

28 April 2025

Dear Shareholders,

### **ANNUAL GENERAL MEETING**

The Annual General Meeting is scheduled to be held on Friday, 30 May 2025 at 11.00am (AEST) (**Meeting**). The Meeting will be held at Level 7, 333 Collins Street, Melbourne VIC 3000.

The Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. The Notice of Meeting can be viewed and downloaded from the link set out below.

<https://enovamining.com>

Alternatively, a complete copy of the important Meeting documents has been posted on the Company's ASX market announcements page (ASX: ENV).

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out in the proxy form.

### **Voting by proxy**

Shareholders who wish to participate at the Meeting are strongly encouraged to complete and submit their proxies as early as possible.

The Meeting will be held physically. Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

Instructions for lodging proxies are included on your personalised proxy form.

Yours sincerely,

A handwritten signature in black ink, appearing to be "LM", written over a horizontal line.

**Leonard Math**  
**Company Secretary**

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**ENOVA MINING LIMITED**  
**ACN 087 595 980**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 11.00am AEST  
**DATE:** 30 May 2025  
**PLACE:** Level 7  
333 Collins Street  
Melbourne VIC 3000  
(being the offices of Boardroom Share Registry Limited)

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

***This Notice 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.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00 pm (AEST) on 28 May 2025.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2024."*

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

A voting prohibition statement applies to this Resolution. Please see below.

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#### 3. RESOLUTION 2 – RE-ELECTION OF STANISLAW (STAN) WASSYLKO

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

*"That, for the purpose of clause 4.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Stanislaw (Stan) Wasylo, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

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#### 4. RESOLUTION 3 – RATIFICATION OF 7.1A PLACEMENT SHARES – LISTING RULE 7.1A

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 98,492,935 Shares on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

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#### 5. RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO MR RODRIGO DE BRITO MELLO

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 8,010,740 Shares to Mr Rodrigo De Brito Mello (or his nominee/s) on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

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#### 6. RESOLUTION 5 – APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR FEES – DATO' SIA HOK KIANG

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

*"That, for the purpose of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 5,533,162 Shares to Dato' Sia Hok Kiang (or his nominee/s) on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion and voting prohibition statement applies to this Resolution. Please see below.

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**7. RESOLUTION 6 – APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR FEES – MR HARUN HALIM RASIP**

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

*“That, for the purpose of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 5,533,162 Shares to Mr Harun Halim Rasip (or his nominee/s) on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion and voting prohibition statement applies to this Resolution. Please see below.

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**8. RESOLUTION 7 – APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR FEES – MR STAN WASSYLKO**

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

*“That, for the purpose of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 5,533,162 Shares to Mr Stan Wassylo (or his nominee/s) on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion and voting prohibition statement applies to this Resolution. Please see below.

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**9. RESOLUTION 8 – APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR FEES – MR ERIC VESEL**

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

*“That, for the purpose of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 18,489,060 Shares to Mr Eric Vesel (or his nominee/s) on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion and voting prohibition statement applies to this Resolution. Please see below.

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**10. RESOLUTION 9 – APPROVAL TO INCREASE MAXIMUM SECURITIES UNDER THE COMPANY'S EMPLOYEE SECURITIES INCENTIVE PLAN**

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

*“That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to increase the maximum number of Securities that may be issued under the Company's Employee Securities Incentive Plan from the present maximum of 32,046,467 Securities to a maximum of 80,000,000 Securities, on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**11. RESOLUTION 10 – APPROVAL OF 7.1A MANDATE**

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

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

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**12. RESOLUTION 11 – REPLACEMENT OF CONSTITUTION**

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

*“That, for the purposes of section 136(2) and section 648G of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes.”*

## Voting Prohibition Statements

<b>Resolution 1 – Adoption of Remuneration Report</b>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> <li>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</li> <li>(b) a Closely Related Party of such a member.</li> </ul> <p>However, a person (the <b>voter</b>) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> <li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li> <li>(b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> <li>(i) does not specify the way the proxy is to vote on this Resolution; and</li> <li>(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</li> </ul> </li> </ul>
<b>Resolution 5 – Approval to Issue Shares in Lieu of Director Fees – Dato' Sia Hok Kiang</b>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (<b>Resolution 5 Excluded Party</b>). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</li> </ul>
<b>Resolution 6 – Approval to Issue Shares in Lieu of Director Fees – Mr Harun Halim Rasip</b>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (<b>Resolution 6 Excluded Party</b>). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</li> </ul>
<b>Resolution 7 – Approval to Issue Shares in Lieu of Director Fees – Mr Stan Wassylko</b>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (<b>Resolution 7 Excluded Party</b>). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul>

	<p>Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<b>Resolution 8 – Approval to Issue Shares in Lieu of Director Fees – Mr Eric Vesel</b>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (<b>Resolution 8 Excluded Party</b>). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<b>Resolution 9 - Approval to Increase Maximum Securities under the Company's Employee Securities Incentive Plan</b>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>

### Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

<b>Resolution 3 – Ratification of Placement Shares – Listing Rule 7.1A</b>	The Placement Participants (or their nominee/s) or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 4 – Approval to issue Shares to Mr Rodrigo De Brito Mello</b>	Mr Rodrigo De Brito Mello (or his nominee/s) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 5 – Approval to Issue Shares in Lieu of Director Fees – Dato' Sia Hok Kiang</b>	Dato' Sia Hok Kiang (or his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
<b>Resolution 6 – Approval to Issue Shares in Lieu of Director Fees – Mr Harun Halim Rasip</b>	Mr Harun Halim Rasip (or his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
<b>Resolution 7 – Approval to Issue Shares in Lieu of Director Fees – Mr Stan Wassyko</b>	Mr Stan Wassyko (or his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
<b>Resolution 8 – Approval to Issue Shares in Lieu of Director Fees – Mr Eric Vesel</b>	Mr Eric Vesel (or his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
<b>Resolution 9 - Approval to Increase Maximum Securities under the Company's Employee Securities Incentive Plan</b>	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.

**Resolution 10 – Approval of 7.1A  
Mandate**

A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

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

### **Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

### **Voting in person**

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

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

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from the Company will need to verify your identity. You can register from 10.30am AEST on the day of the Meeting.

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 3 9867 7199.***



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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.enovamining.com](http://www.enovamining.com).

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

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

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

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

#### 2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

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### 3. RESOLUTION 2 – RE-ELECTION OF STANISLAW (STAN) WASSYLKO

#### 3.1 General

Listing Rule 14.4 and clause 4.6 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr Stanislaw (Stan) Wasylyko, who has held office without re-election since 26 May 2022 and being eligible retires by rotation and seeks re-election.

Further information in relation to Mr Wasylyko is set out below.

<b>Qualifications, experience and other material directorships</b>	Mr Wasylyko was appointed to the Board on 21 March 2016. Mr Wasylyko has extensive experience in the resources sector and has 46 years' experience in businesses servicing the sector, in logistics, shipping, infrastructure, project construction, contract management and marketing. His long and diverse experience is invaluable as the Company steers the Charley Creek Project towards development.
<b>Term of office</b>	Mr Wasylyko has served as a Director since 22 March 2016 and was last re-elected on 26 May 2022.
<b>Independence</b>	If re-elected, the Board considers that Mr Wasylyko will be an independent Non-Executive Director.
<b>Board recommendation</b>	Having received an acknowledgement from Mr Wasylyko that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Wasylyko since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Wasylyko) recommend that Shareholders vote in favour of Resolution 2.

#### 3.2 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr Wasylyko will be re-elected to the Board as an independent Non-Executive Director.

If Resolution 2 is not passed, Mr Wasylyko will not continue in his role as an independent Non-Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

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### 4. RESOLUTION 3 – RATIFICATION OF PLACEMENT SHARES – LISTING RULE 7.1A

#### 4.1 General

On 28 January 2025, the Company announced that it had secured firm commitments for a placement to sophisticated and professional investors (**Placement Participants**) to raise up to \$1,500,000 before costs, through the issue of up to 428,571,429 Shares at an issue price of \$0.0035 per Share (**Placement Shares**) together with one free attaching listed Option for every one Placement Shares subscribed and issued (on the same terms as the Company's Options class, ASX:ENVO) (**Placement**).

It was agreed that the Placement Shares would be issued in two tranches as follows:

- (a) **Tranche 1:** 245,714,285 Placement Shares, comprising:
  - (i) 147,221,350 Placement Shares issued under the Company's Listing Rule 7.1 placement capacity; and
  - (ii) 98,492,935 Placement Shares issued under the Company's Listing Rule 7.1A placement capacity, which the Company is seeking to ratify under Resolution 3 (**7.1A Placement Shares**); and
- (b) **Tranche 2:** 182,857,144 Placement Shares.

The Tranche 1 Placement Shares were issued on 30 January 2025.

At the general meeting held on 14 March 2025 (**March EGM**), Shareholders ratified the issue of 147,221,350 Placement Shares issued under the Company's Listing Rule 7.1 placement capacity.

Resolution 1 of the notice of meeting dated 6 February 2025 (**February Notice**) had originally sought shareholder approval to ratify all 245,714,285 Tranche 1 Placement Shares. However, the Company understands that ASX requires separate resolutions to ratify the issue of shares issued under Listing Rule 7.1 placement capacity and the issue of shares issued under Listing Rule 7.1A placement capacity. Accordingly, Resolution 1 in the February Notice was amended at the March EGM to ratify only the issue of the Tranche 1 Placement Shares issued under the Company's ASX Listing Rule 7.1 placement capacity (147,221,350 Shares).

Accordingly, Resolution 3 at this Meeting seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 98,492,935 7.1A Placement Shares.

For further information relating to the Placement, please refer to the Company's February Notice and its announcements dated 28 January 2025 and 31 January 2025, released to the Company's ASX market platform.

## **4.2 Listing Rules 7.1 and 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 shares it had on issue at the start of that period.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 10 being passed at this Meeting.

The issue of the 7.1A Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as Shareholders have not yet approved the issue under Listing Rule 7.1A, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, 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 date of the issue.

## **4.3 Listing Rule 7.4**

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 in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

## **4.4 Technical information required by Listing Rule 14.1A**

If Resolution 3 is passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If Resolution 3 is not passed, the issue will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 10 being passed at this Meeting.

## 4.5

## Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	The Placement Participants, being professional and sophisticated investors who were identified through a bookbuild process, which involved GBA seeking expressions of interest to participate in the capital raising from non-related parties of the Company.  The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
<b>Number and class of Securities issued</b>	98,492,935 7.1A Placement Shares were issued.
<b>Terms of Securities</b>	The 7.1A Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities were issued</b>	30 January 2025.
<b>Price or other consideration the Company received for the Securities</b>	\$0.0035 per 7.1A Placement Share. The Company has not and will not receive any other consideration for the issue of the 7.1A Placement Shares.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Funds raised under the Placement have been and will be allocated for the development of the CODA project, Lithium Valley tenements, Charley Creek project and for general working capital purposes.
<b>Summary of material terms of agreement to issue</b>	The 7.1A Placement Shares were not issued under an agreement.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to Resolution 3.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

## 5. RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO MR RODRIGO DE BRITO MELLO

## 5.1 General

On 26 February 2024, the Company announced that it had entered into a binding option agreement (**Option Agreement**) with Mr Rodrigo de Brito Mello (**RBM**), under which the Company was granted the option to acquire a 100% interest in the CODA permits, situated in the state of Minas Gerais, Brazil (together, the **Permits**) (**CODA Option**). On 20 March 2024, the Company announced it had agreed to exercise the CODA Option.

A summary of the Option Agreement is set out in Schedule 1.

As part deferred consideration for the CODA Option, the Company agreed that, should the Company report 20m intercepts @ over 2,000 ppm TREO on the Permits within three (3) years from the date of the Option Agreement (**Second Milestone**), the Company shall pay RBM the equivalent to A\$200,000 in a combination of 50% cash, and 50% in Shares (**RBM Shares**). The issue of the RBM Shares are subject to Shareholder approval. The number of RBM Shares is equal to A\$100,000 divided by the amount calculated to be the 20-day VWAP of the Company's Shares over the 20 trading days in which trades occurred immediately prior to the date the Second Milestone is satisfied.

The Company satisfied the Second Milestone on 24 September 2024 and has calculated the number of RBM Shares as 8,010,740.

Accordingly, this Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 8,010,740 RBM Shares to RBM as part consideration for the CODA Option.

## 5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### 5.3 Technical information required by Listing Rule 14.1A

If this Resolution 4 is passed, the Company will be able to proceed with the issue. 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 this Resolution 4 is not passed, the Company will not be able to proceed with the issue. Consequently, the Company may be in breach of its obligations under the Option Agreement and may be liable for a breach of contract claim or otherwise agree with RBM to an alternative means of payment.

### 5.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	RBM (or his nominee/s).
<b>Number of Securities and class to be issued</b>	8,010,740 RBM Shares.
<b>Terms of Securities</b>	The RBM Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the RBM Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any RBM Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The RBM Shares will be issued at a nil issue price, as part consideration for the CODA Option.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Option Agreement.
<b>Summary of material terms of agreement to issue</b>	The RBM Shares are being issued under the Option Agreement, a summary of the material terms of which is set out in Schedule 1.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution 4.

## 6. RESOLUTIONS 5 TO 8 – SHARES TO BE ISSUED TO RELATED PARTIES IN LIEU OF DIRECTORS' FEES

### 6.1 General

Resolutions 5 to 8 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of up to an aggregate of 35,088,546 Shares to Dato' Sia Hok Kiang, Mr Harun Halim Rasip, Mr Stan Wassylko and Mr Eric Vesel (or their nominee/s) on the terms and conditions set out below in lieu of cash fees payable to the Directors.

The number of Shares to be paid in lieu of cash fees is calculated based on the VWAP over the last five trading days before the end of each month.

Further details in respect of the issue are set out in the table below.

RECIPIENT	RESOLUTION	DIRECTOR'S FEE/SALARY		SHARES
		\$	ACCRUAL PERIOD	
Dato' Sia Hok Kiang	5	\$37,500 <sup>1</sup>	1 July 2024 to 31 March 2025	5,533,162
Harun Halim Rasip	6	\$37,500 <sup>1</sup>		5,533,162
Stan Wassylko	7	\$37,500 <sup>1</sup>		5,533,162
Eric Vesel	8	\$125,306 <sup>1,2</sup>		18,489,060
<b>TOTAL</b>		<b>\$237,806</b>		<b>35,088,546</b>

**Notes:**

1. Comprising Director cash fees of \$50,000 per annum.
2. Mr Vesel's annual salary as CEO is \$300,000 (exclusive of super) per annum. Comprising director cash fees of \$37,500 and \$87,806 worth of Shares payable under to Mr Vesel's CEO salary for the above accrual period. Pursuant to the terms of Mr Vesel's engagement as CEO, subject to Shareholder approval, 35% of Mr Vesel's CEO salary is issued in shares (subject of Resolution 8).

Further breakdown on the allocation of Shares is set out in the table below.

MONTH	VWAP 5-TRADING DAYS BEFORE END OF MONTH	NUMBER OF SHARES EACH (DIRECTORS' FEES)	NUMBER OF SHARES (CEO FEES)
July 2024	\$0.0089	466,696	1,092,770
August 2024	\$0.008	521,205	1,220,401
September 2024	\$0.0091	455,657	1,066,921
October 2024	\$0.0081	517,061	1,210,698
November 2024	\$0.0072	581,771	1,362,217
December 2024	\$0.005	834,174	1,953,218
January 2025	\$0.0047	877,384	2,054,395
February 2025	\$0.007	597,344	1,398,680
March 2025	\$0.0061	681,870	1,596,599
<b>TOTAL</b>		<b>5,533,162</b>	<b>12,955,898</b>

## 6.2 Director Recommendation

Each Director has a material personal interest in the outcome of Resolutions 5 to 8 on the basis that all of the Directors (or their nominee(s)) are to be issued Shares should Resolutions 5 to 8 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 5 to 8.

## 6.3 Chapter 2E of the Corporations Act

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

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

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

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Shares are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

#### 6.4 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 shares 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 falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

#### 6.5 Technical information required by Listing Rule 14.1A

If Resolutions 5 to 8 are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolutions 5 to 8 are not passed, the Company will not be able to proceed with the issue of the Shares and the accrued directors' fees will remain payable by the Company to the Directors in cash, unless an alternative means is agreed between the Company and the Directors. There is no guarantee that the Company and the Directors will agree on an alternative means or on terms favourable to the Company.

#### 6.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
<b>Name of the persons to whom Shares will be issued</b>	The proposed recipients of the Shares are set out in Section 6.1 above.
<b>Categorisation under Listing Rule 10.11</b>	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director.  Any nominee(s) of the proposed recipients who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
<b>Number of Shares and class to be issued</b>	The maximum number of Shares to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the recipients is set out in the table included at Section 6.1 above.



REQUIRED INFORMATION	DETAILS															
Terms of Shares	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.															
Date(s) on or by which the Shares will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).															
Price or other consideration the Company will receive for the Shares	The Shares will be issued in lieu of outstanding directors' fees/salary as outlined in Section 6.1 above based on the last 5 trading day VWAP for the closing each relevant month of service.															
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy accrued director's fees owed to the recipients for the periods outlined in Section 6.1 above.															
Consideration of type and quantum of Security to be issued	<p>The issue price of the Shares was determined based on the last 5 trading day VWAP for the closing each relevant month of service.</p> <p>It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares on the terms proposed.</p>															
Remuneration	<p>The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:</p> <table><tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 31 DECEMBER 2025</th><th>PREVIOUS FINANCIAL YEAR ENDED 31 DECEMBER 2024</th></tr><tr><td>Dato' Sia Hok Kiang</td><td>\$50,000<sup>1</sup></td><td>Nil</td></tr><tr><td>Harun Halim Rasip</td><td>\$50,000<sup>1</sup></td><td>Nil</td></tr><tr><td>Stan Wassylko</td><td>\$50,000<sup>1</sup></td><td>\$33,450</td></tr><tr><td>Eric Vesel</td><td>\$384,500<sup>2</sup></td><td>\$108,712</td></tr></table> <p><b>Notes:</b></p> <p>1. Comprising Directors' fees of \$50,000.</p> <p>2. Comprising Directors' fees of \$50,000 per annum and CEO remuneration package of \$300,000 per annum plus statutory superannuation rate of 11.5%.</p>	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 31 DECEMBER 2025	PREVIOUS FINANCIAL YEAR ENDED 31 DECEMBER 2024	Dato' Sia Hok Kiang	\$50,000 <sup>1</sup>	Nil	Harun Halim Rasip	\$50,000 <sup>1</sup>	Nil	Stan Wassylko	\$50,000 <sup>1</sup>	\$33,450	Eric Vesel	\$384,500 <sup>2</sup>	\$108,712
RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 31 DECEMBER 2025	PREVIOUS FINANCIAL YEAR ENDED 31 DECEMBER 2024														
Dato' Sia Hok Kiang	\$50,000 <sup>1</sup>	Nil														
Harun Halim Rasip	\$50,000 <sup>1</sup>	Nil														
Stan Wassylko	\$50,000 <sup>1</sup>	\$33,450														
Eric Vesel	\$384,500 <sup>2</sup>	\$108,712														
Valuation	<p>The value of the Shares proposed to be issued is set out in the table below, based on the valuations set out in in Section 6.1.</p> <table><tr><th>RECIPIENT</th><th>SHARES</th><th>VALUE</th></tr><tr><td>Dato' Sia Hok Kiang</td><td>5,533,162</td><td>\$37,500</td></tr><tr><td>Harun Halim Rasip</td><td>5,533,162</td><td>\$37,500</td></tr><tr><td>Stan Wassylko</td><td>5,533,162</td><td>\$37,500</td></tr><tr><td>Eric Vesel</td><td>18,489,060</td><td>\$125,306</td></tr></table>	RECIPIENT	SHARES	VALUE	Dato' Sia Hok Kiang	5,533,162	\$37,500	Harun Halim Rasip	5,533,162	\$37,500	Stan Wassylko	5,533,162	\$37,500	Eric Vesel	18,489,060	\$125,306
RECIPIENT	SHARES	VALUE														
Dato' Sia Hok Kiang	5,533,162	\$37,500														
Harun Halim Rasip	5,533,162	\$37,500														
Stan Wassylko	5,533,162	\$37,500														
Eric Vesel	18,489,060	\$125,306														
Summary of material terms of agreement to issue	The Shares will not be issued under an agreement.															



REQUIRED INFORMATION	DETAILS																									
Interest in Shares	The relevant interests of the proposed recipients in Shares as at the date of this Notice and following completion of the issue are set out below:																									
	As at the date of this Notice																									
	<table><tr><th>RECIPIENT</th><th>SHARES<sup>1</sup></th><th>OPTIONS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Dato<sup>1</sup> Sia Hok Kiang</td><td>12,773,221<sup>2</sup></td><td>17,142,857<sup>2,3</sup></td><td>1.04%</td><td>1.69%</td></tr><tr><td>Harun Halim Rasip</td><td>234,076,535<sup>4</sup></td><td>27,500,000<sup>5</sup></td><td>19.02%</td><td>14.78%</td></tr><tr><td>Stan Wassylko</td><td>17,433,600<sup>6</sup></td><td>34,642,857<sup>7</sup></td><td>1.42%</td><td>2.94%</td></tr><tr><td>Eric Vesel</td><td>10,993,268</td><td>52,142,857<sup>8</sup></td><td>0.89%</td><td>3.57%</td></tr></table>	RECIPIENT	SHARES <sup>1</sup>	OPTIONS	UNDILUTED	FULLY DILUTED	Dato <sup>1</sup> Sia Hok Kiang	12,773,221 <sup>2</sup>	17,142,857 <sup>2,3</sup>	1.04%	1.69%	Harun Halim Rasip	234,076,535 <sup>4</sup>	27,500,000 <sup>5</sup>	19.02%	14.78%	Stan Wassylko	17,433,600 <sup>6</sup>	34,642,857 <sup>7</sup>	1.42%	2.94%	Eric Vesel	10,993,268	52,142,857 <sup>8</sup>	0.89%	3.57%
	RECIPIENT	SHARES <sup>1</sup>	OPTIONS	UNDILUTED	FULLY DILUTED																					
	Dato <sup>1</sup> Sia Hok Kiang	12,773,221 <sup>2</sup>	17,142,857 <sup>2,3</sup>	1.04%	1.69%																					
	Harun Halim Rasip	234,076,535 <sup>4</sup>	27,500,000 <sup>5</sup>	19.02%	14.78%																					
	Stan Wassylko	17,433,600 <sup>6</sup>	34,642,857 <sup>7</sup>	1.42%	2.94%																					
	Eric Vesel	10,993,268	52,142,857 <sup>8</sup>	0.89%	3.57%																					
	Notes:																									
	1 Fully paid ordinary shares in the capital of the Company (ASX: ENV).																									
2 Held indirectly via H K Tin SDN BHD.																										
3 Comprising of: (a) 10,000,000 Options exercisable at \$0.011 on or before 14 June 2028; (b) 2,142,857 Options exercisable at \$0.025 on or before 14 October 2026; and (c) 5,000,000 zero exercise price Options exercisable on or before 16 April 2029 (directly held).																										
4 Comprising of 216,118,964 Shares held indirectly via Emmco Mining SDN BHD (which Mr Rasip is a director of) and 17,957,571 Shares held indirectly via Atlas Offshore Services Pty Ltd (which Mr Rasip is a director of).																										
5 Held directly, comprising of: (a) 10,000,000 Options exercisable at the 5-day VWAP prior to the date of exercise, on or before 31 May 2027; (b) 10,000,000 Options exercisable at \$0.011 on or before 14 June 2028; and (c) 7,500,000 zero exercise price Options exercisable on or before five (5) years from the date of issue.																										
6 Comprising of 5,461,886 Shares directly and 11,971,714 held indirectly by Atlas Offshore Services Pty Ltd (an entity in which Mr Wassylko is a director of).																										
7 Comprising of (held directly): (a) 10,000,000 Options exercisable at the 5-day VWAP prior to the date of exercise, on or before 31 May 2027; (b) 15,000,000 Options exercisable at \$0.011 on or before 14 June 2028; (c) 2,142,857 Options exercisable at \$0.025 on or before 14 October 2026; and (d) 7,500,000 zero exercise price Options exercisable on or before 16 April 2029.																										
8 Held directly and comprising of: (a) 20,000,000 Options exercisable at the 5-day VWAP on or before 31 May 2027; (b) 20,000,000 Options exercisable at \$0.011 on or before 14 June 2028; and (c) 2,142,857 Options exercisable at \$0.025 on or before 14 October 2026; and (d) 10,000,000 zero exercise price Options on or before 16 April 2029.																										

REQUIRED INFORMATION	DETAILS														
	Post issue														
	RECIPIENT	SHARES	OPTIONS												
	Dato' Sia Hok Kiang	18,306,383	17,142,857												
	Harun Halim Rasip	239,609,697	27,500,000												
	Stanislaw Wassylo	22,966,762	34,642,857												
	Eric Vesel	29,482,328	62,142,857												
Dilution	The issue will increase the number of Shares on issue from 1,413,500,778 (being the total number of Shares on issue as at the date of this Notice) to 1,448,589,324 (assuming that no Shares are issued and no other convertible shares vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.48%, comprising 0.39%% by Dato' Sia Hok Kiang, 0.39% by Mr Harun Halim Rasip, 0.39% by Mr Wassylo and 1.31% by Mr Vesel.														
Trading history	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below: <table><tr><td></td><td>PRICE</td><td>DATE</td></tr><tr><td>Highest</td><td>\$0.025</td><td>8 May 2024</td></tr><tr><td>Lowest</td><td>\$0.003</td><td>21 January 2025</td></tr><tr><td>Last</td><td>\$0.008</td><td>16 April 2025</td></tr></table>				PRICE	DATE	Highest	\$0.025	8 May 2024	Lowest	\$0.003	21 January 2025	Last	\$0.008	16 April 2025
	PRICE	DATE													
Highest	\$0.025	8 May 2024													
Lowest	\$0.003	21 January 2025													
Last	\$0.008	16 April 2025													
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 5 to 8.														
Voting exclusion statements	Voting exclusion statements apply to Resolutions 5 to 8.														
Voting prohibition statements	Voting prohibition statements apply to Resolutions 5 to 8.														

## 7. RESOLUTION 9 – APPROVAL TO INCREASE MAXIMUM SECURITIES UNDER THE COMPANY'S EMPLOYEE SECURITIES INCENTIVE PLAN

### 7.1 General

Resolution 9 seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) to increase the maximum number of Securities that may be issued under the employee incentive scheme titled "Employee Securities Incentive Plan" (**Plan**) from the present maximum of 32,046,467 Securities to a maximum of 80,000,000 Securities.

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

### 7.2 Listing Rule 7.1 and Listing Rule 7.2 Exception 13(b)

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception

13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

### 7.3 Technical Information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 7.4 below) 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.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 9 is not passed, the Company will not be able to issue an increased number of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

### 7.4 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
<b>Terms of the Plan</b>	A summary of the material terms and conditions of the Plan is set out in Schedule 2.
<b>Number of Securities previously issued under the Plan</b>	The Company has issued 30,000,000 Securities under the Plan since the Plan was approved by Shareholders on 9 April 2024.
<b>Maximum number of Securities proposed to be issued under the Plan</b>	<p>The maximum number of Securities proposed to be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 80,000,000 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.</p> <p>The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.</p>
<b>Voting exclusion statement</b>	A voting exclusion statement applies to Resolution 9.
<b>Voting prohibition statement</b>	A voting prohibition statement applies to Resolution 9.

## 8. RESOLUTION 10 – APPROVAL OF 7.1A MANDATE

### 8.1 General

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

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.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). As of the date of this Notice, the Company's market capitalisation is less than \$300,000,000. The Company is therefore an Eligible Entity.

### 8.2 Technical information required by Listing Rule 14.1A

For Resolution 10 to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If Resolution 10 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 10 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

### 8.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
<b>Period for which the 7.1A Mandate is valid</b>	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"> <li>(a) the date that is 12 months after the date of this Meeting;</li> <li>(b) the time and date of the Company's next annual general meeting; and</li> <li>(c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).</li> </ul>
<b>Minimum price</b>	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> <li>(a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or</li> <li>(b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.</li> </ul>
<b>Use of funds</b>	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration), the development of the Company's current business and general working capital.</p>
<b>Risk of economic and voting dilution</b>	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If Resolution 10 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 7 April 2025.</p> <p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.</p>

REQUIRED INFORMATION	DETAILS					
			DILUTION			
	NUMBER OF SHARES ON ISSUE (VARIABLE A IN LISTING RULE 7.1A.2)		SHARES ISSUED – 10% VOTING DILUTION	ISSUE PRICE		
				\$0.003 50% DECREASE	\$0.006 ISSUE PRICE	\$0.009 50% increase
				FUNDS RAISED		
	Current	1,413,500,778 Shares	141,350,077 Shares	\$424,050	\$848,100	\$1,272,150
	50% increase	2,120,251,167 Shares	212,025,116 Shares	\$636,075	\$1,272,150	\$1,908,226
	100% increase	2,827,001,556 Shares	282,700,155 Shares	\$848,100	\$1,696,200	\$2,544,301
<p>*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.</p> <p><b>The table above uses the following assumptions:</b></p> <ol style="list-style-type: none"><li>There are 1,413,500,778 existing Shares as at the date of this Notice.</li><li>The issue price set out above is the closing market price of the Shares on the ASX on 7 April 2025 (being \$0.006) (<b>Issue Price</b>). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.</li><li>The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.</li><li>The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.</li><li>The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.</li><li>The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.</li><li>This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</li><li>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%.</li><li>The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.</li></ol> <p>Shareholders should note that there is a risk that:</p> <ol style="list-style-type: none"><li>the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</li><li>the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.</li></ol>						
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.					

REQUIRED INFORMATION	DETAILS										
	<p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <ul style="list-style-type: none"> <li>(a) the purpose of the issue;</li> <li>(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;</li> <li>(c) the effect of the issue of the Equity Securities on the control of the Company;</li> <li>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</li> <li>(e) prevailing market conditions; and</li> <li>(f) advice from corporate, financial and broking advisers (if applicable).</li> </ul>										
<p><b>Previous approval under Listing Rule 7.1A.2</b></p>	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 20 May 2024 (<b>Previous Approval</b>).</p> <p>During the 12-month period preceding the date of the Meeting, being on and from 30 May 2024, the Company, the Company issued 98,492,935 Shares pursuant to the Previous Approval (<b>Previous issue</b>), which represent approximately 6.78% of the total diluted number of Equity Securities on issue in the Company on 30 May 2024, which was 1,452,976,960.</p> <p>Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.</p> <p>The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:</p> <table border="1" data-bbox="564 1234 1390 2101"> <tr> <td data-bbox="564 1234 807 1323"><b>Date of Issue and Appendix 2A</b></td><td data-bbox="807 1234 1390 1323"> <p><b>Date of Issue:</b> 30 January 2025</p> <p><b>Date of Appendix 2A:</b> 31 January 2025</p> </td></tr> <tr> <td data-bbox="564 1323 807 1424"><b>Number and Class of Equity Securities Issued</b></td><td data-bbox="807 1323 1390 1424">98,492,935 Shares<sup>2</sup></td></tr> <tr> <td data-bbox="564 1424 807 1514"><b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b></td><td data-bbox="807 1424 1390 1514">\$0.0035 per Share (at a 30% discount to the Market Price).</td></tr> <tr> <td data-bbox="564 1514 807 1816"><b>Recipients</b></td><td data-bbox="807 1514 1390 1816"> <p>Professional and sophisticated investors as part of a placement announced on 28 January 2025. The placement participants were identified through a bookbuild process, which involved GBA Capital Pty Ltd (ACN 643 039 123) (<b>GBA</b>) seeking expressions of interest to participate in the placement from non-related parties of the Company.</p> <p>None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.</p> </td></tr> <tr> <td data-bbox="564 1816 807 2101"><b>Total Cash Consideration and Use of Funds</b></td><td data-bbox="807 1816 1390 2101"> <p><b>Amount raised:</b> \$860,000</p> <p><b>Amount spent:</b> \$457,000</p> <p><b>Use of funds:</b> Development of the CODA project, Lithium Valley tenements, Charley Creek project, cost of capital raising and ongoing working capital.</p> <p><b>Amount remaining:</b> \$403,000</p> <p><b>Proposed use of remaining funds:</b><sup>3</sup> Development of the CODA Project including metallurgical test work</p> </td></tr> </table>	<b>Date of Issue and Appendix 2A</b>	<p><b>Date of Issue:</b> 30 January 2025</p> <p><b>Date of Appendix 2A:</b> 31 January 2025</p>	<b>Number and Class of Equity Securities Issued</b>	98,492,935 Shares <sup>2</sup>	<b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b>	\$0.0035 per Share (at a 30% discount to the Market Price).	<b>Recipients</b>	<p>Professional and sophisticated investors as part of a placement announced on 28 January 2025. The placement participants were identified through a bookbuild process, which involved GBA Capital Pty Ltd (ACN 643 039 123) (<b>GBA</b>) seeking expressions of interest to participate in the placement from non-related parties of the Company.</p> <p>None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.</p>	<b>Total Cash Consideration and Use of Funds</b>	<p><b>Amount raised:</b> \$860,000</p> <p><b>Amount spent:</b> \$457,000</p> <p><b>Use of funds:</b> Development of the CODA project, Lithium Valley tenements, Charley Creek project, cost of capital raising and ongoing working capital.</p> <p><b>Amount remaining:</b> \$403,000</p> <p><b>Proposed use of remaining funds:</b><sup>3</sup> Development of the CODA Project including metallurgical test work</p>
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<b>Total Cash Consideration and Use of Funds</b>	<p><b>Amount raised:</b> \$860,000</p> <p><b>Amount spent:</b> \$457,000</p> <p><b>Use of funds:</b> Development of the CODA project, Lithium Valley tenements, Charley Creek project, cost of capital raising and ongoing working capital.</p> <p><b>Amount remaining:</b> \$403,000</p> <p><b>Proposed use of remaining funds:</b><sup>3</sup> Development of the CODA Project including metallurgical test work</p>										

REQUIRED INFORMATION	DETAILS
	<div>and engineering, exploration activities at the Charley Creek Project and ongoing working capital.</div> <p><b>Notes:</b></p> <ol style="list-style-type: none"> <li>1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.</li> <li>2. Fully paid ordinary shares in the capital of the Company, ASX Code: ENV (terms are set out in the Constitution).</li> <li>3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.</li> </ol>
<b>Voting exclusion statement</b>	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

## 9. RESOLUTION 11 – REPLACEMENT OF CONSTITUTION

### 9.1 General

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

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

A summary of the proposed material changes is set out in Section 9.2 below.

A copy of the Proposed Constitution is available for review by Shareholders at the office of the Company or upon request to the Company Secretary (+61 3 9867 7199). Shareholders are invited to contact the Company if they have any queries or concerns.

### 9.2 Summary of material proposed changes

<b>Employee incentive securities plan</b> (Clause 2.4)	Under the new Division 1A of Part 7.12 of the Corporations Act, which came into effect on 1 October 2022, offers under an employee incentive plan that do not require a monetary payment (e.g., zero exercise price options or performance rights) can be issued without an issue cap. However, offers requiring a monetary payment (whether upon grant or upon exercise/vesting of the awards and issue of the underlying shares) must be accompanied by an 'ESS offer document' and must comply with an issue cap. The cap is set at 5% under the Corporations Act unless raised by a company's constitution. A company may include a higher issue cap in its constitution to allow for more than 5% of securities to be issued under the plan.  The Proposed Constitution has set the issue cap at 15%.
<b>Electronic Dispatch of Notice of Meetings</b> (Clause 14.2)	In February 2022, the Corporations Act was amended to permit dispatch of meeting materials electronically. In the Company's current Constitution, Shareholders must provide an election to receive notice of meeting materials electronically. The Proposed Constitution has been amended to reflect the changes to the Corporations Act.
<b>Closing date for Director nominations</b> (Clause 15.3)	In December 2019, ASX amended Listing Rule 3.13.1 to provide that companies must release an announcement setting out the date of its meeting and the closing date for nominations at least 5 business days before the closing date for the receipt of such nominations. The closing date period under clause 15.3 of the Proposed Constitution



	has been amended to at least 30 business days (previously it was 45 business days) to allow the Company time to issue the required notification for director nominations prior to circulating the notice of meeting.
<b>Board Quorum and Chair's casting vote</b>  (Clauses 17.3 and 17.6)	<p>Clause 17.3 provides that any two directors can form a quorum for a Board meeting.</p> <p>Clause 17.6 provides that where there is an equality of votes at a Board meeting, the Chair shall have a casting vote other than where only 2 directors are voting on that matter. The drafting of the equivalent provision in the Company's existing constitution was potentially ambiguous and may have resulted in the Chair having a casting vote in the event of a deadlock at a Board meeting with only 2 directors present and forming a quorum.</p>

### 9.3 Insertion of partial (proportional) takeover provisions

<b>Overview</b>	<p>A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.</p> <p>Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.</p> <p>In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.</p> <p>A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders).</p> <p>The Company's current Constitution also included a provision regarding proportional takeover bids however, subject to this Resolution being passed the Company's current Constitution will be repealed and replaced by the Proposed Constitution in the form of clause 37.</p>
<b>Effect of proposed proportional takeover provisions</b>	Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.
<b>Reasons for proportional takeover provisions</b>	A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.
<b>Knowledge of any acquisition proposals</b>	As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.
<b>Potential advantages and disadvantages of</b>	The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they



<p><b>proportional takeover provisions</b></p>	<p>remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.</p> <p>The potential advantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> <li>(a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;</li> <li>(b) assisting in preventing Shareholders from being locked in as a minority;</li> <li>(c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and</li> <li>(d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.</li> </ul> <p>The potential disadvantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> <li>(a) proportional takeover bids may be discouraged;</li> <li>(b) lost opportunity to sell a portion of their Shares at a premium; and</li> <li>(c) the likelihood of a proportional takeover bid succeeding may be reduced.</li> </ul>
<p><b>Recommendation of the Board</b></p>	<p>The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.</p>

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## GLOSSARY

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**\$ or A\$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 8.1.

**7.1A Placement Shares** has the meaning given in Section 4.1.

**AEST** means Australian Eastern Standard Time as observed in Victoria, Western Australia.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

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

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

**CODA Option** has the meaning given in Section 5.1.

**Company** means Enova Mining Limited (ACN 087 595 980).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Eligible Entity** means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

**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 Statement** means the explanatory statement accompanying the Notice.

**GBA** has the meaning given in Section 8.3.

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

**Listing Rules** means the Listing Rules of ASX.

**Material Person** means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

**Meeting** means the meeting convened by the Notice.

**Notice** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Option Agreement** has the meaning given in Section 5.1.

**Permits** has the meaning given in Section 5.1.

**Placement** has the meaning given in Section 4.1.

**Placement Participants** has the meaning given in Section 4.1.

**Placement Shares** has the meaning given in Section 4.1.

**Plan** has the meaning given in Section 7.1.

**Previous Approval** has the meaning given in Section 8.3.

**Previous Issue** has the meaning given in Section 8.3.

**Proposed Constitution** has the meaning given in Section 9.1.

**Proxy Form** means the proxy form accompanying the Notice.

**RBM** has the meaning given in Section 5.1.

**RBM Shares** has the meaning given in Section 5.1.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2024.

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

**Second Milestone** has the meaning given in Section 5.1.

**Section** means a section of the Explanatory Statement.

**Security** means a Share or Option (as applicable).

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

**Shareholder** means a registered holder of a Share.

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

**VWAP** means volume weighted average price.

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## SCHEDULE 1 – OPTION AGREEMENT SUMMARY

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The material terms and conditions of the Option Agreement are as follows:

- (a) the Company must pay RBM \$50,000 within five days of the Company signing the Option Agreement, which has already been paid by the Company;
- (b) the Company had an exclusive period to conduct due diligence on the Permits up until 20 March 2024 (**Due Diligence Period**). On 20 March 2024, the Company announced that it was proceeding with exercising the CODA Option and completing the acquisition of the Permits;
- (c) on exercise of the CODA Option, the Company will:
  - (i) make a further cash payment of \$150,000 to RBM; and
  - (ii) issue RBM (or his nominees) 27,000,000 Shares within five days after obtaining Shareholder approval;
- (d) RBM will be entitled to the following deferred consideration:
  - (i) on commencement of mineral production over the Permits, RBM will receive a 2% net smelter return royalty over minerals produced that are the subject of the Permits (**NSR**), which will be detailed in a formal royalty agreement on terms consistent with the Option Agreement. The Company has the right to buy-back 50% of the NSR for \$200,000;
  - (ii) if the Company reports a JORC Compliance Inferred Resources (or greater) of 100 million tonnes @ 2,000 ppm TREO within 5 years from the date of the Option Agreement, the Company will make a payment of \$300,000 to RBM (50% in cash and 50% in Shares, subject to shareholder approval at the relevant time); and
  - (iii) if the Company reports 20m intercepts @ over 2,000 ppm TREO within 3 years from the date of the Option Agreement, the Company will make a payment of \$200,000 to RBM (50% in cash and 50% in Shares, subject to shareholder approval at the relevant time (the subject of Resolution 4));
- (e) RBM will facilitate the completion of a partial or final exploration report covering the Permits to the Brazilian National Mining Agency (**Exploration Report**); and
- (f) if the Company does not start commercial production after two years from the date of the Exploration Report, the Company will pay RBM, per each Permit:
  - (i) \$20,000 every twelve months for the first two years of default; and
  - (ii) \$30,000 every twelve months from the third year of default until the beginning of commercial production on at least one of the Permits.

## SCHEDULE 2 – TERMS AND CONDITIONS OF EMPLOYEE SECURITIES INCENTIVE PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below.

<b>Eligible Participant</b>	<b>Eligible Participant</b> means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
<b>Purpose</b>	<p>The purpose of the Plan is to:</p> <p>assist in the reward, retention and motivation of Eligible Participants;</p> <p>(a) link the reward of Eligible Participants to Shareholder value creation; and</p> <p>(b) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Plan Shares, Options, Performance Rights and other convertible securities (<b>Securities</b>).</p>
<b>Maximum number of Convertible Securities</b>	<p>The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b)).</p> <p>The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exemption 13(a)), following Shareholder approval, is 80,000,000 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.</p>
<b>Plan administration</b>	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
<b>Eligibility, invitation and application</b>	<p>The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
<b>Grant of Securities</b>	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
<b>Rights attaching to Convertible Securities</b>	A <b>Convertible Security</b> represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).

	<p>Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> <li>(a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan;</li> <li>(b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;</li> <li>(c) is not entitled to receive any dividends declared by the Company; and</li> <li>(d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).</li> </ul>
<b>Restrictions on dealing with Convertible Securities</b>	<p>Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>
<b>Vesting of Convertible Securities</b>	<p>Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.</p>
<b>Forfeiture of Convertible Securities</b>	<p>Convertible Securities will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> <li>(a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the <b>Group</b>);</li> <li>(b) in the case of unvested Convertible only, where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group;</li> <li>(c) where there is a failure to satisfy the vesting conditions in accordance with the Plan;</li> <li>(d) on the date the Participant becomes insolvent; or</li> <li>(e) on the Expiry Date.</li> </ul>
<b>Listing of Convertible Securities</b>	<p>Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.</p>
<b>Exercise of Convertible Securities and cashless exercise</b>	<p>To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation to apply for Convertible Securities may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference</p>

	<p>between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.</p> <p><b>Market Value</b> means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
<b>Timing of issue of Shares and quotation of Shares on exercise</b>	<p>Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.</p>
<b>Restriction periods and restrictions on transfer of Shares on exercise</b>	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <ul style="list-style-type: none"> <li>(a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act;</li> <li>(b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and</li> <li>(c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's securities trading policy.</li> </ul>
<b>Rights attaching to Shares on exercise</b>	<p>All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.</p>
<b>Change of control</b>	<p>If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), unvested Convertible Securities will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Convertible Securities on a change of control event is limited to vesting or varying any vesting conditions in respect to the Convertible Securities and does not include a discretion to lapse or forfeit unvested Convertible Securities for less than fair value.</p>
<b>Participation in entitlements and bonus issues</b>	<p>Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.</p>
<b>Adjustment for bonus issue</b>	<p>If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.</p>
<b>Reorganisation</b>	<p>If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.</p>

<b>Employee Share Trust</b>	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
<b>Amendment of Plan</b>	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
<b>Plan duration</b>	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
<b>Income Assessment Act</b> <b>Tax</b>	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.





#### 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](http://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 11:00am (AEST) on Wednesday, 28 May 2025.**

### 💻 TO APPOINT A PROXY ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/envagm2025>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**



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 **before 11:00am (AEST) on Wednesday, 28 May 2025.** 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/envagm2025>

📠 **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.

☐

**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 **Enova Mining Limited** (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 the **offices of BoardRoom Pty Limited, Level 7, 333 Collins Street, Melbourne VIC 3000 on Friday 30<sup>th</sup> May 2025 at 11:00am (AEST)** 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.

**The Chair of the Meeting is 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 **Resolutions 1, 5, 6, 7, 8 and 9**, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though **Resolutions 1, 5, 6, 7, 8 and 9** are 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.

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*			FOR	AGAINST	ABSTAIN*
Res 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 7	Approval to issue shares in lieu of Director Fees – Mr Stan Wassylko	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2	Re-Election of Mr Stanislaw (Stan) Wassylko	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8	Approval to issue shares in lieu of Director Fees – Mr Eric Vesel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Ratification of 7.1A Placement Shares – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9	Approval to increase maximum securities under the Company's Employee Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Approval to issue shares to Mr Rodrigo De Brito Mello	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10	Approval of 7.1A Mandate ( <b>Special Resolution</b> )	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Approval to issue shares in lieu of Director Fees – Mr Dato' Sia Hok Kiang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11	Replacement of Constitution ( <b>Special Resolution</b> )	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6	Approval to issue shares in lieu of Director Fees – Mr Harun Halim Rasip	<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

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary