



G11 Resources Limited
ACN 141 804 104

Notice of Extraordinary General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Tuesday, 10 September 2024

Time of Meeting:
11:00am (AEST)

Location:
Virtual meeting

This Notice of Extraordinary General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

G11 RESOURCES LIMITED

ACN 141 804 104

Registered office: Level 21, 459 Collins Street, Melbourne Victoria 3000

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of shareholders of G11 Resources Limited (the “Company”) will be held as a virtual meeting on Tuesday, 10 September 2024 at 11:00am (AEST) (“Extraordinary General Meeting” or “Meeting”).

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders attending the Meeting virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the Meeting.

The virtual meeting can be attended using the following details:

When: Tuesday, 10 September 2024 at 11:00am (AEST)

Topic: G11 Resources Limited: Extraordinary General Meeting

Register in advance for the virtual meeting:

https://us06web.zoom.us/webinar/register/WN_hWBznuY8RE6rmXuzDJmeYg

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online. The Company will conduct a poll on each resolution presented at the meeting. The Company will accept questions during the meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the meeting by email to justin@jmcop.com.au. The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any shareholders who wish to attend the Meeting should monitor the Company’s website and its ASX announcements for any updates about the Meeting. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at asx.com.au (ASX:G11) and on its website at www.g11resources.com.au.

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Resolution 1: Ratification and approval of prior issue of Shares

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

“That the prior issue of 182,500,000 Shares at \$0.02 (2 cents) per Share to unrelated professional and sophisticated investors on the terms and conditions in the accompanying Explanatory Statement be approved and ratified for the purposes of ASX Listing Rule 7.4 and for all other purposes.”

Resolution 2: Approval of Issue of Placement Shares to Mr Martin Donohue, Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, the Shareholders of the Company approve the issue of 34,000,000 Placement Shares to Mr Martin Donohue, Director of the Company (and/or his nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice.”

Resolution 3: Approval of Issue of Placement Shares to Mr Richard Buerger, Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, the Shareholders of the Company approve the issue of 500,000 Placement Shares to Mr Richard Buerger, Director of the Company (and/or his nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice.”

Resolution 4: Approval of Issue of Placement Shares to Mr Simon Peters, Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, the Shareholders of the Company approve the issue of 500,000 Placement Shares to Mr Simon Peters, Director of the Company (and/or his nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice.”

Resolution 5: Approval for Issue of Lead Manager Options

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 15,000,000 Lead Manager Options to the Joint Lead Managers (and/or their nominee(s)) as described in the Explanatory Statement which accompanied and formed part of this Notice.”

Resolution 6: Approval for Issue of Corporate Advisor Options

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 7,500,000 Corporate Advisor Options to Euroz Hartleys Limited (and/or its nominee(s)) as described in the Explanatory Statement which accompanied and formed part of this Notice.”

Resolution 7: Approval for Issue of Performance Rights – Mr Richard Buerger

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 12,000,000 Performance Rights to Mr Richard Buerger (and/or his nominee(s)) as described in the Explanatory Statement which accompanied and formed part of this Notice.”

Resolution 8: Amendment to Constitution

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

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution of the Company be modified by replacing all references to “Odin Metals Limited” with references to “G11 Resources Limited” and as more particularly described in the Explanatory Statement accompanying this Notice, with immediate effect upon the Shareholders of the Company passing this Resolution.”

By order of the Board


Justin Mouchacca
Company Secretary

Dated: 9 August 2024

Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Extraordinary General Meeting, Shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEST) on the date 48 hours before the date of the Extraordinary General Meeting. Only those persons will be entitled to vote at the Extraordinary General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Extraordinary General Meeting.

3. Proxies

All voting will be conducted by poll.

The Directors instruct all Shareholders who would like to appoint a proxy to lodge a proxy form prior to Sunday, 8 September 2024 at 11:00am (AEST) (**Proxy Cut-Off Time**). Please refer to the accompanying proxy form for further details on how to appoint a proxy.

Shareholders are strongly encouraged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.

4. Asking questions

A discussion will be held on all items of business to be considered at the Meeting. Shareholders will have a reasonable opportunity to ask questions during the Meeting.

To ensure that as many Shareholders as possible have the opportunity to speak, we ask that all shareholders observe the following when asking questions:

- (a) all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting and general questions about the performance, business or management of the Company;
- (b) if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- (c) Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

If you wish to register questions in advance of the Meeting, you are invited to do so by sending your questions at least two business days prior to the Meeting by email to justin@jmcpr.com.au. We will attempt to address the more frequently asked questions at the Meeting.

5. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

6. How the Chair will vote undirected proxies

Subject to the restrictions set out below, the Chair of the Meeting intends to vote all undirected proxies on, and in favour of, all of the proposed Resolutions.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

7. Voting Exclusion Statements

The Listing Rules require that certain persons must not vote, and that the Company must disregard any votes cast by or on behalf of certain persons, on the resolutions to be considered at the Meeting. These voting exclusions are described below.

Resolutions 1 to 7

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 1 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or any of their respective associates.
- (b) Resolution 2 by or on behalf of Mr Martin Donohue (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.
- (c) Resolution 3 by or on behalf of Mr Richard Buerger (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.
- (d) Resolution 4 by or on behalf of Mr Simon Peters (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.

- (e) Resolution 5 by or on behalf of 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 entity), or any of their respective associates.
- (f) Resolution 6 by or on behalf of 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 entity), or any of their respective associates.
- (g) Resolution 7 by or on behalf of Mr Richard Buerger (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (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.

Resolution 8

There are no voting exclusions in relation to Resolution 8.

8. Proxy Voting prohibition – Resolution 7

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 Resolution 7 if:

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

However, the above prohibition does not apply if:

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

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (b) it is not cast 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.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

9. Enquiries

Shareholders are invited to contact the Company Secretary, Justin Mouchacca on (03) 8360 3321 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Resolution 1: Ratification and approval of prior issue of Shares

On 17 July 2024, the Company announced that it had received commitments from professional and sophisticated investors identified by Euroz Hartleys Limited and Canaccord Genuity (Australia) Limited (together the **Joint Lead Managers**) or the Company for a placement of 217,500,000 fully paid ordinary shares (**Placement Shares**) at an issue price of \$0.02 (2 cents) per Placement Share to raise A\$4.35 million before costs (**Placement**).

The Company issued 182,500,000 Placement Shares to unrelated professional and sophisticated investors on 23 July 2024, with 107,850,000 Placement Shares issued in accordance with ASX Listing Rule 7.1 and 74,650,000 Placement Shares issued in accordance with ASX Listing Rule 7.1A.

Resolution 1 seeks shareholder approval to ratify the prior issue of 182,500,000 Placement Shares to unrelated professional and sophisticated investors identified by the joint Lead Managers or the Company.

Directors of the Company committed to subscribe for an aggregate amount of \$700,000 (35,000,000 Placement Shares), subject to shareholder approval. Shareholder approval for the issue of these Placement Shares is being sought under Resolutions 2 to 4 of this Notice.

The Joint Lead Managers were engaged as joint lead managers of the Placement and the Company has agreed to pay the Joint Lead Managers a capital raising fee of 6% of the amount raised under the Placement as well as issue the Joint Lead Managers (and/or their nominee(s)), subject to shareholder approval, an aggregate of 15 million unlisted Options with an exercise price of \$0.06 per share and an expiry date of 3 years from the date of issue (**Lead Manager Options**). Each Lead Manager Option has an issue price of \$0.00001. Shareholder approval for the issue of the Lead Manager Options is being sought under Resolution 5 of this Notice.

ASX Listing Rules – Resolution 1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions including ASX Listing Rule 7.1, issue or agree to issue during any twelve (12) month period any Equity Securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of Placement Shares did not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) set out in Listing Rule 7.2 and, as the issue of the 182,500,000 Placement Shares has not been previously approved by the Company's Shareholders, the issue of the 182,500,000 Placement Shares uses up part of the expanded 25% limit under Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the issue date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to ASX Listing Rule 7.1 (provided the previous issue or agreement to issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of ASX Listing Rule 7.1. A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1A is not reduced).

The Company seeks approval under ASX Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under ASX Listing Rules 7.1 and 7.1A.

If Shareholders approve Resolution 1, the 182,500,000 Placement Shares the subject of Resolution 1 will no longer use the placement capacity available to the Company under Listing Rules 7.1 and, if the relevant Shareholder approval is held at the time, Listing Rule 7.1A.

If Shareholders do not approve Resolution 1, the 182,500,000 Placement Shares the subject of Resolution 1 will continue to use the placement capacity available to the Company under Listing Rule 7.1 and, if the relevant Shareholder approval is held at the time, Listing Rule 7.1A.

The following information is provided for Resolution 1 in accordance with ASX Listing Rule 7.5:

- The Company issued the Placement Shares to unrelated professional and sophisticated investors identified by the Joint Lead Managers or the Company.
- There were no related parties, key management personnel, substantial holders, advisor or an associate of these persons who was issued more than 1% of the issued capital of the Company through this issue.
- The number of securities issued by the Company was 182,500,000 fully paid ordinary shares.
- The Placement Shares were issued on 23 July 2024.
- The Placement Shares were issued at an issue price of \$0.02 per Placement Share, being a total of \$3,650,000 before costs.
- Funds raised from the issue of Placement Shares the subject of this Resolution 1 will and have been applied towards follow-up drilling at the Company's Wilandra Central project, commence drill-testing of high priority Cu and Au targets at the Company's Cymbric Vale Cu and Black Hills prospects, costs of the offer and general working capital requirements.
- A voting exclusion statement as set out in the Notice applies to Resolution 1.

Director recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 1.

Resolutions 2 to 4: Approval of Issue of Placement Shares to Directors of the Company

On 17 July 2024, the Company announced a Placement the full details of which are outlined in Resolution 1 of this Explanatory Statement.

Resolutions 2 to 4 seek the required Shareholder approval for the proposed issue and allotment of the below Placement Shares to Directors of the Company (and/or their nominee(s)) pursuant to their participation in the Placement on the same terms as unrelated investors:

- Resolution 2 – 34,000,000 Placement Shares to Mr Martin Donohue, a Director of the Company (and/or his nominee(s)), raising \$680,000;
- Resolution 3 – 500,000 Placement Shares to Mr Richard Buerger, a Director of the Company (and/or his nominee(s)), raising \$10,000; and
- Resolution 4 – 500,000 Placement Shares to Mr Simon Peters, a Director of the Company (and/or his nominee(s)), raising \$10,000.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- a related party;
- a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- 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;
- an associate of a person referred to in (a) to (c) above; and
- a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Martin Donohue, Richard Buerger and Simon Peters are directors of the Company, Martin Donohue, Richard Buerger and Simon Peters are each a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issues do not fall within any of the exceptions in Listing Rule 10.12, and therefore the issue of the Placement Shares requires the approval of Shareholders under Listing Rule 10.11.

To this end, Resolutions 2 to 4 seek the required Shareholder approval to issue Placement Shares to Martin Donohue, Richard Buerger and Simon Peters (and/or their nominee(s)) under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If one or each of Resolutions 2 to 4 are passed, the Company will be able to proceed with the proposed issue of the Placement Shares the subject of the Resolution(s) approved by Shareholders, being:

- Resolution 2 – 34,000,000 Placement Shares to Mr Martin Donohue, a Director of the Company (and/or his nominee(s)), raising \$680,000;
- Resolution 3 – 500,000 Placement Shares to Mr Richard Buerger, a Director of the Company (and/or his nominee(s)), raising \$10,000; and
- Resolution 4 – 500,000 Placement Shares to Mr Simon Peters, a Director of the Company (and/or his nominee(s)), raising \$10,000.

Additionally, as Shareholder approval pursuant to ASX Listing Rule 7.1 will not be required for the issue of the securities (because approval is being obtained under ASX Listing Rule 10.11 in accordance with Listing Rule 7.2 (exception 14)), the issue of the securities will not be included in the calculation of the Company's 25% limit in ASX Listing Rules 7.1 (15%) and, if the relevant Shareholder approval is held at the time, 7.1A (10%).

If one or all of the Resolutions are not passed, the Company will not be able to proceed with the relevant proposed issue of the Placement Shares the subject of the resolution(s) not approved by Shareholders and relevant funds will not be raised as part of the Placement.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Placement Shares to Directors of the Company is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- The Company intends to issue the Placement Shares to:
 - (a) Resolution 2 – 34,000,000 Placement Shares to Mr Martin Donohue, a Director of the Company (and/or his nominee(s)), raising \$680,000;
 - (b) Resolution 3 – 500,000 Placement Shares to Mr Richard Buerger, a Director of the Company (and/or his nominee(s)), raising \$10,000; and
 - (c) Resolution 4 – 500,000 Placement Shares to Mr Simon Peters, a Director of the Company (and/or his nominee(s)), raising \$10,000.
- Each of Martin Donohue, Richard Buerger and Simon Peters are Directors of the Company and are therefore a related party to whom ASX Listing Rule 10.11.1 applies.
- The number of securities to be issued is:
 - (a) Resolution 2 – 34,000,000 Placement Shares (Mr Martin Donohue and/or his nominee(s));
 - (b) Resolution 3 – 500,000 Placement Shares (Mr Richard Buerger and/or his nominee(s)) and
 - (c) Resolution 4 – 500,000 Placement Shares (Mr Simon Peters and/or his nominee(s)).
- The Placement Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- The Placement Shares will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 1 month after the date of the Meeting.
- The Placement Shares will be issued at \$0.02 (2 cents) per Placement Share.
- Funds raised from the issue of Placement Shares the subject of Resolutions 2 to 4 will be applied towards follow-up drilling at the Company's Wilandra Central project, commence drill-testing of high priority Cu and Au targets at the Company's Cymbric Vale Cu and Black Hills prospects, costs of the offer and general working capital requirements.
- Voting exclusion statements as set out in the Notice apply to Resolutions 2 to 4.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of the Placement Shares pursuant to Resolutions 2 to 4 (which are types of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company for each respective Resolution being:

- (a) Resolution 2 - Richard Buerger, Jose Antonio Merino and Simon Peters;
- (b) Resolution 3 - Martin Donohue, Jose Antonio Merino and Simon Peters; and
- (c) Resolution 4 - Martin Donohue, Jose Antonio Merino and Richard Buerger

carefully considered the issue of Placement Shares to Martin Donohue, Richard Buerger and Simon Peters and formed the view that the giving of this financial benefit is on arm’s length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company pursuant to the Placement.

Accordingly, the non-conflicted Directors of the Company believe that the issue of Placement Shares to Martin Donohue, Richard Buerger and Simon Peters fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act and relies on this exception for the purposes of Resolutions 2 - 4. Therefore, the proposed issue of the Placement Shares requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Notwithstanding the above, and although no Director of the Company participated in the decision making process in respect of securities proposed to be issued to them, the Directors of the Company acknowledge that Resolutions 2 to 4 separately relate to an issue of securities to a majority of the Directors of the Company. Accordingly, the Directors of the Company propose that Resolutions 2 to 4 each also be put to Shareholders for the purpose of section 195(4) of the Corporations Act such that the Shareholders of the Company determine whether the named related parties will be issued the securities the subject of Resolutions 2 to 4.

Board recommendation

The Directors (with Mr Martin Donohue abstaining) recommend that shareholders vote in favour of Resolution 2.
The Directors (with Mr Richard Buerger abstaining) recommend that shareholders vote in favour of Resolution 3.
The Directors (with Mr Simon Peters abstaining) recommend that shareholders vote in favour of Resolution 4.

Resolution 5: Approval for Issue of Lead Manager Options

On 17 July 2024, the Company announced a Placement the full details of which are outlined in Resolution 1 of this Explanatory Statement.

Resolution 5 seeks shareholder approval for the issue of an aggregate of 15,000,000 Lead Manager Options to the Lead Managers (or their nominee(s)) as part consideration for lead manager services provided in connection with the Placement.

ASX Listing Rules

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 months period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

If shareholders approve Resolution 5, the Company will be able to issue the 15,000,000 Lead Manager Options to the Joint Lead Managers (and/or their nominee(s)). If shareholders do not approve Resolution 5, the Company will not be able to issue the Lead Manager Options and the Company may need to negotiate alternate methods of payment with the Joint Lead Managers for the lead manager services which may utilize the Company’s cash reserves.

Information required by ASX Listing Rule 7.3

The following information is provided for Resolution 5 in accordance with ASX Listing Rule 7.3:

- The Company will issue the Lead Manager Options the subject of Resolution 5 to Euroz Hartleys Limited and Canaccord Genuity (Australia) Limited (or their nominee(s)). Euroz Hartleys Limited and Canaccord Genuity (Australia) Limited are not related parties of the Company.
- The maximum number of securities to be issued is 15,000,000 Lead Manager Options.
- The terms of the Lead Manager Options are set out in Annexure A.

- The Lead Manager Options the subject of Resolution 5 are to be issued shortly after the Meeting and, in any event, no more than three months after the date of the Meeting.
- The Lead Manager Options the subject of Resolution 5 are to be issued for \$0.00001 per Lead Manager Option in part consideration for lead manager services provided by the Lead Managers in connection with the Placement.
- A nominal amount of \$150 will be raised from issue of the Lead Manager Options, which will be used for working capital. Funds raised from exercise of Lead Manager Options (if any) will be used to meet the working capital requirements of the Company at the time of exercise of Lead Manager Options.
- The Lead Manager Options are proposed to be issued pursuant to a Lead Manager Mandate entered into between the Lead Manager and the Company (**Lead Manager Mandate**). Pursuant to the Lead Manager Mandate, the Joint Lead Managers agreed to provide Lead Manager Services and upon completion of the Placement the Company agreed to pay to the Joint Lead Managers raising fees of 6% of the funds raised pursuant to the Placement. Additionally, the Company agreed, subject to shareholder approval to issue the joint Lead Managers (or their nominee(s)) the 15,000,000 Lead Manager Options with an exercise price of \$0.06 per share and an expiry date of 3 years from the date of issue, which are the subject of this Resolution.
- A voting exclusion statement as set out in the Notice applies to Resolution 5.

Board recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 5.

Resolution 6: Approval for Issue of Corporate Advisor Options

The Company has engaged Euroz Hartleys Limited for the provision of corporate advisory services pursuant to a Corporate Advisory Agreement.

Pursuant to the Corporate Advisory Agreement, Euroz Hartleys Limited will provide the Company with corporate advisory services for the term of the engagement. The Company has agreed to pay Euroz Hartleys Limited an advisory fee of \$6,000 per month for the term of the engagement as well as, subject to shareholder approval, 7,500,000 unlisted Options with an exercise price of \$0.06 per share and an expiry date of 3 years from the date of issue, which are the subject of this Resolution (**Corporate Advisor Options**).

The engagement commenced upon the execution of the Corporate Advisory Agreement on 10 July 2024 and will continue until terminated by either party. Euroz Hartleys Limited or the Company may terminate the Engagement by providing one (1) months' written notice of termination to the other party. Neither party may provide a notice of termination before the date that is three (3) months following commencement of the engagement. Euroz Hartleys Limited shall remain entitled to any fees and expenses that have accrued prior to or on such termination but have not been invoiced and/or paid.

Resolution 6 seeks shareholder approval for the issue of 7,500,000 Corporate Advisor Options to Euroz Hartleys Limited (or their nominee(s)) as part consideration for corporate advisory services provided to the Company.

ASX Listing Rules

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 months period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

If shareholders approve Resolution 6, the Company will be able to issue the 7,500,000 Corporate Advisor Options. If shareholders do not approve Resolution 6, the Company will not be able to issue the Corporate Advisor Options and the Company may need to negotiate alternate methods of payment with Euroz Hartleys Limited for the corporate advisor services which may utilize the Company's cash reserves.

Information required by ASX Listing Rule 7.3

The following information is provided for Resolution 6 in accordance with ASX Listing Rule 7.3:

- The Company will issue the Corporate Advisor Options the subject of Resolution 6 to Euroz Hartleys Limited (or their nominee(s)). Euroz Hartleys Limited is not a related party of the Company.
- The maximum number of securities to be issued is 7,500,000 Corporate Advisor Options.
- The terms of the Corporate Advisor Options are set out in Annexure A.
- The Corporate Advisor Options the subject of Resolution 6 are to be issued shortly after the Meeting and, in any event, no more than three months after the date of the Meeting.

- The Corporate Advisor Options the subject of Resolution 6 are to be issued for \$0.00001 per option in part consideration for corporate advisory services provided by Euroz Hartleys Limited.
- A nominal amount of \$75 will be raised from issue of the Corporate Advisor Options, which will be used for working capital. Funds raised from exercise of Corporate Advisor Options (if any) will be used to meet the working capital requirements of the Company at the time of exercise of Corporate Advisor Options.
- The Corporate Advisor Options are proposed to be issued pursuant to a Corporate Advisory Agreement as detailed above.
- A voting exclusion statement as set out in the Notice applies to Resolution 6.

Board recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 6.

Resolution 7: Approval for Issue of Performance Rights – Mr Richard Buerger

The Company is proposing to grant and issue 12,000,000 Performance Rights to the Managing Director of the Company, Mr Richard Buerger (or his nominee(s)).

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Richard Buerger is a director of the Company, Richard Buerger is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue of Performance Rights does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of Shareholders under Listing Rule 10.11.

To this end, Resolution 7 seeks the required Shareholder approval to issue Performance Rights to Richard Buerger (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If Resolutions 7 is passed, the Company will be able to proceed with the proposed issue of the Performance Rights to Mr Richard Buerger, a Director of the Company (and/or his nominee(s)).

Additionally, as Shareholder approval pursuant to ASX Listing Rule 7.1 will not be required for the issue of the securities (because approval is being obtained under ASX Listing Rule 10.11), the issue of the securities will not be included in the calculation of the Company's 25% limit in ASX Listing Rules 7.1 (15%) and, if the relevant Shareholder approval is held at the time, 7.1A (10%).

If Resolution 7 is not passed, the Company will not be able to proceed with the proposed issue of Performance Rights.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Placement Shares to Directors of the Company is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- The Company intends to issue the Performance Rights to Mr Richard Buerger, a Director of the Company (and/or his nominee(s)).
- Mr Richard Buerger is a Director of the Company and is therefore a related party to whom ASX Listing Rule 10.11.1 applies.
- The number of securities to be issued is 12,000,000 Performance Rights:
- The terms of the Performance Rights are set out in Annexure B.
- The Performance Rights will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 1 month after the date of the Meeting.
- The Performance Rights will be issued for nil consideration. The Company is proposing to issue Performance Rights as a form of equity security as it is a cost effective, non-cash incentive which closely links reward with performance.
- The current total remuneration package of Mr Richard Buerger is \$250,000 p.a., exclusive of statutory superannuation.
- A voting exclusion statement and proxy voting prohibition as set out in the Notice applies to Resolution 7.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (c) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (d) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of the Performance Rights under Resolution 7 (which are types of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company, being all Directors of the Company other than Richard Buerger, consider the proposed issue of the Performance Rights is reasonable remuneration and, as such, falls within the exception set out in section 211 of the Corporations Act.

In reaching this view, the Company has considered the position and responsibilities of Mr Richard Buerger, the Company’s reliance on a limited number of personnel, the need for the Company to effectively incentivise Mr Richard Buerger while aligning the incentive with increasing shareholder value, the desirability of preserving cash resources within the Company, and the terms of the Performance Rights. The Company considers that the issue of Performance Rights is an effective tool which preserves the cash reserves of the Company whilst providing valuable consideration for Mr Richard Buerger.

Board recommendation

The Directors (with Mr Richard Buerger abstaining) recommend that shareholders vote in favour of Resolution 7.

Resolution 8: Amendment to Constitution

Background

Pursuant to section 136(2) of the Corporations Act, a company may amend its constitution by way of a special resolution passed by its Shareholders. Therefore, this Resolution is a special resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Following Shareholder approval granted at the Company’s Annual General Meeting held on 24 November 2023, the name of the Company changed from ‘Odin Metals Limited’ to ‘G11 Resources Limited.’ The Company seeks Shareholder approval to update references to the Company name in the Constitution.

If Resolution 8 is passed by the requisite majority, the Constitution will be amended by replacing all references to “Odin Metals Limited” with references to “G11 Resources Limited”.

Board Recommendation

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

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**\$**” means Australian Dollars;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**AEST**” means Australian Eastern Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice and **Chairman** shall have a corresponding meaning;

“**Company**” means G11 Resources Limited ABN 32 141 804 104;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporate Advisor Options**” means 7,500,000 Options to be issued to Euroz Hartleys Limited, the subject of Resolution 6;

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

“**Director**” means a Director of the Company;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Joint Lead Managers**” means Euroz Hartleys Limited and Canaccord Genuity (Australia) Limited;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Lead Manager Options**” means 15,000,000 Options to be issued to the Joint Lead Managers, the subject of Resolution 5;

“**Listing Rules**” means the Listing Rules of the ASX and **ASX Listing Rules** shall have a corresponding meaning;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Meeting including the Explanatory Statement;

“**Option**” means an option which, subject to its terms, could be exercised into a Share;

“**Placement**” has the meaning given in Resolution 1 of the Notice;

“**Placement Share**” means a Share issued under the Placement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company; and

“**VWAP**” means volume weighted average price.

ANNEXURE A
TERMS OF OPTIONS

Reference below to **Options** is to Lead Manager Options the subject of Resolution 5 and Corporate Advisor Options the subject of Resolution 6:

- (a) Each Option entitles the holder to acquire one fully paid ordinary share (**Share**) in the capital of the Company. The Company does not propose applying for quotation (listing) of the Options.
- (b) The exercise price is \$0.06 (6 cents) (**Exercise Price**) per Option.
- (c) Each Option is exercisable at any time prior to 5:00pm Melbourne time on the date that is three years after issue of the Options (**Expiry Date**).
- (d) Options may be exercised by providing written notice together with payment for the number of Shares in respect of which Options are exercised to the registered office of the Company.
- (e) Any Option that has not been exercised prior to the Expiry Date or cancelled in accordance with these terms shall automatically lapse.
- (f) An Option shall not be able to be exercised (and the Company will not be required to issue Shares upon such exercise) if it would be unlawful to do so.
- (g) Subject to applicable law, Options are freely transferable.
- (h) The Exercise Price is payable in full upon exercise of Options.
- (i) Where an Option holder determines to exercise some, but not all, of their held Options, the total aggregate amount payable to exercise the Options must be a minimum of \$1,000.
- (j) All shares issued upon exercise of Options will rank pari passu in all respect with, and have the same terms as, the Company's then issued fully paid ordinary shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX and the Company being listed on ASX at the relevant time. The Options will not give any right to participate in dividends until shares are issued pursuant to the terms of the relevant Options.
- (k) There are no participation rights or entitlements inherent in the Options. Option holders are not entitled to participate in new issues of securities offers to shareholders without first exercising the Option. Prior to the Expiry Date and if required by the ASX Listing Rules, the Company will send notices to option holders in accordance with the time limits required by the ASX Listing Rules in respect of offers of securities made to shareholders.
- (l) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- (m) Options will otherwise have the terms as required by ASX and the ASX Listing Rules.


ANNEXURE B
TERMS OF PERFORMANCE RIGHTS


Terms	Details															
Performance Conditions and Vesting Date	<p>Performance Rights have the below Performance Conditions and Vesting Dates:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Number of Performance Rights</th> <th style="text-align: center;">Performance Conditions</th> <th style="text-align: center;">Vesting Date</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">3,000,000</td> <td style="text-align: center;">20 day VWAP of \$0.06</td> <td style="text-align: center;">2 years from the date of issue</td> </tr> <tr> <td style="text-align: center;">4,000,000</td> <td style="text-align: center;">20 day VWAP of \$0.10</td> <td style="text-align: center;">2 years from the date of issue</td> </tr> <tr> <td style="text-align: center;">5,000,000</td> <td style="text-align: center;">20 day VWAP of \$0.15</td> <td style="text-align: center;">2 years from the date of issue</td> </tr> <tr> <td style="text-align: center;">12,000,000</td> <td></td> <td></td> </tr> </tbody> </table>	Number of Performance Rights	Performance Conditions	Vesting Date	3,000,000	20 day VWAP of \$0.06	2 years from the date of issue	4,000,000	20 day VWAP of \$0.10	2 years from the date of issue	5,000,000	20 day VWAP of \$0.15	2 years from the date of issue	12,000,000		
Number of Performance Rights	Performance Conditions	Vesting Date														
3,000,000	20 day VWAP of \$0.06	2 years from the date of issue														
4,000,000	20 day VWAP of \$0.10	2 years from the date of issue														
5,000,000	20 day VWAP of \$0.15	2 years from the date of issue														
12,000,000																
Issue of Shares	Performance Rights will be automatically exercised when (and to the extent) the Board determines that the relevant Performance Conditions have been satisfied. On the Vesting Date, each Performance Right which vests will entitle the holder to be issued one Share.															
Cessation of office and employment with the Company	Unvested Performance Rights for which the Performance Condition has not been satisfied will be forfeited on the date of cessation of employment unless Mr Richard Buerger is terminated without cause.															
Transferability	The Performance Rights are not transferrable. The Performance Rights will be unlisted. No quotation will be sought from ASX for the Performance Rights.															
No participation rights	The Performance Rights do not carry any participation rights in new Share issues.															
No voting rights	The Performance Rights do not entitle the holder to vote on any resolutions proposed at a general meeting of Shareholders of the Company, subject to any voting rights under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.															
No dividend rights	The Performance Rights do not entitle the holder to any dividends.															
No return of capital	The Performance Rights do not carry any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.															
No participation upon a winding up	The Performance Rights do not carry any right to participate in the surplus profit or assets of the Company upon a winding up.															
Delisting	If the Board determines that the Company will imminently be delisted, the Board will apply its reasonable discretion to determine the appropriate vesting of any unvested Performance Rights (if any) on a specified date appropriate to the circumstances and the periods of service completed by the holder of such Performance Rights at that date.															
Board discretion and preventing inappropriate benefits	In the case of fraud or misconduct, all unvested Performance Rights are forfeited.															
Amendments required by ASX	The terms of the Performance Rights may be amended by agreement between the holder and the Company in order to comply with the Listing Rules, or any directions of ASX regarding the terms of the Performance Rights provided that the Company and the holder will act reasonably in the case of any required															

Terms	Details
	amendment to ensure that the economic rights and interests of the holder are not adversely affected.



Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEST) on Sunday, 8 September 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 183926

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of G11 Resources Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of G11 Resources Limited to be held as a virtual meeting on Tuesday, 10 September 2024 at 11:00am (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 2 to 4 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 2 to 4 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 2 to 4 and 7 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Ratification and approval of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Issue of Placement Shares to Mr Martin Donohue, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Issue of Placement Shares to Mr Richard Buerger, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Issue of Placement Shares to Mr Simon Peters, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval for Issue of Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval for Issue of Corporate Advisor Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval for Issue of Performance Rights – Mr Richard Buerger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically