company will not be able to proceed with the issue of Director Options as proposed by the relevant Resolution.

6.4 Chapter 2E of the Corporations Act

Under Chapter 2E of the Corporations Act, for a public company to give a financial benefit to a related party of the public company, the public company 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 Director Options was approved by the Argonaut Board when it comprised Patrick Elliott, Andrew Bursill and Michael Billing (with Michael Billing abstaining from voting on the resolution that related to the grant of Director Options to himself). It was the view of the Directors that the exception set out in section 211 of the Corporations Act (allowing the giving of a financial benefit that is reasonable remuneration) applies in the current circumstances, taking into account each Director's annual remuneration, the attributable value of the Director Options and the factors outlined in section 6.1.

6.5 Specific information required under Listing Rule 10.13

The following information is provided pursuant to Listing Rule 10.13:

- (a) The Director Options will be issued:
 - **(Resolution 4)** to Mr Simon Mitchell (or his nominee), who is a related party of the Company for the purposes of Listing Rule 10.11.1 by virtue of being a Director;
 - **(Resolution 5)** to Mr Richard Willson (or his nominee) who is a related party of the Company for the purposes of Listing Rule 10.11.1 by virtue of being a Director; and
 - **(Resolution 6)** to Mr Michael Billing (or his nominee) who is a related party of the Company for the purposes of Listing Rule 10.11.1 by virtue of being a Director.
- (b) The number of Director Options the Company will grant:
 - to Mr Mitchell (or his nominee) pursuant to Resolution 4 is 2,000,000 Director Options;
 - to Mr Willson (or his nominee) pursuant to Resolution 5 is 1,000,000 Director Options; and
 - to Mr Billing (or his nominee) pursuant to Resolution 6 is 1,000,000 Director Options.
- (c) The Director Options will be issued on the terms set out in section 6.2 and Schedule 1. Shares issued on exercise of Director Options will rank equally with fully paid ordinary Shares.
- (d) The Director Options will be issued to Mr Mitchell, Mr Willson and Mr Billing (or their respective nominee(s)) no later than 1 month after the date of the Meeting and it is anticipated that the Director Options will be issued on one date.
- (e) The Director Options will be issued for nil issue price.
- (f) The Director Options are being issued as remuneration to Mr Mitchell, Mr Willson and Mr Billing (including for work undertaken on Argonaut's recapitalization and strategic refocus and, in the case of Mr Billing, work undertaken as an executive Director) and, in relation to Mr Mitchell and Mr Willson, as consideration for agreeing to act as Directors.
- (g) Any proceeds raised by the Company as a result of the exercise of Director Options will be used for exploration costs and working capital.
- (h) The details of the current total remuneration package of Mr Mitchell, Mr Willson and Mr Billing for FY2024 are set out in the table in section 6.1.
- (i) The Director Options are being issued under invitation letters between the Company and each of Mr Mitchell, Mr Willson and Mr Billing. The invitation letters are on standard terms.
- (j) A voting exclusion statement is included in the Notice of Meeting.

6.6 Recommendation

All of the Directors (other than Simon Mitchell, who abstains) recommend that Shareholders vote in favour of Resolution 4.

All of the Directors (other than Richard Willson, who abstains) recommend that Shareholders vote in favour of Resolution 5.

All of the Directors (other than Mr Billing, who abstains) recommend that Shareholders vote in favour of Resolution 6.

The Chair intends to vote undirected proxies in favour of Resolutions 4 and 5.

7 Resolution 7 – Change of Company Status

7.1 Background

Resolution 7 seeks Shareholder approval for the Company to change its status from a public no liability company to a public company limited by Shares.

Section 162 of the Corporations Act provides that a public no liability company may change its status to a public company limited by shares by the members of the company passing a special resolution to that effect, provided that all of the company's issued shares are fully paid up.

Section 164 of the Corporations Act provides that the change of status of the Company will be effective when ASIC alters the registration of the Company, which occurs 1 month after publication of the intended change of status in the ASIC Gazette (and after compliance with the procedural requirements in section 163 of the Corporations Act).

All of Argonaut's issued shares are fully paid up.

As members of a public no liability company, in their capacity as members, Shareholders have no liability on unpaid amounts on partly-paid Shares in the event of a winding up. Members of a public company limited by shares may be liable for unpaid amounts on partly-paid Shares in the event of a winding up.

Given all of Argonaut's issued shares are fully paid up and that the Directors have no current intention of issuing partly paid Shares in the future, the Board considers it appropriate to change the registration of the Company to a public company limited by shares.

The Directors confirm that the Company will continue to undertake mining activities. The change of status is proposed in order to streamline administration of the Company and to provide a suitable structure for ongoing operations.

If Resolution 7 and Resolution 8 are passed, the Company will convert from a no liability company to a public company limited by shares and will adopt the Proposed Constitution.

If either Resolution 7 or Resolution 8 is not passed, the Company will remain as a no liability company and the Existing Constitution will continue to apply.

7.2 Conditional resolution

Resolution 7 is conditional on the passing of Resolution 8.

Resolution 8 seeks Shareholder approval to replace the Existing Constitution with the Proposed Constitution. The Proposed Constitution is an appropriate constitution for a public company limited by shares (and the Existing Constitution is not appropriate for such a company).

7.3 Recommendation

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

The Chair intends to vote undirected proxies in favour of Resolution 7.

8 Resolution 8 – Replacement of Constitution and Change of Name

8.1 Background

Section 136 of the Corporations Act provides that a company may modify or repeal its constitution and adopt a new constitution by special resolution of its shareholders.

Section 157 of the Corporations Act provides that a company may change its name by special resolution of its shareholders.

Resolution 8 seeks Shareholder approval for the Company to replace its Existing Constitution with the Proposed Constitution and change the Company's name from Argonaut Resources NL to Orpheus Uranium Limited.

Resolution 8 is a special resolution which will enable the Company to adopt a new constitution of the type required for a public company limited by shares (**Proposed Constitution**). The Proposed Constitution is a standard constitution for a public company limited by shares that is listed on the ASX.

The Directors believe that it is preferable in the circumstances to replace the Existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions in the Existing Constitution.

The Directors further consider that the change in the name of the Company reflects the Company's previously announced change in strategy, which involves focusing on the exploration of its uranium assets, held by Argonaut's majority-owned subsidiary Orpheus Minerals Ltd.

A summary of the Proposed Constitution is set out below. A copy of the Proposed Constitution is available for review by Shareholders at the Company's website <https://www.argonautresources.com/site/Investors> and is also available by calling the Company Secretary on +61 (0)8 8231 0381.

If Resolution 7 and Resolution 8 are passed, the Company will convert from a no liability company to a public company limited by shares and will adopt the Proposed Constitution.

If either Resolution 7 or Resolution 8 is not passed, the Company will remain as a no liability company and the Existing Constitution will continue to apply. This is because Resolutions 7 and 8 are inter-conditional.

8.2 Summary of Proposed Constitution

A summary of the Proposed Constitution, and the rights and liabilities attaching to the Shares on completion of the change of status of the Company to a public company limited by shares, is set out below.

(a) Escrow restrictions

In the event that ASX determines that certain Shares should be classified as 'restricted securities', a Shareholder must not dispose of those restricted securities (and the Company must refuse to acknowledge a disposal) during the applicable escrow period, except as permitted by the ASX Listing Rules. Shareholders who hold restricted securities are taken to have agreed that the restricted securities are kept on the Company's issuer sponsored sub-register and to have a holding lock applied for the duration of the escrow period. Shareholders will not be entitled to participate in any return of capital on restricted securities during the escrow period except as permitted by the ASX Listing Rules.

(b) Proportional takeover

The Proposed Constitution contains provisions requiring Shareholder approval in relation to any proportional takeover bid. These provisions will cease to apply unless renewed by Shareholders passing a special resolution by the third anniversary of either the date those rules were adopted by the Company or the date those rules were last renewed in accordance with the Corporations Act.

See section 8.3 for further details.

(c) Voting at a general meeting

At a general meeting of the Company, every Shareholder present in person or by proxy, representative or attorney has one vote on a show of hands and, on a poll, one vote for each Share held (with adjusted voting rights for partly paid shares). While the Company is listed on a stock exchange, a question must be decided on a poll if (amongst others) the notice of meeting contains details of the proposed resolution. If the votes are equal on a proposed resolution, the Chairman of the meeting has a casting vote, in addition to his or her deliberative vote.

(d) Meetings of members

Each Shareholder is entitled to receive notice of, attend and vote at general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Proposed Constitution, Corporations Act and ASX Listing Rules. The Company must give at least 28 days' written notice of a general meeting. Meetings may be held at a physical venue, using virtual meeting technology, or a combination of both – provided that the Board determines it is reasonable to do so.

(e) Dividends

The Board may pay any interim and final dividends that, in its judgement, the financial position of the Company justifies. The Board may also pay any dividend required to be paid under the terms of issue of a Share, and fix a record date for a dividend and decide the method of payment.

(f) Transfer of Shares

Subject to the Proposed Constitution and to any restrictions attached to a Shareholder's Shares, Shares may be transferred by proper ASTC transfer (effected in accordance with the ASX Settlement Operating Rules, Corporations Regulations 2001 (Cth) and ASX Listing Rules) or by a written transfer in any usual form or in any other form approved by the Board and permitted by the Corporations Act and ASX requirements. The Board may decline to register, or prevent registration of, a transfer of Shares or apply a holding lock to prevent a transfer in accordance with the Corporations Act or the ASX Listing Rules.

(g) Issues of further Shares

The Board may, subject to the Proposed Constitution, Corporations Act and the ASX Listing Rules issue, allot or grant options for, or otherwise dispose of, Shares in the Company on such terms as the Board decides.

(h) Winding up

If the Company is wound up, then subject to the Proposed Constitution, the Corporations Act and any rights or restrictions attached to any Shares or classes of shares, Shareholders will be entitled to a share in any surplus property of the Company in proportion to the number of Shares held by them. If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide among the Shareholders the whole or any part of the Company's property and decide how the division is to be carried out as between Shareholders or different classes of shareholders.

(i) Non-marketable parcels

In accordance with the ASX Listing Rules, the Board may sell Shares that constitute less than a marketable parcel by following the procedures set out in the Proposed Constitution. A marketable parcel of shares is defined in the ASX Listing Rules and is generally, a holding of shares with a market value of not less than \$500.

(j) Variation of class rights

The procedure set out in the Proposed Constitution must be followed for any variation of rights attached to the Shares. Under the Proposed Constitution, and subject to the Corporations Act and the terms of issue of a class of shares, the rights attached to any class of shares may be varied:

- with the written consent of the holders of 75% of the shares of the class; or
- by a special resolution passed at a separate meeting of the holders of shares of the class.

(k) Directors – Appointment and retirement

Under the Proposed Constitution, the Board is comprised of a minimum of three Directors and a maximum of nine Directors, unless the Company resolves otherwise at a general meeting. Directors are elected or re-elected at general meetings of the Company.

No Director (excluding the Managing Director) may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected. The Board may also appoint any eligible person to be a Director either as an addition to the existing Directors or to fill a casual vacancy, who will then hold office until the conclusion of the next annual general meeting of the Company following his or her appointment.

(l) Directors – Voting

Questions arising at a meeting of the Board must be decided by a majority of votes cast by the Directors present and entitled to vote on the matter. If the votes are equal on a proposed resolution, the Chairman of the meeting has a casting vote in addition to his or her deliberative vote, unless there are only two Directors present or entitled to vote in which case the Chairman of the meeting does not have a second or casting vote and the proposed resolution is taken as lost. A Director may attend and vote by proxy at a meeting of the Board if the proxy is a Director, and has been appointed in writing by the appointer.

(m) Directors – Remuneration

Under the Proposed Constitution, the Board may decide the remuneration from the Company to which each Director is entitled for his or her services as a Director but the total aggregate amount provided to all Non-Executive Directors of the Company for their services as Directors must not exceed in any financial year the amount fixed by the Company in general meeting. The remuneration of a Director (who is not an executive Director) must not include a commission on, or a percentage of, profits or operating revenue.

Directors are entitled to be paid for all travelling and other expenses they incur in attending to the Company's affairs, including attending and returning from general meetings of the Company or meetings of the Board or of Board Committees. Any Director who performs extra services, makes any special exertions for the benefit of the Company or otherwise performs services which, in the opinion of the Board, are outside the scope of ordinary duties of a Non-Executive Director, may be remunerated for the services (as determined by the Board) out of the funds of the Company.

(n) Powers and duties of Directors

The business and affairs of the Company are to be managed by or under the direction of the Board, which (in addition to the powers and authorities conferred on it by the Proposed Constitution) may exercise all powers and do all things that are within the power of the Company and that are not by the Proposed Constitution or by law directed or required to be done by the Company in its general meeting.

(o) Preference shares

The Company may issue preference shares including preference shares which are, or at the option of the Company or holder are, liable to be redeemed or converted into ordinary shares. The rights attaching to preference shares are those set out in the Proposed Constitution or have been otherwise approved by special resolution of the Company.

(p) Indemnities

The Company must indemnify each Director and executive officer on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses incurred by the person as an officer of the Company.

The Company may, to the extent permitted by law, purchase and maintain insurance or pay, or agree to pay, a premium for insurance for each officer of the Company against any liability incurred by that person as an officer of the Company or of a related body corporate, including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending or responding to proceedings (whether civil or criminal and whatever the outcome).

(q) Access to records

The Company may enter into contracts with a Director or former Director agreeing to provide continuing access for a specified period after the Director ceases to be a Director to board papers, books, records and documents of the Company which relate to the period during which the Director or former Director was a Director on such terms and conditions as the Board thinks fit. The Company may procure that its subsidiaries provide similar access to board papers, books, records or documents.

(r) Observation rights

Members of the Company with at least 5% of the votes that may be cast at a general meeting may request that an independent person be appointed to observe the conduct of a poll at a general meeting, or scrutinise the outcome of a poll at a general meeting.

(s) Amendment

The Proposed Constitution can only be amended by special resolution passed by at least three-quarters of Shareholders present (in person or by proxy, attorney or representative) and entitled to vote on the resolution at a general meeting of the Company.

8.3 Proportional takeover provisions

A proportional takeover bid is an off-market takeover offer sent to all Shareholders, but only in respect of a specified portion of each Shareholder's Shares in the Company (i.e. less than 100%). Accordingly, if a Shareholder accepts in full the offer under a proportional takeover bid, the Shareholder will dispose of the specified portion of the Shareholders Shares and retain the balance of the Shares.

Under section 648D of the Corporations Act, a company may include provisions in its constitution to the effect that the registration of a transfer giving effect to a takeover contract for a proportional takeover bid is prohibited unless a resolution to approve the bid is passed by shareholders in accordance with the requirements of the Corporations Act. These provisions cease to apply at the end of three years after they were inserted into the constitution or last renewed by shareholders.

Clause 6 of the Proposed Constitution sets out the mechanism permitted by section 648D of the Corporations Act and which is governed by its related provisions (sections 648D to 648H of the Corporations Act). Accordingly, Resolution 8 would include the adoption of the proportional takeover provisions for the purpose of 648D of the Corporations Act. The provisions would be in force for three years from the date of the Meeting unless removed sooner or otherwise renewed by Shareholders. The provisions are renewed in the same manner in which the constitution is altered to insert the provisions (i.e. by special resolution).

(a) Information provided in accordance with section 648G(5) of the Corporations Act

For the purpose of Resolution 8, the following information is provided in relation to the proposed adoption of Clause 6 of the Proposed Constitution in accordance with section 648G(5) of the Corporations Act.

Effect of Clause 6 of the Proposed Constitution

The effect of Clause 6 of the Proposed Constitution is that, if a proportional takeover bid is made to Shareholders, the Directors are obliged to convene a general meeting of Shareholders to be held 15 days or more before the offer closes. The purpose of the meeting is to vote on a resolution to approve the proportional takeover bid.

For the resolution on the proposed proportional takeover bid to be approved, it must be passed by a simple majority of votes at the meeting, excluding votes of the bidder and its associates. If no such resolution is voted on within the required timeframe, the resolution is deemed to have been approved. This, in effect, means that Shareholders as a body may only prohibit a proportional takeover bid by rejecting such a resolution.

If the resolution on the proposed proportional takeover bid is approved or deemed to have been approved, transfers of Shares under that proportional takeover bid (provided they are in all other respects in order for registration) must be registered.

If the resolution on the proposed proportional takeover bid is rejected, registration of any transfer of Shares resulting from that proportional takeover bid is prohibited and the offer is deemed by the Corporations Act to have been withdrawn.

Clause 6 will expire three years after the date of the Meeting unless renewed by a further special resolution of Shareholders.

Clause 6 does not apply to full takeover bids.

Reasons for including Clause 6 in the Proposed Constitution

The reason for proposing the inclusion of Clause 6 in the Proposed Constitution is that the Directors consider that Shareholders should have the opportunity to vote on a proposed proportional takeover bid. If the Proposed Constitution is adopted, the benefit is that Shareholders will be able to collectively decide on whether a proportional takeover bid is permitted to succeed having weighed up whether the advantages outweigh the disadvantages in the particular circumstances of the bid, or vice versa.

Awareness of Directors of proposal to acquire or increase a substantial interest in the Company

At the date this Notice of Meeting was approved by Directors before despatch to Shareholders, no Director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages of Clause 6 of the Proposed Constitution to the Directors and to Shareholders

The Directors consider that the adoption of Clause 6 would have no advantage or disadvantage for them other than the advantage of enabling them to formally ascertain the views of Shareholders in relation to any proportional takeover bid. The Directors remain free to make a recommendation in relation to whether a proportional takeover bid for the Company should be recommended or rejected.

The potential advantages for Shareholders of the proportional takeover bid provisions include that:

- Shareholders will have the right to decide by majority vote whether a proportional takeover bid should proceed.
- The provisions may help prevent Shareholders being locked in as minority shareholders.
- The provisions may improve the bargaining power of Shareholders and therefore may result in any proportional takeover bid being adequately priced.

The potential disadvantages for Shareholders of the proportional takeover bid provisions include that:

- The provisions may discourage a proportional takeover bid being made, which may be the only takeover offer to be made for the Company;
- Shareholders may lose an opportunity to sell a portion of their Shares in the Company at a premium; and
- The chance that a proportional takeover bid is successful may be reduced.

The Board considers that the potential advantages to Shareholders of having the proportional takeover provisions in place outweigh the potential disadvantages.

8.4 Conditional resolution

Resolution 8 is conditional on the passing of Resolution 7 and the Company's change of status becoming effective in the manner set out in section 164(5) of the Corporations Act.

8.5 Recommendation

The Board recommends that Shareholders vote in favour of Resolution 8.

The Chair intends to vote undirected proxies in favour of Resolution 8.

9 Resolution 9 – Approval of 10% Placement Facility

9.1 General

Listing Rule 7.1A enables eligible entities to seek approval of Shareholders by special resolution to have the capacity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

9.2 ASX Listing Rule 7.1A

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, 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% for the 12 months following that meeting.

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

Resolution 9 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 further Shareholder approval.

If Resolution 9 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 9 is not passed, the Company will not be able to access the additional 10% capacity 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.

9.3 Further requirements of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being the Shares (ASX Code: ARE).

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 10% Placement Period, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

- A is the number of shares on issue 12 months before the date of issue or agreement:
- I. plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
 - II. plus the number of partly paid shares that became fully paid in the 12 months;
 - III. plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
 - IV. less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 9.3(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days in which trades in that class were recorded immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within ten Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued,

(the **Minimum Issue Price**).

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility 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 first to occur of the following:

- the date that is 12 months after the date of the annual general meeting at which the approval is obtained (which, in the case of Resolution 9, will be 28 November 2024);
- the time and date of the Company's 2024 annual general meeting; or
- the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the **10% Placement Period**).

9.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The 10% Placement Period is defined above.
- (b) The Equity Securities will be issued at an issue price of not less than the Minimum Issue Price (defined above).
- (c) If Resolution 9 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Current Shareholders should be aware that there is a risk of economic and voting dilution that may result from an issue of Equity Securities under the 10% Placement Facility, including the risk that:

- the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,
- which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlement issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" ASX Listing Rule 7.1A.2		Dilution		
		\$0.031 50% decrease in issue price	\$0.062 issue price	\$0.124 100% increase in issue price
"A" is the number of shares on issue, being 73,162,152 shares	10% voting dilution	7,316,215	7,316,215	7,316,215
	Funds raised	\$226,803	\$453,605	\$907,211
"A" is a 50% increase in shares on issue, being 109,743,228 shares	10% voting dilution	10,974,322	10,974,322	10,974,322
	Funds raised	\$340,204	\$680,408	\$1,360,816
"A" is a 100% increase in shares on issue, being 146,324,304 shares	10% voting dilution	14,632,430	14,632,430	14,632,430
	Funds raised	\$453,605	\$907,211	\$1,814,421

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - No Options are exercised into Shares before the date of the issue of the Equity Securities.
 - The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - There are 73,162,152 Shares on issue (current at 20 October 2023). As announced on 23 October 2023, 73,162,152 new shares will be issued on 24 October 2023 under the Entitlement Offer, and 6,400,000 new shares will be issued to acquire shares in Orpheus Minerals Limited.
 - The issue price is \$0.062, being the closing price of the Shares on 20 October 2023.
- (d) The Company will only issue the Equity Securities during the 10% Placement Period.
- (e) The Company may seek to issue the Equity Securities for cash consideration in order to raise funds for expanding or accelerating the Company's exploration activities, pursuing acquisitions that have a strategic fit or will otherwise add value to Shareholders (including expenses associated with such acquisitions) and general working capital.
- (f) The Company will comply with the disclosure obligations under Listing Rule 7.1A(4) upon issue of any Equity Securities.
- (g) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the recipients of Equity Securities

will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the purpose of the issue;
- the methods of raising funds that are available to the Company, including but not limited to, rights issues, share purchase plans or other issues in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The recipients under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

- (h) The Company previously obtained Shareholder approval under Listing Rule 7.1A at the Company's 2022 AGM held on 29 November 2022.
- (i) In the 12 months preceding the date of the Meeting the Company issued 1,337,963 Shares (on a post-consolidation basis) under Listing Rule 7.1A.2, representing approximately 2.46% of the total number of equity securities on issue at the commencement of that 12 month period, being 54,285,380 Shares (on a post-consolidation basis). The details of this issue are as follows:
- On 10 November 2022 the Company raised \$1.4 million via the issue of 9,333,334 fully paid ordinary shares at an issue price of \$0.15 per share, comprising:
 - 7,995,371 shares issued utilizing the Company's available capacity under Listing Rule 7.1; and
 - 1,337,963 shares issued utilizing the Company's available capacity under Listing Rule 7.1A.
 - Participants in the November 2022 placement were existing shareholders of the Company and new investors identified by the lead manager of the capital raising, Taylor Collison Limited. No related party of the Company, member of key management personnel, substantial holder in the entity, adviser to the entity; or associate of any of the above participated in the placement.
 - The funds raised, being \$1.4 million, were used to fund lithium exploration at Higginsville, efforts to restore the Lumwana West licence in Zambia and Company overheads.
- (j) As at the date of this Notice of Meeting, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A2. Accordingly, there is no exclusion statement in respect of Resolution 3.

9.5 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 9.

The Chair intends to vote undirected proxies in favour of Resolution 9.

10 Glossary

ACDT means Australian Central Daylight Time as observed in Adelaide, South Australia

Annual Report means the 2023 Annual Report to Shareholders for the period ended 30th June 2023, which includes the Directors' Report, the Financial Report and the Auditor's Report.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Ernst & Young as included in the Annual Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Argonaut Resources NL ACN 008 084 848.

Constitution means the Existing Constitution or the Proposed Constitution (as applicable).

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

Director means a current director of the Company.

Director Options means an the options proposed to be issued under Resolutions 4 and 5, the terms of issue of which are set out in Schedule 1.

Directors' Report means the report of Directors as included in the Annual Report.

Dollar or **"\$"** means Australian dollars.

Existing Constitution means the Company's constitution as in place on the date of this Notice of Meeting.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 25 October 2023 including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proposed Constitution means the constitution proposed to be adopted under Resolution 7.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Boardroom Pty Limited, Level 12, 225 George Street, Sydney, NSW 2000.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Schedule 2 –Terms of the issue of the Options

Each Option issued by the Company entitles its holder to subscribe for one fully paid ordinary share in the capital of the Company (**Share**) on the following terms and conditions.

1. Each Option is exercisable an exercise price of \$0.10, at any time from grant up to the three year anniversary of the grant date of the Option (**Option Exercise Period**).
2. Each Option will automatically lapse if not exercised prior to expiry of the Option Exercise Period.
3. Each Option entitles the holder to subscribe for, and be issued with, one Share.
4. The Company will not apply for quotation of the Options on ASX. The Company will apply for quotation of the Shares issued on exercise of the Options.
5. The Company must give or cause to be given to each Option holder a holding statement stating:
 - (a) the number of Options issued to the Option holder;
 - (b) the exercise price of the Options; and
 - (c) the date of issue of the Options and the Option Exercise Period.
6. The Company will maintain a register of holders of Options in accordance with section 168(1)(b) of the Corporations Act.
7. The Options are not transferable, unless the transfer is approved by the Company.
8. For such time as the Company is listed, the official listing rules of ASX (**Listing Rules**) will apply to the Options.
9. Options do not carry any dividend entitlement until they are exercised. Subject to the Constitution, Shares issued on exercise of Options will rank equally with all other issued Shares from the date they are issued by the Company.
10. An Option holder is not entitled to participate in any new issue of securities to existing shareholders of the Company (**Shareholders**) unless the Option holder has exercised its Options before the record date for determining entitlements to the new issue of securities and participates as a result of holding Shares.
11. If the Company is listed on ASX, the Company must give the Option holder, if required to do so by the Listing Rules, notice of:
 - (a) the proposed terms of the issue or offer proposed under paragraph 10; and
 - (b) the right to exercise the Option holder's Options under paragraph 10.
12. If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of an Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable is increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for determining entitlements to the issue, in accordance with the Listing Rules.
13. If the Company makes a pro rata issue of Shares (except a bonus issue) to existing Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, the Company may elect to reduce the exercise price of each Option in accordance with the Listing Rules.
14. If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which each Option holder is entitled and the exercise price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
15. Any calculations or adjustments which are required to be made under these Option Terms of Issue will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.
16. The Company must within a reasonable period give to each Option holder notice of any change under paragraphs 12 to 14 (inclusive) to the exercise price of any Options held by an Option holder or the number of Shares for which the Option holder is entitled to subscribe on exercise of the Options.
17. When exercising Options, an Option holder must give the Company or its share registry a Notice of Exercise of Options Form (in a form approved by the Company, with the parties acknowledging that the Notice of Exercise of Options Form may be delivered by the Option holder to the Company by email), together with payment of the exercise monies payable to the Company in connection with the Options being exercised by:

- (a) paying to the Company, in immediately available funds, an amount equal to the exercise price multiplied by the number of Options being exercised; or
 - (b) cashless exercise, in which case the Option holder will be issued such number of Shares for each Option as is calculated according to the following formula:
$$(A-B) * X/A$$

Where:
 - (c) **A** equals the closing price of Shares on ASX on the trading day immediately preceding the date of delivery of the Notice of Exercise of Options Form; and
 - (d) **B** equals the exercise price of the Options; and
 - (e) **X** equals the number of Shares issuable on exercise of the Options, assuming the Options were issued for cash.
- 18. The Options are exercisable on any day other than a Saturday, Sunday public holiday or any other day that ASX declares is not a business day (Business Day) during the Option Exercise Period.
 - 19. An Option holder must only exercise a minimum of 100,000 Options, and thereafter in multiples of 50,000, unless an Option holder exercises all of its Options.
 - 20. If an Option holder exercises less than the total number of its Options, the Company must issue the Option holder a new holding statement for the remaining number of Options held by the Option holder.
 - 21. Options will be deemed to be exercised on the date that the Notice of Exercise of Option Form is received by the Company in accordance with paragraphs 17 and 18. The Company shall within 10 Business Days after the receipt of such Notice and cleared funds, issue Shares in respect of the Options exercised and dispatch a holding statement to the holder in respect of the Shares so issued.
 - 22. The Company will apply to ASX for official quotation of the Shares issued on exercise of the Options on the date of issue of such Shares.
 - 23. If required by the Listing Rules to do so, the Company will advise an Option holder at least 20 Business Days before the impending expiry of their Options and will advise the due date for payment, the amount of money payable on exercise, the consequences of non-payment and such other details as the Listing Rules then prescribe, so as to enable holders to determine whether or not to exercise their Options during the Option Exercise Period.
 - 24. These Option Terms of Issue and the rights and obligations of Option holders are governed by the laws of South Australia, Australia.

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (ACDT) on Sunday 26 November 2023.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/argonautagm2023>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (ACDT) on Sunday, 26 November 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/argonautagm2023>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Argonaut Resources NL

ABN 97 008 084 848

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Argonaut Resources NL** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Taylor Collison Level 16, 211 Victoria Square, Adelaide SA 5000 on Tuesday, 28 November, 2023 at 10:00am (ACDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1. I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolutions 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business, including Resolution 1. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Simon Mitchell as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Richard Willson as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Director Options to Simon Mitchell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Director Options to Richard Willson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Director Options to Michael Billing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Change of Company Status	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Replacement of Constitution and Change of Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023