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29 October 2024

Dear Shareholder

EQ Resources Limited – Annual General Meeting of Shareholders, 29 November 2024

Notice is hereby given that the Annual General Meeting of Shareholders of EQ Resources Limited (**Company)** will be as a virtual meeting via a webinar conferencing facility at 3:00pm (AEDT) on Friday, 29 November 2024 ("Annual General Meeting", "AGM" or "Meeting").

In accordance with recent amendments to the *Corporations Act 2001*, the Company is sending this notification letter instead of dispatching physical copies of the Notice of AGM. The Notice of AGM and accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company's website https://eqresources.com.au/site/invest-in-us/asx-announcements or at the Company's share registry's website (https://investor.automic.com.au/#/loginsah) through Investor Centre.

- A complete copy of the Meeting Materials has been posted to the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code "EQR".

- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the voting instruction form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at https://investor.automic.com.au/. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry Link Market Services Limited on https://investor.automic.com.au or by phone on +61 2 9698 5414 (International) or 1300 288 664 (within Australia) between 9:00am and 5:00pm (AEDT) Monday to Friday, to obtain a copy.

As noted above, the Meeting will be held as a virtual meeting via a webinar conferencing facility. Details of how to register to attend the Meeting are contained in the Meeting Materials. The Company strongly recommends to 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.

Yours sincerely,



Melanie Leydin
Company Secretary
EQ Resources Limited

EQ Resources Limited | ASX: EQR
ACN: 115 009 106 | ABN 77 115 009 106
Level 4, 100 Albert Road
South Melbourne, Victoria, 3205
Australia
https://eqresources.com.au

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resourcing the new economy for a better tomorrow

EQ RESOURCES LIMITED
ABN 77 115 009 106

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting**:**
Friday, 29 November 2024

Time of Meeting:
3:00pm (AEDT)

Location:
Held virtually via Zoom webinar
https://vistra.zoom.us/webinar/register/WN_PXPSLNlpTNGwCDjVRJCVIA

This Notice of Annual General Meeting (Explanatory Statement and Proxy Form) 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.

EQ RESOURCES LIMITED

ABN 77 115 009 106
Registered office: Level 4, 100 Albert Road, South Melbourne, VIC 3205

Notice is hereby given that a meeting of Shareholders of EQ Resources Limited (**the Company**) will be held virtually via a webinar conferencing facility on Friday, 29 November 2024 at 3:00pm (AEDT) ("**Annual General Meeting**", "**AGM**" or "**Meeting**").

Virtual Attendance

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 this Notice. To lodge your proxy, please follow the directions on your personalised Proxy Form which will be delivered to you by email or post (depending on your communication preferences).

Shareholders attending the AGM 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 AGM.

The virtual meeting can be attended using the following details:

When: Friday, 29 November 2024 at 3:00pm (AEDT)
Topic: EQ Resources Limited – 2024 Annual General Meeting

Register in advance for the virtual meeting:

https://vistra.zoom.us/webinar/register/WN_PXPSLNlpTNGwCDjVRJCVIA

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends Shareholders 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 or by using the raise hand function located on screen, the Company will respond to the Q&A box questions or allow Shareholders to ask their question verbally.

The Company is happy to accept and answer questions submitted prior to the Meeting by email to melanie.leydin@vistra.com. The Company will address relevant questions during the Meeting or by written response after the Meeting (however, Company will use its discretion when responding to unreasonable and/or offensive questions).

Any shareholders who wish to attend the AGM online should therefore monitor the Company's website and its ASX announcements for any updates about the AGM. 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: EQR) and on its website https://www.eqresources.com.au/site/content/.

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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

Receipt and consideration of Accounts & Reports

To receive and consider the 2024 Annual Report of the Company and its controlled entities for the year ended 30 June 2024, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: Except as set out in Resolution 1, there is no requirement for Shareholders to approve these reports. Accordingly, no resolution will be put to Shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

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

"That for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' report) for the financial year ended 30 June 2024 be adopted."

Resolution 2: Re-Election of Mr Richard Morrow as a Director of the Company

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

"That, for the purposes of Rule 17.5 of the Constitution and for all other purposes, Mr Richard Morrow, who retires by rotation in accordance with the Constitution of the Company and who, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 3: Re-Election of Mr Zhui Pei Yeo as a Director of the Company

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

"That, for the purposes of Rule 17.5 of the Constitution and for all other purposes, Mr Zhui Pei Yeo, who retires by rotation in accordance with the Constitution of the Company and who, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 4: Election of Mr Stephen Weir as a Director of the Company

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

"That, for the purposes of Rule 17.5 of the Constitution, Listing Rule 14.4 and for all other purposes, Stephen Weir, having been appointed to the Board of Directors since the previous annual general meeting, and who vacates the office in accordance with the Constitution of the Company, and who, being eligible, offers himself for election, be elected as a Director of the Company."

Resolution 5: Approval to Grant Options to Mr Oliver Kleinhempel as a Director of the Company

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

"That under and for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval be given to issue a total of 8,000,000 unlisted options to Mr Oliver Kleinhempel (or his nominee(s)) the Company's Employee Incentive Plan and on the terms and conditions as described in the Explanatory Statement which accompanies and forms part of this Notice."

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Resolution 6: Approval to Grant Options to Mr Stephen Weir as a Director of the Company

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

"That under and for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval be given to issue a total of 3,000,000 unlisted options to Mr Stephen Weir (and/or his nominee(s)) under the Company's Employee Incentive Plan and on the terms and conditions as described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 7: Approval to Grant Options to Mr Stephen Layton as a Director of the Company

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

That under and for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval be given to issue a total of 3,000,000 unlisted options to Mr Stephen Layton (and/or his nominee(s)) under the Company's Employee Incentive Plan on the terms and conditions as described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 8: Approval to Grant Options to Mr Richard Morrow as a Director of the Company

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

"That under and for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval be given to issue a total of 3,000,000 unlisted options to Mr Richard Morrow (and/or his nominee(s)) under the Company's Employee Incentive Plan and on the terms and conditions as described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 9: Approval to Grant Options to Mr Zhui Pei Yeo as a Director of the Company

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

"That under and for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval be given to issue a total of 3,000,000 unlisted options to Mr Zhui Pei Yeo (and/or his nominee(s)) under the Company's Employee Incentive Plan and on the terms and conditions as described in the Explanatory Statement which accompanies and forms part of this Notice."

SPECIAL BUSINESS

Resolution 10: Approval of 10% Placement Facility

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

"That, under and for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to the equivalent of 10% of the Company's fully paid ordinary issued capital (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.

By order of the Board



Melanie Leydin
Company Secretary
23 October 2024

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Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement and proxy form accompanying this Notice should be read together with, and form part of, this Notice.

2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7:00pm on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

3. **Proxies**

   a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.

   b. Each shareholder has a right to appoint one or two proxies.

   c. A proxy need not be a shareholder of the Company.

   d. If a shareholder is a company, it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.

   e. Where a Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

   f. If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.

   g. A proxy must be signed by the Shareholder or his or her attorney who has not received any notice of revocation of the authority.

   h. To be effective, Proxy Forms must be received by the Company's share registry, Automic Pty Ltd, no later than 48 hours before the commencement of the Annual General Meeting, i.e. no later than Wednesday, 27 November 2024 at 3:00pm (AEDT). Any proxy received after that time will not be valid for the scheduled meeting.

      (i) **By post** to Automic Pty Ltd, 477 Collins Street Melbourne Victoria 3000;
      (ii) **In person** to Automic Pty Ltd, 477 Collins Street Melbourne Victoria 3000;
      (iii) **By fax** to 1800 783 447 (within Australia) or +61 9473 2555 (outside Australia)
      (iv) **Online** by going to www.automicgroup.com.au or by scanning the QR code found on your Proxy Form with your mobile device; or
      (v) For **Intermediary Online subscribers** only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

4. **Corporate Representative**

Any corporate shareholder who has appointed a person to act as its corporate representative at the Annual General 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 emailed to the Company and/or registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

5. **How the Chair will vote Undirected Proxies**

Subject to the restrictions set out in Note 6 below, the Chair of the Annual General Meeting will vote undirected proxies in favour of all the proposed resolutions.

6. **Voting Exclusion Statement:**

Resolution 1

In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be cast, on this resolution by, or on behalf of, a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report, or a Closely Related Party of such a member (**KMP voter**), unless the KMP voter is casting a vote on this resolution on behalf of a person who is not a KMP voter (including as a proxy) and either:

(a) the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
(b) the KMP voter is the Chair of the Meeting and the appointment of the Chair as proxy:

   (i) does not specify the way the proxy is to vote on the resolution; and
   (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or the consolidated entity.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of Resolution 1. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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.

A further restriction also applies to KMPs and their Closely Related Parties voting undirected proxies on these resolutions – see Restriction on KMPs voting undirected proxies below.

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Resolutions 2 - 4

There are no voting exclusions on these resolutions.

Resolutions 5 – 9

The Company will disregard any votes cast in favour of these Resolutions 5 to 9 by Mr Oliver Kleinhempel, Mr Stephen Weir, Mr Stephen Layton, Mr Richard Morrow, Mr Zhui Pei Yeo. Mr Oliver Kleinhempel, Mr Stephen Weir, Mr Stephen Layton and Mr Richard Morrow (or their nominees) referred to in Listing Rule 10.14.1 (a director of the Company), 10.14.2 (an associate of a director of the Company) or 10.14.3 (a person whose relationship with the Company or a director of the Company or their associate is such that the ASX is of the opinion that the acquisition should be approved by security holders), who is eligible to participate in the Company's Employee Incentive Plan; 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 directions given to the proxy or attorney to vote on the resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

(a) the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or

(b) the KMP voter is the Chair of the Meeting and the appointment of the Chair as proxy:

(i) does not specify the way the proxy is to vote on the resolution; and
(ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or the consolidated entity.

Resolution 10

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement is not required by Listing Rule 7.3A.7.

7. **Enquiries**

Shareholders are invited to contact the Company Secretary, Melanie Leydin on +61(3) 9692 7222 if they have any queries in respect of the matters set out in this Notice.

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EXPLANATORY STATEMENT

Purpose of Information

This Explanatory Statement ("**Statement"**) accompanies and forms part of the Company's Notice of Annual General Meeting ("**Notice**") for the 2024 Annual General Meeting which will be held virtually via a video-conferencing facility at 3.00pm (AEDT) on Friday, 29 November 2024.

The Notice incorporates, and should be read together, with this Statement.

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ended 30 June 2024 (which incorporates the Company's Financial Report, reports of the Directors (including the Remuneration Report) and the Auditors) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all Shareholders. You may obtain a free hard copy by contacting the Company by phone at +61 3 9692 7222, and you may request that this occurs on a standing basis for future years.

Alternatively, you may access the Annual Report at the Company's website www.eqresources.com.au or via the Company's announcement platform on ASX. Except as set out in Resolution 1, no resolution is required on these reports.

Shareholders will have the opportunity to ask questions about or make comments on, the 2024 Annual Report and the management of the Company. The Auditor will be invited to attend, to answer questions about the audit of the Company's 2024 Annual Financial Statements.

ORDINARY BUSINESS

Resolution 1: Adoption of Remuneration Report

Background

Section 250R (2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2024 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five per cent (25%) or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty-five per cent (25%) of the total votes cast on that resolution and accordingly, a spill resolution will not under any circumstances be required for the Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

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The Chair intends to vote all undirected proxies in favour of this resolution.

Voting Exclusions

A voting exclusion statement for this resolution is set out in Note 6 above.

Resolution 2: Re-Election of Mr Richard Morrow as a Director of the Company

Background

The Constitution of the Company requires that at each annual general meeting one third of the Directors (except for the managing director), or, if their number is not three or a multiple of three, then the number nearest but not exceeding one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but, as between person who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot.

Mr Morrow has more than 30 years' experience as a sharebroker in Melbourne and in London, with a particular interest in the resources space. He is a long-serving steering committee member of the Melbourne Mining Club, Australia's foremost networking organisation for the Australian resources sector.

The Company considers Mr Morrow an independent director for all purposes.

Board Recommendation

The Board (with Mr Morrow abstaining), recommends that shareholders vote in favour of the re-election of Mr Morrow.

The Chair of the meeting intends to vote undirected proxies in favour of Mr Morrow's re-election.

Voting Exclusions

There are no voting exclusions on this resolution.

Resolution 3: Re-Election of Mr Zhui Pei Yeo as a Director of the Company

Background

The Constitution of the Company requires that at each annual general meeting one third of the Directors (except for the managing director), or, if their number is not three or a multiple of three, then the number nearest but not exceeding one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but, as between person who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot.

Mr Yeo has held executive, management and supervisory roles and has a wide range of experience from project planning to resource management to commercial negotiations. He has been working at a leading system integrator in the telecommunications industry in South-East Asia and is currently also an executive director of a steel-product manufacturer.

The Company considers Mr Yeo a non-independent director for all purposes.

Board Recommendation

The Board (with Mr Yeo abstaining), recommends that shareholders vote in favour of the re-election of Mr Yeo.

The Chair of the meeting intends to vote undirected proxies in favour of Mr Yeo's re-election.

Voting Exclusions

There are no voting exclusions on this resolution.

Resolution 4: Election of Mr Stephen Weir a Director of the Company

Background

A Director (excluding the Managing Director) appointed to fill a casual vacancy or as an addition to the Board must not hold office without re-election past the next Annual General Meeting (Constitution clause 17.5; Listing Rule 14.4).

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Mr Weir, having been appointed to the Board on 19 January 2024, is retiring in accordance with these requirements and, being eligible, offers himself for re-election.

Mr Weir has an extensive background in mining and finance and was recently CEO of ASX listed company, Magnetite Mines Ltd. His prior experience including senior corporate advisory, project finance, and construction management roles provides valuable expertise in support of EQR's growth strategy.

The Company confirms it has conducted appropriate checks into Mr Weir's background and experience.

The Board considers that Mr Weir may not, if elected, be perceived as qualifying as an independent director as he is currently representing Oaktree Capital Management, a substantial holder in the Company. Nevertheless, the Board considers that Mr Weir's interest in question is not material and will not interfere with his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party.

Board Recommendation

The Board (with Mr Weir abstaining) recommends that shareholders vote in favour of the election of Mr Weir as it considers that his qualifications, experience, skills and expertise are appropriate for the Board position and will enable him to act in the best interests of the Company and its shareholders.

The Chair of the meeting intends to vote undirected proxies in favour of Mr Weir's election.

Voting Exclusions

There are no voting exclusions on this resolution.

Resolutions 5 – 9: Approval to Grant Options to Directors of the Company (and/or their nominee(s))

Background

Resolutions 5 to 9 seek Shareholder approval to grant Options to Mr Oliver Kleinhempel, Mr Stephen Weir, Mr Stephen Layton, Mr Zhui Pei Yeo and Mr Richard Morrow (or their nominee(s)) (the **Directors**) on the terms described below and in accordance with the Company's Employee Incentive Scheme (the **Plan**).

To facilitate the purposes of maintaining financial liquidity, minimising cash outflows and remunerating the Directors for their extensive contribution towards promoting the Company's operations, the Company is proposing to grant Options to Directors (or their nominee(s)) (being a right to acquire one fully paid ordinary shares in the Company upon conversion of options) on the terms as described below (**Options**).

The Board believes that it is appropriate to use Options to compensate Directors as this is in line with current market practices and remunerates them appropriately given the circumstances of the Company and provides an appropriate and meaningful form of remuneration that aligns with Shareholder interests. The Board believes that the achievement of the Options will be to the benefit of all Shareholders as these will motivate Directors to remain in the Company's employ to carry on the role of implementing and executing the Company's strategies and overseeing operations. In particular, the Board considers that the value attributed to the Options (as described below) and their associated terms and conditions represent reasonable remuneration for Directors as if the Company were dealing at arm's length.

Terms of Options

It is proposed that a total of 20,000,000 Options be granted to the Directors (or their nominee(s), under the Plan, subject to Shareholder approval.

The allocation of Options to be granted to Directors are set out below:

Proposed Resolution	Option Recipient	Role	Number of options
5	Mr Oliver Kleinhempel	Chair of the Board	8,000,000
6	Mr Stephen Weir	Director	3,000,000
7	Mr Stephen Layton	Director	3,000,000
8	Mr Zhui Pei Yeo	Director	3,000,000
9	Mr Richard Morrow	Director	3,000,000

A summary of the major terms and features of the Options are set out as follows:

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Terms	
Vesting Conditions	Tranche 1 – 50% Vesting Immediately Tranche 2 – 50% Vesting after 12 months
Expiry Date	3 years from the issue date
Exercise Price	$0.07 (7.0 cents)

The full terms of the Options are set out in **Annexure A** of this Explanatory Statement.

Directors' Remuneration Packages and Interests

As at the date of this Notice, the details (including the amount) of the current total remuneration package of each of the Directors' to whom (or to whose nominee(s)) Options would be issued if Resolutions 5 to 9 are passed are:

Name of Director	Position	Remuneration Package Details
Mr Oliver Kleinhempel	Non-Executive Director	$48,000
Mr Stephen Weir	Non-Executive Director	-
Mr Stephen Layton	Managing Director	$48,000
Mr Zhui Pei Yeo	Non-Executive Director	$48,000
Mr Richard Morrow	Non-Executive Director	$48,000

The above does not include the value of the proposed Options, nor the value of any securities previously issued to the Directors as remuneration.

The Company has prepared an assessment indicative fair value of the Options as summarised below. The value is indicative only, based on assumptions relevant at the date of the calculation, being 10 October 2024. Different assumptions may be relevant at grant date which may alter the value of the Options for financial reporting purposes. The total remuneration packages in the above table would be increased for each of the above Directors by the total per Director set out in the following table, based on the assumptions. The actual valuation amount will not be able to be calculated until the Options are issued, at which time the assumptions may have changed.

Assessment	
Indicative fair value per Option	$0.0225
Number per Director	Mr Oliver Kleinhempel: 8,000,000 Options Mr Stephen Weir: 3,000,000 Options Mr Stephen Layton: 3,000,000 Options Mr Zhui Pei Yeo: 3,000,000 Options Mr Richard Morrow: 3,000,000 Options
Total $ per Director	$180,000 to Mr Oliver Kleinhempel $67,500 to Mr Stephen Weir $67,500 to Mr Stephen Layton $67,500 to Mr Zhui Pei Yeo $67,500 to Mr Richard Morrow
Total: Options	20,000,000
Total $	$450,000

The indicative fair value was calculated using the Black-Scholes valuation model. The assumptions used in the valuation model were as follows:

Assumptions:	
Valuation date	10 October 2024^
Spot price (9 October 2024)	$0.057 (5.7 cents)
Exercise price	$0.07 (7 cents) per Option
Probability of achieving vesting conditions	100%
Expiry date	3 years from issue date
Expected future volatility+	64.2%
Risk free rate	3.79%
Dividend yield	Nil

^ Based on the issue date assumed as being the valuation date.
+ Based on assessment of estimated future volatility of the Company

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Option Recipient	Number of Options	Indicative Fair Value as at 10 October 2024
Mr Oliver Kleinhempel	8,000,000	$180,000
Mr Stephen Weir	3,000,000	$67,500
Mr Stephen Layton	3,000,000	$67,500
Mr Zhui Pei Yeo	3,000,000	$67,500
Mr Richard Morrow	3,000,000	$67,500

As at the date of this Notice, the Directors who are proposed to receive the Options have the following direct and indirect interests in shares in the Company.

Director (and/or associate(s))	Existing		Options Directly and Indirectly Held	Following issue of the Options
	Shares Directly and Indirectly Held	% of total issued Shares		
Mr Oliver Kleinhempel	23,144,711	0.99%	312,500 unlisted options exercisable at $0.065 (6.5 cents) expiring 31 January 2026 370,370 unlisted options exercisable at $0.0675 (6.75 cents) expiring 29 May 2027	312,500 unlisted options exercisable at $0.065 (6.5 cents) expiring 31 January 2026 370,370 unlisted options exercisable at $0.0675 (6.75 cents) expiring 29 May 2027 8,000,000 unlisted options exercisable at $0.07 (7 cents) expiring 29 November 2027
Mr Stephen Weir	2,222,222	0.10%	740,741 unlisted options exercisable at $0.0675 (6.75 cents) expiring 29 May 2027	740,741 unlisted options exercisable at $0.0675 (6.75 cents) expiring 29 May 2027 3,000,000 unlisted options exercisable at $0.07 (7 cents) expiring 29 November 2027
Mr Stephen Layton	55,431,559	2.42%	312,500 unlisted options exercisable at $0.065 (6.5 cents) exp 31 January 2026	312,500 unlisted options exercisable at $0.065 (6.5 cents) exp 31 January 2026 3,000,000 unlisted options exercisable at $0.07 (7 cents) expiring 29 November 2027
Mr Zhui Pei Yeo	113,898,154	5.09%	312,500 unlisted options exercisable at $0.065 (6.5 cents) exp 31 January 2026 13,471,948 unlisted options exercisable at $0.0675 (6.75 cents) expiring 29 May 2027	312,500 unlisted options exercisable at $0.065 (6.5 cents) exp 31 January 2026 13,471,948 unlisted options exercisable at $0.0675 (6.75 cents) expiring 29 May 2027 3,000,000 unlisted options exercisable at $0.07 (7 cents) expiring 29 November 2027

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Director (and/or associate(s))	Existing		Options Directly and Indirectly Held	Following issue of the Options
	Shares Directly and Indirectly Held	% of total issued Shares		
Mr Richard Morrow	7,658,138	0.31%	312,500 unlisted options exercisable at $0.065 (6.5 cents) exp 31 January 2026 222,222 unlisted options exercisable at $0.0675 (6.75 cents) expiring 29 May 2027	312,500 unlisted options exercisable at $0.065 (6.5 cents) exp 31 January 2026 222,222 unlisted options exercisable at $0.0675 (6.75 cents) expiring 29 May 2027 3,000,000 unlisted options exercisable at $0.07 (7 cents) expiring 29 November 2027

If each respective Director's proposed Options were to be exercised (assuming no other director exercised their Options, and there were no other issues of shares, including those relating to proposed resolutions to be considered at this Meeting), the above percentages would increase as follows:

Director	Existing %	New %
Mr Oliver Kleinhempel	0.99%	1.39%
Mr Stephen Weir	0.10%	0.233%
Mr Stephen Layton	2.42%	2.61%
Mr Zhui Pei Yeo	5.09%	5.22%
Mr Richard Morrow	0.31%	0.48%

Total number of securities previously issued under the Plan to each respective Director is set out below:

Director	Previous issues under an EIP	Acquisition price
Mr Oliver Kleinhempel	10,000,000 on 17 May 2021	$0.06
Mr Stephen Weir	-	
Mr Stephen Layton	4,000,000 on 17 May 2021	$0.06
Mr Zhui Pei Yeo	4,000,000 on 17 May 2021	$0.06
Mr Richard Morrow	4,000,000 on 17 May 2021	$0.06

ASX Listing Rules requirements

As noted above, the Company is proposing to issue Options to Directors (or their Nominee(s)) (the "**Issue**").

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

10.14.1 a director of the company;
10.14.2 an associate of a director of the company; or
10.14.3 a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders, unless it obtains the approval of its shareholders.

The Issue falls within Listing Rule 10.14.1 above, as the Plan constitutes an "employee incentive scheme" under the ASX Listing Rules, and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

Resolutions 5 to 9 therefore seeks the required shareholder approval to the Issue under and for the purposes of Listing Rule 10.14.

If Resolutions 5 to 9 are passed, the Company will be able to proceed with the issue of the respective Options and the applicable Directors will receive the number of Options set out above, with the increase in their remuneration and potential increase in their shareholding if the Options are converted to Shares, as described above.

If Resolutions 5 to 9 are not passed, the Company will not be able to proceed with the issues of the respective Options

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to the applicable Director(s) and the applicable Director(s) will not receive the Options or any potential shareholdings as described above.

If approvals are given under ASX Listing Rule 10.14, approvals are not required under ASX Listing Rule 7.1.

Disclosures for the purposes of ASX Listing Rule 10.15

The following disclosures are made for the purposes of ASX Listing Rule 10.15:

a) the proposed recipients are Mr Oliver Kleinhempel, Mr Stephen Weir, Mr Stephen Layton, Mr Richard Morrow and Mr Zhui Pei Yeo, (each of which fall within ASX Listing Rule 10.14.1.as each are a Director of the Company), or their respective nominee(s);

b) 8,000,000 Options are proposed to be issued to Mr Oliver Kleinhempel and 3,000,000 Options are proposed to be issued each to Mr Stephen Weir, Mr Stephen Layton, Mr Richard Morrow and Mr Zhui Pei Yeo, being a total of 20,000,000 Options;

c) the remuneration package for each Director is as set out above;

d) the total number of securities previously issued to each Director under the Plan are set out above;

e) information about the securities is as follows:
    i. A summary of the material terms of the securities is set out above and also in Annexure A;
    ii. An explanation for the use of this type of security is set out above.
    iii. The total value the entity attributes to these securities is set out above.

f) the Options will be issued no later than one month after the date of the Meeting and in any event, no later than 3 years after the date of the meeting;

g) the Options will be issued for nil consideration.

h) the material terms of the Plan can be found in Annexure B to this Explanatory Statement

i) no loan will be made by the Company in relation to the grant of Options to Directors;

j) details of any securities issued under the Plan will be published in the Annual Report of the Company relating to a period in which the securities were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;

k) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after these Resolutions are approved and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.

Board Recommendation

The Board (with the respective Director abstaining in relation to the relevant Resolution regarding their own proposed Options) recommends that shareholders vote in favour of Resolutions 5 to 9.

The Chair intends to vote all undirected proxies in favour of Resolutions 5 to 9.

Voting Exclusions for Resolutions 5 to 9

A voting exclusion statement for this resolution is set out in Note 6 above.

SPECIAL BUSINESS

Resolution 10: Approval of 10% Placement Facility

Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to the equivalent of 10% of the Company's fully paid ordinary issued capital through placements over a 12-month period after the Annual General Meeting ("**10% Placement Facility**"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company is an eligible entity.

Resolution 10 seeks Shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. The effect of Resolution 10 will be to allow the Company to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without any further Shareholder approval, in addition to the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders approve Resolution 10, the number of Equity Securities permitted to be issued under the 10%

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Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

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 provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Resolution 10 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholder's present and eligible to vote at this Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an Annual General Meeting. This means it requires approval of 75% of the votes cast by Shareholder's present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

(b) Equity Securities

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

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, only Fully Paid Ordinary Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides those eligible entities which have obtained Shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12-month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of shares on issue at the commencement of the "relevant period" (which, for the Company, is the 12 month period immediately preceding the date of the issue or agreement):

(A) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;

(B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
   (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
   (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;

(C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
   (i) the agreement was entered into before the commencement of the relevant period; or
   (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;

(D) plus the number of fully paid shares issued in the relevant period with approval under Listing Rules 7.1 or 7.4;

(E) plus the number of partly paid shares that became fully paid in the relevant period;

(F) less the number of fully paid shares cancelled in the relevant period.

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

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant

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period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

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

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

(e) Nature of consideration for issue and Minimum Issue Price

The Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained and expires on the first to occur of the following:

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

(**10% Placement Period**).

Specific information required by Listing Rule 7.3A

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

(a) If this Resolution 10 is approved by Shareholders, the period for which the Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid commences on the date of the Annual General Meeting at which the approval is obtained, being 29 November 2024, and expires on the first to occur of the following:

(i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained, being 27 November 2025;
(ii) the time and date of the Company's next annual general meeting;
(iii) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(b) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) The purposes for which the funds raised by an issue of Equity Securities under rule 7.1A.2 may be used by the Company include:

(i) consideration for the acquisition(s) of new assets and investments, including the expenses

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associated with such acquisition(s); and

(ii) continued expenditure on the Company's current business and/or general working capital.

(d) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Shareholders may also be exposed to economic risk and voting dilution, including the following:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares as at 22 October 2024 **(Current Share Price)** and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.(2) as at the date of this Notice.

The table also shows:

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

Variable 'A' in Listing Rule 7.1A.2	**Dilution Scenario**	**Issue Price**		
		50% decrease in Current Share Price	**Current Share Price**	**100% increase in Current Share Price**
		$0.0240	$0.0480	$0.0960
Current Variable A 2,237,027,966 Shares	10% Voting Dilution	223,702,797 Shares		
	Funds raised	$ 5,368,867	$ 10,737,734	$ 21,475,468
50% increase in current Variable A 3,355,541,949 Shares	10% Voting Dilution	335,554,195 Shares		
	Funds raised	$ 8,053,301	$ 16,106,601	$ 32,213,203
100% increase in current Variable A 4,474,055,932 Shares	10% Voting Dilution	447,405,593 Shares		
	Funds raised	$ 10,737,734	$ 21,475,468	$ 42,950,937

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No Options or Convertible Notes are exercised into Shares before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.

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- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- The Current Share Price is $0.046, being the closing price of the Shares on ASX on 22 October 2024.

(e) Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

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

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders, subject to compliance with Listing Rule 10.11, and/or new Shareholders who are not related parties or associates of a related party of the Company.

(f) Previous issues over the Last 12 Months – Listing Rule 7.1A.2

Information about equity securities issued under Rule 7.1A.2 in the 12-month period preceding the date of the Meeting is set out as follows:

(a) the total number of equity securities issued or under rule 7.1A.2 in that 12 month period is 185,880,607 fully paid ordinary shares on 23 May 2024 at an issue price of $$0.04500.

(i) in relation to the issue of fully paid ordinary shares to senior financial advisor, Ian Kirkham made on 28 June 2024, as part of service fees under the Company's Employee Incentive Plan. There was no participant in this issue that were investors required to be disclosed under ASX Guidance Note 21.

(ii) the total number of equity securities agreed to be issued or under rule 7.1A.2 in that 12 month period is set out below.

Number of Equity Securities on issue at commencement of 12 month period	1,574,806,073 fully paid ordinary shares
Equity Securities issued in the prior 12 month period under Listing Rule 7.1A.2	185,880,607 fully paid ordinary shares
Percentage of Equity Securities represent of total number of Equity Securities on issue at commencement of 12 month period	11.80%

For full details of issues of equity securities made by the Company under Listing Rule 7.1A.2 since the date of the last Annual General Meeting, see Annexure C.

Special Resolution

The ability to issue equity securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution. This means it requires approval of 75% of the votes cast by Shareholders present or represented and eligible to vote.

Board Recommendation

The Board believes that this Resolution is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

A voting exclusion statement for this resolution is set out in Note 6 above.

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GLOSSARY

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

"**$**" means Australian Dollars;

"10% Placement Facility" has the meaning as defined in the Explanatory Statement for Resolution 10;

"**10% Placement Period**" has the meaning as defined in the Explanatory Statement for Resolution 10;

"**Annual Report**" means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2024;

"**ASX**" means ASX Limited ABN 77 115 009 106 or the Australian Securities Exchange, as the context requires;

"**Auditor**" means the Company's auditor, Nexia Melbourne Audit Pty Ltd;

"**Auditor's Report**" means the auditor's report on the Financial Report;

"**AEDT**" means Australian Eastern Daylight 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;

"**Closely Related Party**" of a member of Key Management Personnel has the meaning given in section 9 of the Corporations Act:

"**Company**" means EQ Resources Limited ACN 115 009 106;

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

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

"**Director**" means a Director of the Company;

"**Directors' Report**" means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

"**Explanatory Statement**" means the explanatory statement which forms part of this Notice;

"**Financial Report**" means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

"**Key Management Personnel**", or "**KMP**" 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;

"**Listing Rules**" means the Listing Rules of the ASX;

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

"**Notice**" means this Notice of Meeting including the Explanatory Statement;

"**Proxy Form**" means the proxy form attached to the Notice;

"**Remuneration Report**" means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 30 June 2024 and which is set out in the 2024 Annual Report.

"**Resolution**" means a resolution referred to in the Notice;

"**Section**" means a section of the Explanatory Statement;

"**Security**" means an equity security or a debt security;

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

"**Shareholder**" means shareholder of the Company;

"**Trading Day**" means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

"**VWAP**" means volume weighted average market price as defined in Listing Rule 19.12.

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ANNEXURE A – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

The following are the terms of the Options proposed to be issued to the Directors under Resolutions 5 to 9.

(a) The Options will be issued for no consideration.

(b) Each Option entitles the holder to be issued one Share on exercise.

(c) The exercise price of each Option will $0.07 (7 cents).

(d) The Options are exercisable by the holder at any time from the date of issue until the expiry date of 5:00pm (AEST) on 29 November 2027.

(e) The Company will provide to each Option holder a notice that is to be completed when exercising the

(f) An Option holder may only exercise a minimum of $500 of Options, or such lesser number if the exercise price of all of the Options held by the holder is less than that amount.

(g) Options will be deemed to have been exercised on the last day of the month in which the Notice of Exercise is lodged with the Company.

(h) Shares issued pursuant to exercise of Options will rank for dividend from the date they are issued and will otherwise rank equally with all other fully paid ordinary shares then on issue.

(i) The Company currently intends to apply for quotation of the Options on the official list of the ASX. Quotation of the Options is not guaranteed or automatic but will depend on ASX exercising its discretion under the Listing Rules.

(j) The Company will apply to ASX for quotation of the Shares issued on exercise of the Options.

(k) The Company will ensure, for the purposes of determining entitlements to any entitlement issue, that the Option holder will be notified of a proposed entitlement issue after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in such issues.

(l) If there is a bonus issue to the holders of the underlying securities, on the exercise of any Options, the number of securities received will include the number of bonus securities that would have been issued if the Options had been exercised prior to the record date for bonus issues. The exercise price will not change.

(m) In the event of a pro rata issue (except a bonus issue) of Shares offered or made to the holders of Shares, the exercise price of each Option existing on the record date for determining entitlements in relation to the pro rata issue will be reduced in a proportion as considered appropriate by the Board.

(n) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Option holder shall be reconstructed in a manner as considered appropriate by the Board and in accordance with the ASX Listing Rules.

(o) Before listing on ASX, the Options are freely transferable, subject to the terms of the Corporations Act and the ASX Listing Rules, through an instrument in writing in a form approved by the Company which is signed by or on behalf of both the transferor and the transferee. The duly completed form to be submitted to the Company and accompanied by any evidence the Company may require.

(p) In the event the Options are listed as an approved financial product, transfer can be effected through CHESS or another prescribed clearing and settlement facility in accordance with the ASX Settlement Operating Rules. The transfer can be declined, or a holding lock be applied to prevent a transfer of the Options, if permitted to do so by the ASX Listing Rules.

(q) Transmission can be effected to the legal personal representative of the deceased if the deceased was a sole holder, and the survivor or survivors if the deceased was a joint holder.

(r) At a meeting of holders of Options, the rules applicable to the convening, holding, and voting at, a general meeting of the Company will apply, so far as they are capable of application, to that meeting on the basis that on a poll a holder is entitled to 1 vote for each Option held.

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ANNEXURE B – MATERIAL TERMS OF THE EMPLOYEE INCENTIVE PLAN

The full terms of the Plan may be inspected at the registered office of the Company during normal business hours. A summary of the terms of the Plan is set out below.

1. AWARDS

Under the Plan, Participants (as defined below) will be granted incentive awards (***Awards***) which may comprise:

(a) shares in the Company, issued at a price determined by the Board in their sole and absolute discretion, subject to any vesting conditions (***Shares***); and/or
(b) options, issued at a price determined by the Board in their sole and absolute discretion, each to subscribe for one Share on payment of an exercise price determined by the Board in their sole and absolute discretion, and subject to any vesting conditions (***Options***); and/or
(c) performance rights, issued at a price determined by the Board in their sole and absolute discretion, each being a conditional right to subscribe for one Share on payment of an exercise price determined by the Board in their sole and absolute discretion, and subject to the satisfaction of any vesting conditions (***Performance Rights***).

Awards may have grant conditions. Subject to those grant conditions being satisfied, all Awards will be granted subject to the satisfaction of vesting conditions (if any) as determined by the Board in its sole and absolute discretion.

2. ELIGIBILITY

At the discretion of the Board, a person who is:

(a) a full time or part time employee or non-executive director of the Company or an associated body corporate (being a body corporate that is a related body corporate of the body, a body corporate that has voting power in the body of not less than 20% or a body corporate in which the body has voting power of not less than 20%) (***Group Company***);
(b) an individual who is or might reasonably be expected to be engaged to work the number of hours that are the pro rata equivalent of 40% or more of a comparable full-time position with a Group Company; or
(c) an individual or company with whom a Group Company has entered into a contract for the provision of services under which the individual or a director or their spouse performs work for a Group Company, where the work is or might reasonably be expected to be the number of hours that are the pro rata equivalent of 40% or more of a comparable full time position with a Group Company, is permitted to participate in the Plan.

People eligible to participate in the Plan are called ***Eligible Employees***. The Board may permit an Award the subject of an offer to be issued to another party nominated by an Eligible Employee (for example, the Eligible Employee's (a) immediate family member; (b) a corporate trustee of a self-managed superannuation fund (within the meaning of the Superannuation Industry (Supervision) Act 1993) where the Eligible Employee is a director of the trustee; or (c) a company whose members are no-one other than the Eligible Employee or their immediate family members) (***Nominated Party***).

A ***Participant*** is an Eligible Employee or Nominated Party to whom an Award has been granted.

3. PAYMENT FOR AWARDS

Awards can be issued at a price (if any) determined by the Board in their sole and absolute discretion.

4. LIMITS ON NUMBER OF AWARDS GRANTED

Under the Plan rules, where an offer is made under the Plan, the Board must, at the time of making the offer, have reasonable grounds to believe that the total number of Shares (or, in respect of Options or Performance Rights, the total number of Shares which would be issued if those Options or Performance Rights were exercised) will not exceed the maximum number permitted by the Corporations Act (including the ESS Corporations Act Provisions) and the Listing Rules during the relevant period.

5. ENTITLEMENTS OF PARTICIPANTS

(a) Notice of meeting
Unless otherwise resolved by the Board when it makes an offer, and subject to the terms of issue, a Participant is entitled to notice of a meeting of the Shareholders and may exercise (whether in person or

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by proxy) any voting rights attaching to any Shares registered in the Participant's name which were the subject of the offer.

(b) Dividends

The Board may determine, at the time of an offer of Shares, whether the Participant is entitled to receive any dividends declared or paid by the Company on unvested Shares (including whether any such dividends are to be held in escrow until the Shares are fully vested). Participants who hold Options or Performance Rights are not entitled to receive any dividends declared by the Company. No adjustment will be made to the number of Performance Rights or Options granted to a Participant under the Plan if dividends or other distributions are paid on the Shares prior to their vesting or exercise.

(c) Changes in capital

Unless otherwise resolved by the Board when it makes an offer, a Participant who holds Shares has the same entitlement as any other Shareholder to participate in a bonus issue or rights offer, provided that if the Shares are unvested and/or have any restrictions on sale imposed on them, any Shares issued to a Participant under the bonus issue or rights offer will be subject to the Plan as if those shares were Shares issued under the offer made to the Participant.

Options or Performance Rights do not confer on the Participant the right to participate in new issues of Shares by the Company.

In the event of a capital reconstruction, subject to any provision in the Listing Rules, the Board may adjust any or all of the number of Shares issued pursuant to the offer to a Participant as the Board deems appropriate. If there is a reorganisation of capital, the rights of a Participant will be changed to the extent necessary to comply with the Listing Rules.

If the Company makes a pro rata issue (except a bonus issue) the exercise price of Options and Performance Rights will be reduced in accordance with the Listing Rules.
If the Company makes a bonus issue the number of underlying Shares over which the Option or Performance Right is exercisable will be increased by the number of Shares that would have been received if the relevant Option or Performance Right had been exercised before the record date for the bonus issue.

If a resolution for a voluntary winding up is proposed, the Board may give notice to Participants providing a period to exercise Options or Performance Rights, subject to the relevant vesting conditions.

6. DEALING, VESTING AND EXERCISE

(a) Dealing

Participants must not dispose of, grant (or purport to grant) any security interest in or over, or otherwise deal with (or purport to dispose or deal with) an Award unless:

(i) it is in compliance with the terms of the Share offer and any Share vesting conditions; or
(ii) in respect of Options and Performance Rights, the prior consent of the Board is obtained (which consent may impose such terms and conditions on such assignment, transfer, novation, encumbrance or disposal as the Board sees fit in its sole and absolute discretion) or such assignment or transfer occurs by force of law upon the death of a Participant to the Participant's legal personal representative.

While the Shares are subject to any restrictions, the Board may do such things it considers necessary and appropriate to enforce the restrictions, including but not limited to imposing a holding lock on the Shares during the relevant restriction period.

(b) Vesting

Awards only vest if the applicable vesting conditions are satisfied, waived by the Board or are deemed to have been satisfied under the Plan. The vesting conditions are determined prior to the granting of such Awards by the Company.

(c) Exercise

Vested Options and Performance Rights can only be exercised during the exercise period specified in the invitation to participate in the Plan.
The exercise price per Share in respect of an Option or Performance Right granted pursuant to the Plan will be determined by the Board. Upon exercise, one Share will be issued to the Participant for each exercised Option or converted Performance Right.
Options and Performance Rights will expire on the date that is two years after the date of issue, or such other period determined by the Board or the Plan.

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7. LAPSE OF AWARDS

Subject to the Board's discretion, if a Participant resigns (other than in circumstances of redundancy, mental illness, total and permanent disability, terminal illness or death), is dismissed from office for cause or poor performance, or in another circumstance determined by the Board:

(a) unvested Shares will be forfeited;
(b) unvested Options and Performance Rights will lapse;
(c) vested Options and Performance Rights that have not been exercised will lapse on the date of cessation of employment or office.

If a Participant's employment or engagement with a Group Company ceases in any other circumstances, unless the Board determines different treatment is warranted:

(a) unvested Shares will be forfeited;
(b) unvested Options and Performance Rights will lapse; and
(c) vested Options and Performance Rights that have not been exercised will continue in force and remain exercisable, until the last exercise date determined by the Board or the Plan.

8. FORFEITURE OF SHARES

Unvested Shares will be forfeited on the earlier of:

(a) the Board determining any applicable vesting condition has not been, or is not capable of being satisfied, reached or met;
(b) the Shares being forfeited under the Plan provisions dealing with cessation of employment, change of control, breach, fraud or misconduct; or
(c) unless the Board determines otherwise, the Participant purporting to deal with the Shares in breach of the vesting conditions of the Plan or enter into an arrangement to affect their economic exposure to unvested Shares where restricted by applicable law.

Vested Shares can also be forfeited under Rule 11 (see below). The Company must:

(a) sell forfeited Shares in the ordinary course of trading on the ASX;
(b) buy back and cancel the forfeited Shares; or
(c) deal with the forfeited Shares in any other manner determined by the Board from time to time.

No consideration or compensation is payable to a Participant for, or in relation to, the forfeiture of Shares under the Plan.

8. BREACH, FRAUD OR MISCONDUCT

If the Board determines that a Participant has:

(a) been dismissed or removed where a Group Company was entitled to do so without notice;
(b) been indicted for an offence under the Corporations Act;
(c) had civil judgement entered against them;
(d) committed fraud, defalcation or gross misconduct; or
(e) materially breaches their duties or obligations,

in connection with a Group Company, or has done an act which brings a Group Company into disrepute, the Board may determine that:

(a) unvested Shares will be forfeited;
(b) unvested Options and Performance Rights will lapse.

10. CHANGE OF CONTROL EVENTS

On the occurrence of a Change of Control Event (as defined in the Plan, which includes an unconditional takeover offer, a court approved scheme of arrangement, a merger resulting in the current Shareholders being entitled to 50% or less of the shares of the merged entity, a Group Company agreeing to sell a majority of its business or assets or a determination of the Board that control of the Company has or is likely to change), the Board may in its sole and absolute discretion determine how unvested Awards will be treated, including but not limited to:

(a) determining that all or a portion of unvested Awards will vest; and/or
(b) reducing or waiving vesting conditions.

11. CLAWBACK

If an event occurs which means vesting conditions were not or should not have been determined to have been satisfied, the Board may:

(a) cancel the affected Options or Performance Rights for no consideration or treat the Shares as forfeited;
(b) require the Participant pay the Company the after-tax value of the affected Shares, Options or Performance Rights within 30 business days; or

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(c) adjust fixed remuneration, incentives or participation in the Plan to take account of the after-tax value of the affected Shares, Options or Performance Rights.

12. AMENDMENTS TO TERMS OF EXERCISE OR THE PLAN

The Board may vary the terms of exercise of Options or Performance Rights and may reduce or waive vesting conditions. However, no variation to the terms of exercise of an Option or Performance Right will be made without the consent of the Participant if it would have a material prejudicial effect on them, unless introduced primarily to comply with the law, to correct manifest error or to enable regulatory compliance.

The Board may amend the terms of the Plan, provided that the rights or entitlements granted before the amendment shall not be reduced or adversely affected without the prior written approval of the affected Participant.

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ANNEXURE C – PREVIOUS ISSUES UNDER LISTING RULE 7.1A.2

The 12 months preceding the date of the meeting under Listing Rule 7.3A.6	27 November 2023 – 26 November 2024
Total number of fully paid ordinary securities on issue at the commencement of the 12 months preceding the date of the meeting	1,574,806,073
Equity Securities issued in the prior 12 month period under Listing Rule 7.1A.2	185,880,607 fully paid ordinary shares *
Date of issue	29 May 2024
Consideration amount	AUD $0.04500
Rank Equally from the date of issue	Yes
Participants	Institutional and sophisticated investors

** Note: 205,940,008 Shares at $0.045 per share were ratified under LR7.1 and LR7.1A by shareholders in the GM held on 29 July 2024. Noting that 185,880,607 were ratified under LR 7.1A*

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Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

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SAMPLE

Your proxy voting instruction must be received by **03.00pm (AEDT) on Wednesday, 27 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS
The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING
Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY
You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES
If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of EQ Resources Limited, to be held at **03.00pm (AEDT) on Friday, 29 November 2024 Virtually via Zoom Webinar (please refer to Notice of the Meeting)** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 5, 6, 7, 8 and 9 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 5, 6, 7, 8 and 9 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report	☐	☐	☐
2	Re-Election of Mr Richard Morrow as a Director of the Company	☐	☐	☐
3	Re-Election of Mr Zhui Pei Yeo as a Director of the Company	☐	☐	☐
4	Election of Mr Stephen Weir as a Director of the Company	☐	☐	☐
5	Approval to Grant Options to Mr Oliver Kleinhempel as a Director of the Company	☐	☐	☐
6	Approval to Grant Options to Mr Stephen Weir as a Director of the Company	☐	☐	☐
7	Approval to Grant Options to Mr Stephen Layton as a Director of the Company	☐	☐	☐
8	Approval to Grant Options to Mr Richard Morrow as a Director of the Company	☐	☐	☐
9	Approval to Grant Options to Mr Zhui Pei Yeo as a Director of the Company	☐	☐	☐
10	Approval of 10% Placement Facility	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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