
CUFE LIMITED
ACN 112 731 638
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00am (WST)

DATE: Wednesday, 30 November 2022

PLACE: 32 Harrogate Street, West Leederville, WA 6007

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 28 November 2022.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Director's report, the Remuneration Report and the Auditor's report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s annual financial report for the financial year ended 30 June 2022.”

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

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

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MARK HANCOCK

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

“That, for the purpose of clause 13.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Mark Hancock, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 12,500,000 Shares on the terms and conditions set out in the Explanatory Statement.”

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

RESOLUTION 4 – ISSUE OF SECURITIES TO A RELATED PARTY - TONY SAGE

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 10,000,000 Options to, the Director, Tony Sage or his nominee on the terms set out in the Explanatory Statement.”

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

RESOLUTION 5 – ISSUE OF SECURITIES TO A RELATED PARTY – MARK HANCOCK

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 10,000,000 Options to, the Director, Mark Hancock or his nominee on the terms set out in the Explanatory Statement.”

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

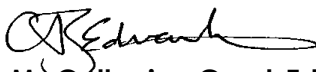
RESOLUTION 6 – APPROVAL OF 7.1A MANDATE

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

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

Dated: 15 October 2022

By order of the Board



**Ms Catherine Grant-Edwards
Company Secretary**

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none">(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or(b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none">(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or(b) the voter is the Chair and the appointment of the Chair as proxy:<ul style="list-style-type: none">(i) does not specify the way the proxy is to vote on this Resolution; and(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
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Voting Exclusion Statements

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

Resolution 3 – Ratification of prior issue of Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely Gecko Mining Company Pty Ltd) or an associate of that person or those persons.
Resolution 4 – Issue of Securities to a Related Party – Tony Sage	The recipient of the respective Options (or their respective nominees) 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 Company) or an associate of that person or those persons.
Resolution 5 – Issue of Securities to a Related Party – Mark Hancock	The recipient of the respective Options (or their respective nominees) 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 Company) or an associate of that person or those persons.

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6181 9793.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://www.cufe.com.au/>.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

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

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

2.2 Voting consequences

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

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

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

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

2.3 Previous voting results

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

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MARK HANCOCK

3.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mark Hancock, who has served as a Director since 1 September 2019 and was elected on 22 November 2019, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Mr Mark Hancock has over 30 years' experience in key financial, commercial and marketing roles across a variety of industries with a strong focus on natural resources. During his 13 years at Atlas Iron Ltd, Mr Hancock served in numerous roles including CCO, CFO, Executive Director and Company Secretary. Mr Mark Hancock is currently a director or has been a director of the following listed companies in the three years immediately before the end of the current financial year:

- (a) Centaurus Metals Ltd (September 2011 to Present);
- (b) Strandline Resources Ltd (August 2020 to Present); and
- (c) Cyclone Metals Limited (previously Cape Lambert Resources Ltd) (February 2020 to August 2020).

3.3 Independence

If re-elected the Board considers Mark Hancock not to be an independent Director.

3.4 Board recommendation

The Board has reviewed Mark Hancock's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mark Hancock and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES

4.1 Background and general

As announced on 24 September 2021, the Company entered into an agreement with Gecko Mining Company Pty Ltd Pty Ltd (ACN 169 920 745) (**Gecko**), pursuant to which it has agreed to acquire a 60% interest in Gecko's tenements package

comprising the Tennant Creek Copper/Gold Project in the Northern Territory (**Tennant Creek Project**) (**Acquisition**).

The Tennant Creek Acquisition was completed on 9 December 2021. Consideration included \$5,000,000 cash (payable in three instalments) (**Cash Consideration**), 85,000,000 shares, and 75,000,000 unlisted options exercisable at \$0.10 expiring 3 years from date of issue. The shares and unlisted options which were approved for issue by shareholders at the Company's annual general meeting held 24 November 2021 were issued and the transaction was completed on 9 December 2021. At that date, there remained a deferred cash payment of \$2,000,000 (part of the Cash Consideration) (**Deferred Consideration**) which was payable six months from completion.

On 8 April 2022, the Company announced a variation of terms to the binding agreement previously entered into with Gecko. The parties agreed to vary the agreement such that the Deferred Consideration amount would be settled as follows:

- \$1,000,000 payable in cash 8 April 2022;
- \$500,000 to be settled via the issue of 12,500,000 ordinary shares at a deemed issue price of \$0.04 each on 11 April 2022 (fair value on date of issue \$425,000) (**Settlement Shares**); and
- \$500,000 payable in cash 1 July 2022 (**Final Cash Payment**).

The Final Cash Payment was settled on 1 June 2022 at a discounted amount of \$490,000 (representing a saving of \$10,000 for early payment).

On 11 April 2022, the Company issued the 12,500,000 Settlement Shares.

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

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 6 being passed at this Meeting.

The issue of the Settlement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Settlement Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Settlement Shares.

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Settlement Shares.

4.2 Technical information required by Listing Rule 14.1A

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

If Resolution 3 is not passed, the Settlement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Settlement Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 6 being passed at this Meeting.

4.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- (a) the Settlement Shares were issued to Gecko (or its nominee);
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that the recipient of the Settlement Shares is a substantial Shareholder. The notified interests of the substantial Shareholder (reflecting Gecko, Gold Valley Iron Ore Pty Ltd and Goldvalley Brown Stone Pty Ltd) were as follows:
 - (i) prior to being issued the Settlement Shares, a notified interest of 15.78%;
 - (ii) following the issue of Settlement Shares, a notified interest of 16.88%; and
 - (iii) as at this Notice Date, a notified interest of 17.94%.
- (c) 12,500,000 Settlement Shares were issued and the Settlement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Settlement Shares were issued on 11 April 2022;
- (e) the Settlement Shares were issued at a nil issue price, to settle \$500,000 of the Deferred Consideration as part of the acquisition of a 60% interest in

the Tennant Creek Project. The Company has not and will not receive any other consideration for the issue of the Settlement Shares; and

- (f) the Settlement Shares were issued to Gecko under the Binding Term Sheet between the Company and Gecko (a summary of material terms were set out in Schedule 5 of the notice of annual general meeting for the meeting held 24 November 2021), the terms of which were subsequently varied (as detailed at Section 4.1).

5. RESOLUTION 4 AND 5 – ISSUE OF SECURITIES TO RELATED PARTIES

5.1 General

On 8 September 2022, the Company announced that it would seek shareholder approval to issue Options to Executive Directors Mr Tony Sage and Mr Mark Hancock. The Options are exercisable at 2.7c each expiring 7 September 2024 and are otherwise subject to the terms set out in SCHEDULE 1. The proposed Options are to remunerate and incentivise the Executive Directors.

Resolutions 4 and 5 seek Shareholder approval under Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue.

The Company has agreed, subject to Shareholder approval, to issue 20,000,000 Options to the Directors (**Incentive Options**), as follows:

Directors	Number of Incentive Options
Tony Sage	10,000,000
Mark Hancock	10,000,000
Total	20,000,000

The primary purpose of the grant of the Incentive Options to the Directors is to provide an attractive remuneration package for the Executive Directors to motivate and reward the performance of the Executive Directors, in particular:

- (a) the grant of Incentive Options to the Executive Directors will align the interests of the Executive Directors with those of Shareholders;
- (b) the grant of the Incentive Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Executive Directors; and
- (c) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Incentive Options upon the terms proposed.

5.2 Listing Rules

Broadly speaking and subject to a number of exceptions:

- (a) Listing Rule 7.1 limits the number of equity securities a company can issue without the approval of its shareholders over any 12 month period to 15%

of the fully paid up ordinary securities it had on issue at the start of that period.

- (b) Listing Rule 10.11 prohibits the issue of securities to related parties and certain others, and their associates, by a listed Company without prior Shareholder approval.

Listing Rule 7.1A permits listed entities who meet the threshold eligibility criteria and have obtained the approval of their ordinary shareholders by special resolution at their general meeting, to issue an additional 10% of issued capital by way of placement over a 12 month period.

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

Securities issues and agreements that are approved by Shareholders under Listing Rules 7.4 and 10.1 are not included in calculating an entity's 15% capacity under Listing Rule 7.1.

5.3 Regulatory requirements

Chapter 2E of the Corporations Act prohibits a public 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 provision; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

Related party is widely defined under the Corporations Act, and includes directors of a company. Financial benefit is defined broadly and includes the issue of Options. The Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. Resolutions 4 and 5 seek Shareholder approval for the purposes of Chapter 2E.

As summarised in Section 5.2 above, Listing Rule 10.11 requires prior shareholder approval for the issue of Equity Securities to related parties (which includes directors, certain relatives and their controlled entities), except for certain issues set out under Listing Rule 10.12.

The proposed issue of securities to the Company's Directors or their nominees does not fall within any of the exceptions under Listing Rule 10.12 and requires Shareholder approval under Listing Rule 10.11. Resolutions 4 and 5 seek Shareholder approval under Listing Rule 10.11 for the issue of securities to the Directors (or their nominees). If Resolutions 4 and 5 are passed, the Company will be able to proceed with the issues and the Directors will be issued with the Incentive Options as set out above. If Resolutions 4 and 5 are not passed, the Company will not be able to proceed with the issues and may have to negotiate with the Directors on alternative arrangement to compensate the Directors.

If approval is given under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1. Shareholder approval of the issue of the securities to the above related parties means that these issues will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

5.4 Information required by Chapter 2E of the Corporations Act

For the purposes of section 219 of the Corporations Act and ASIC Regulatory Guide 76, the following information is provided to Shareholders to enable them to assess the merits of Resolutions 4 and 5:

- (a) The related parties to whom Resolutions 4 to 5 would permit the benefit to be given are Tony Sage and Mark Hancock, who are each Directors.
- (b) The nature of the financial benefit:
- (i) 10,000,000 Incentive Options to Tony Sage; and
 - (ii) 10,000,000 Incentive Options to Mark Hancock.
- (c) The Incentive Options have an exercise price of 2.7c each and expire at 5:00pm (WST) on 7 September 2024, and are otherwise on terms set out in SCHEDULE 1.
- (d) Reasons for giving the benefit:
- The reason for giving the benefit is set out in Section 5.1.
- (e) The existing relevant interest of the related parties in securities of the Company are set out below:

Related Party	Shares	Options
Tony Sage	29,173,010	7,500,000
Mark Hancock	2,500,000	7,500,000

- (f) Total remuneration package

Related Party	Actual Previous Financial year (30 June 2022) (\$)	Estimate Current Financial Year (30 June 2023) (\$)
Tony Sage	286,449 ¹	250,831 ²
Mark Hancock	316,449 ³	280,831 ⁴

Notes:

¹ Comprising base Directors' fees of \$180,000, and share-based payments of \$106,449.

² Comprising base Directors' fees of \$180,000, and share-based payments of \$70,831 (being the value of proposed Incentive Options the subject of Resolution 4).

³ Comprising base Directors' fees of \$210,000, and share-based payments of \$106,449.

⁴ Comprising base Directors' fees of \$210,000, and share-based payments of \$70,831 (being the value of proposed Incentive Options the subject of Resolution 5).

- (g) Dilution

The Company's issued share capital will not change as a result of the issue of the Incentive Options to the related parties. If the Incentive Options are exercised, a total of 20,000,000 Shares would be issued. This will increase the number of Shares on issue from 966,112,365 (being the total number of Shares on issue as at the date of this Notice) to 986,112,365 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.0%, comprising 1.0% by each by Mr Tony Sage and Mr Mark Hancock.

(h) Valuation of the financial benefit to be given

The Incentive Options have been valued using the Black & Scholes option pricing model. Measurement inputs include the Share Price on the measurement date, the exercise price, the term of the Incentive Option, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Incentive Option. The valuation of the Incentive Options is set out below:

Assumptions	
Valuation date	8 September 2022
Market price of Shares	\$0.019 per Share
Exercise price	\$0.027 each
Expiry date	7 September 2024
Risk free interest rate	2.90%
Expected volatility	84.98%
Indicative value per Option (undiscounted)	\$0.0071
Total Value of Options (undiscounted)	\$141,662
Discount	Nil
Indicative value per Option	\$0.0071
Total Value of Options to be issued to Mr Sage	\$70,831
Total Value of Options to be issued to Mr Hancock	\$70,831

(i) Other information

The Directors are not aware of any other information that is reasonably required by Shareholders to allow them to make a decision on whether it is in the best interests of the Company to pass Resolutions 4 and 5.

5.5 Resolutions 4 and 5 – Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided about the issue of the Incentive Options under Resolutions 4 and 5:

- (a) The persons participating in the issues are the following, each of whom is a related party:
 - (i) Resolution 4 - Tony Sage (or his nominee), a Director.
 - (ii) Resolution 5 - Mark Hancock (or his nominee), a Director.
- (b) Each of the persons is a Director and is therefore a related party and subject to Listing Rule 10.11.1.
- (c) The maximum number of securities to be issued is 20,000,000 Incentive Options. Refer to section 5.1 for details.
- (d) The securities to be issued are Incentive Options with an exercise price of \$0.027 each and an expiration date at 5:00 pm (WST) on 7 September 2024. The Incentive Options are subject to vesting conditions and are otherwise subject to the terms as set out in SCHEDULE 1.
- (e) The securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue will occur on the same date.
- (f) The securities will be issued for nil cash consideration to provide an attractive remuneration package for the Executive Directors to motivate and reward the performance of the Executive Directors.
- (g) The securities are issued to motivate and reward the performance of the Directors, and no funds will be raised from the issue. Funds raised from the exercise of the Incentive Options will be used towards the working capital of the Company.
- (h) The Directors' current total remuneration packages is set out in section 5.4(f).
- (i) Other than those set out in this section and SCHEDULE 1, there are no other material terms in relation to the issue.
- (j) A voting exclusion statement is included in the Notice.

5.6 Director Recommendation

Mr Tony Sage and Mr Mark Hancock refrain from making a recommendation in relation to Resolutions 4 and 5 as they have a personal interest in the Resolutions. Mr Nicholas Sage recommends that Shareholders vote in favour of Resolutions 4 and 5.

6. RESOLUTION 6 – APPROVAL OF 7.1A MANDATE

6.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval

of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$14.5 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 14 October 2022).

Resolution 6 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 6 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 6 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

6.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 8:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 6.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for:

- (i) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);
- (ii) continued exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration);
- (iii) towards mining production operating costs;
- (iv) the development of the Company's current business; and
- (v) general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 6 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 14 October 2022.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.008	\$0.015	\$0.02
			50% decrease	Issue Price	50% increase
		Funds Raised			
Current	966,112,365 Shares	96,611,236 Shares	\$772,889	\$1,449,168	\$2,222,058
50% increase	1,449,168,548 Shares	144,916,854 Shares	\$1,159,334	\$2,173,752	\$3,333,087
100% increase	1,932,224,730 Shares	193,222,473 Shares	\$1,545,779	\$2,898,337	\$4,444,116

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 966,112,365 Shares on issue.
2. The issue price set out above is the closing market price of the Shares on the ASX on 14 October 2022 (being \$0.015).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. 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%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
 - (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
 - (iii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
 - (v) prevailing market conditions; and
 - (vi) advice from corporate, financial and broking advisers (if applicable).
- (f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 24 November 2021 (**Previous Approval**).

The Company has not issued Equity Securities pursuant to Listing Rule 7.1A under the Previous Approval.

6.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 6.1.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

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

Company means Cufe Ltd (ACN 112 731 638).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2022.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

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

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF INCENTIVE OPTIONS

(a) **Entitlement**

Each Option, subject to vesting condition, entitles the holder to subscribe for one Share upon exercise of the Options as follows:

Number of Options (%)	Exercise Price	Expiration Date	Vesting conditions ^{1, 2}
100%	\$0.027 each	7 September 2024	Options shall vest on 7 September 2023 (Vesting Date), subject to remaining as an appointed director of the Company at this vesting date.

¹ Should the director cease to be an appointed director of the Company: (i) any Options that have not vested as at the Cessation Date shall immediately lapse on the date of cessation as an appointed director of the Company (**Cessation Date**); and (ii) any Options that have vested but not been exercised will not be affected and shall be retained by the holder.

² In the event of a change of control of the Company (being where a person acquires a relevant interest in 50% or more of the Company's issued Shares), the Options will vest immediately.

(b) **Exercise Price**

The amount payable upon exercise of each Option is set out in (a) above.

(c) **Expiry Date**

Each Option will expire on a date as set out in (a) above (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on and from the satisfaction of the relevant vesting conditions set out in (a) above or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

The Company will in accordance with the timetable specified in the Listing Rules:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (ii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are not transferable without consent of the Board.

(m) **Unquoted**

The Company will not apply for quotation of the Options.

LODGE YOUR VOTE

-  **ONLINE**
https://investorcentre.linkgroup.com
-  **BY MAIL**
CuFe Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of CuFe Ltd and entitled to participate in and vote hereby appoint

APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (WST) on Wednesday, 30 November 2022 at 32 Harrogate Street, West Leederville, WA 6007 (the Meeting)** and at any postponement or adjournment of the Meeting.


Important for Resolutions 1, 4 & 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overlaid before marking any boxes with an

Resolutions	For	Against	Abstain*	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Issue of Securities to a Related Party – Mark Hancock	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Director – Mark Hancock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of 7.1a Mandate	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
4 Issue of Securities to a Related Party - Tony Sage	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (WST) on Monday, 28 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

CuFe Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9277 0300



BY HAND

Delivering it to Link Market Services Limited*
Parramatta Square
Level 5, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

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