



# Lefroy Exploration

## Lefroy Exploration Limited

IBC No.29457

ARBN 052 123 930

## Notice of General Meeting and Explanatory Statement

**General Meeting of Shareholders to be held at  
the office of Lefroy Exploration Limited, Level 3, 7 Rheola Street, West Perth,  
Western Australia  
on Monday, 13 January 2025 commencing at 1.00pm (WST)**

This Notice of General Meeting and Explanatory Statement should be read in its entirety.

A proxy form is enclosed. If you are unable to attend the General Meeting please complete and return the enclosed proxy form in accordance with the specified directions. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser without delay.

**NOTICE OF GENERAL MEETING OF SHAREHOLDERS**

Notice is hereby given that a General Meeting of Lefroy Exploration Limited, incorporated in the British Virgin Islands, IBC No.29457, Australian Registered Business Number 052 123 930 (“Company”) will be held at the office of Lefroy Exploration Limited at Level 3, 7 Rheola Street, West Perth, Western Australia on Monday, 13 January 2025 commencing at 1.00pm (WST).

The purpose of the Meeting is to consider, and if thought fit, pass the following resolutions:

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**RESOLUTION 1 – RATIFICATION OF PLACEMENT**

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

“That, for the purpose of ASX Listing Rules 7.4, and for all other purposes, Shareholders ratify the issue of 43,285,725 Shares at an issue price of \$0.07 per Share issued on 5 November 2024, as follows:

- a) 23,364,925 Placement Shares issued under Listing Rule 7.1; and
- b) 19,920,800 Placement Shares issued under Listing Rule 7.1A,

on the terms and conditions set out in the Explanatory Statement.”

**Voting exclusion statement:** *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

- (a) a person who participated in the issue; or
- (b) 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.

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**RESOLUTION 2 – APPROVAL OF ISSUE OF SHARES TO MR DAVID KELLY (OR HIS NOMINEE)**

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 571,430 Shares at an issue price of \$0.07 per Share to Mr David Kelly (or his nominee), on the terms and conditions set out in the Explanatory Statement.”

**Voting exclusion statement:** *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

- (a) Mr Kelly (or his nominee) and any person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of Shares); or

(b) *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 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 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.*

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### **RESOLUTION 3 – APPROVAL OF ISSUE OF SHARES TO MR MICHAEL DAVIES (OR HIS NOMINEE)**

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

**“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,857,143 Shares at an issue price of \$0.07 per Share to Mr Michael Davies (or his nominee), on the terms and conditions set out in the Explanatory Statement.”**

**Voting exclusion statement:** *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

- (a) *Mr Davies (or his nominee) and any person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of Shares); or*
- (b) *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 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 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.*

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### **RESOLUTION 4 - APPROVAL OF ISSUE OF SHARES TO MS TARA FRENCH (OR HER NOMINEE)**

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

**“That pursuant to ASX Listing Rule 10.11 and for all other purposes, approval be given for the Company to issue 428,572 Shares at an issue price of \$0.07 per Share to Ms Tara French (or her nominee) on the terms and conditions set out in the Explanatory Statement.”**

**Voting exclusion statement:** *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

- (a) *Ms French (or her nominee) and any person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of Shares); or*

*(b) 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 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 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.*

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Members are referred to the Explanatory Statement accompanying this Notice of Meeting.

For the purpose of the meeting, securities will be taken to be held by the persons who are registered holders at 1.00pm (WST) on Saturday, 11 January 2025. Transactions registered after that time will be disregarded in determining entitlements to attend and to vote at the meeting.

**BY ORDER OF THE BOARD**



**Susan Park**  
**Company Secretary**  
9 December 2024

## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for Shareholders in connection with the business to be conducted at a General Meeting of the Company to be held the office of Lefroy Exploration Limited at Level 3, 7 Rheola Street, West Perth, Western Australia on Monday, 13 January 2025 commencing at 1.00pm (WST).

### **1. RESOLUTIONS 1(a) AND 1(b) – RATIFICATION OF PLACEMENT SHARES**

#### **1.1 Background**

On 28 October 2024, the Company announced a \$3.3 million placement (before costs) comprising the issue of 47,142,870 Shares at an issue price of \$0.07 per Share (**Placement**). Lefroy Directors committed to subscribe for a total of 3,857,145 Shares at the Placement issue price of \$0.07 per Share to raise \$270,000. The remaining 43,285,725 Shares (**Placement Shares**) were taken up by new to institutional and sophisticated investors as well as existing Shareholders. Bridge Street Capital Partners Pty Ltd acted as Sole Lead Manager for the Placement.

The proceeds of the Placement will be used to accelerate the Company's advancement towards commercialising its advanced gold projects and additionally, seeking to grow its gold resource base centred within the Company's flagship Lefroy Gold Project. Coupled with the Location 45 freehold land, the Lefroy Gold Project is located 35km southeast of Kalgoorlie within the Company's commanding and contiguous 635km<sup>2</sup> tenement package.

Proceeds from the capital raise will be focused initially on feasibility activities centred around the Company's advanced gold projects, specifically at Lucky Strike and Mt Martin, including shallow drilling to support confirmatory metallurgical studies, and targeted shallow resource definition drilling.

On ground activities and drilling to support these ventures will be scheduled throughout the December quarter of 2024 and through into the first quarter of 2025.

The Company issued the 43,285,725 Placement Shares on 5 November 2024. 23,364,925 Placement Shares were issued under Listing Rule 7.1 and 19,920,800 Placement Shares issued under Listing Rule 7.1A. Resolution 1 seeks Shareholder approval to the ratification for the purposes of Listing Rule 7.4 for the issue of a total of 43,285,725 Placement Shares.

#### **1.2 ASX Listing Rules 7.1, 7.1A and 7.4**

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

Under Listing Rule 7.1A, an eligible entity 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 obtained this approval at its 2023 annual general meeting held on 5 December 2023.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1 and the additional 10% placement capacity under

Listing Rule 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the issue of the Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A.

The effect of Shareholders passing Resolutions 1(a) and 1(b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, and the additional 10% placement capacity set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

If Resolution 1(a) is passed, 23,364,925 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1(b) is passed, 19,920,800 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1(a) is not passed, 23,364,925 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 23,364,925 Equity Securities for the 12-month period following the issue of those Placement Shares.

If Resolution 1(b) is not passed, 19,920,800 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 19,920,800 Equity Securities for the 12 month period following the issue of those Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

The Company confirms that Listing Rule 7.1 was not breached at the time the Placement Shares were issued.

### **1.3 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 Resolutions 1(a) and 1(b) and the ratification of the issue of the Placement Shares issued pursuant to the Company's existing Listing Rule 7.1 placement capacity:

- The Placement Shares were issued to new and existing institutional and sophisticated investors determined by Bridge Street Capital Partners Pty Ltd in consultation with the Board. The subscribers were not related parties of the Company at the time of the issue of the Shares.
- A total of 43,285,725 Placement Shares were issued on 5 November 2024 as follows:

- 23,364,925 Placement Shares were issued within the Company's 15% placement capacity permitted under Listing Rule 7.1; and
- 19,920,800 Placement Shares were issued within the Company's additional 10% placement capacity permitted under Listing Rule 7.1A. .
- The Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Shares will rank equally in all respects with the existing Shares on issue.
- The issue price of the Placement Shares was \$0.07 per Share.
- Funds raised from the Placement will be used to will be used to accelerate the Company's advancement towards commercialising its advanced gold projects and additionally, seeking to grow its gold resource base centred within the Company's flagship Lefroy Gold Project.
- A voting exclusion statement is included in Resolutions 1(a) and 1(b) of the Notice.

#### **1.4 Directors' recommendation**

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A. Therefore, the Directors unanimously recommend that Shareholders vote in favour of Resolutions 1(a) and 1(b).

## **2. RESOLUTIONS 2 TO 4 – APPROVAL OF ISSUE OF SHARES TO DAVID KELLY, MICHAEL DAVIES AND TARA FRENCH (OR THEIR RESPECTIVE NOMINEES)**

### **2.1 General**

As noted in Section 1.1 above, on 28 October 2024, the Company announced the Placement.

Lefroy Directors committed to participate in the Placement as follows:

- Lefroy non-executive Chairman Mr David Kelly (or his nominee) committed to subscribe for 571,430 Shares at the Placement issue price of \$0.07 per Share to raise \$40,000, subject to Shareholder approval in Resolution 2;
- Lefroy non-executive Director Mr Michael Davies (or his nominee) committed to subscribe for 2,857,143 Shares at the Placement issue price of \$0.07 per Share to raise \$200,000, subject to Shareholder approval in Resolution 3; and
- Lefroy non-executive Director Ms Tara French (or her nominee) committed to subscribe for 428,572 Shares at the Placement issue price of \$0.07 per Share to raise \$30,000, subject to Shareholder approval in Resolution 4.

The funds raised from the issue of Shares to the Directors will be used to accelerate the Company's advancement towards commercialising its advanced gold projects and additionally, seeking to grow its gold resource base centred within the Company's flagship Lefroy Gold Project.

### **2.2 ASX Listing Rule 10.11**

ASX Listing Rule 10.11 provides that a company must not issue Equity Securities to a Related Party without the approval of shareholders. Pursuant to Listing Rule 7.2 exception 14, where approval under

ASX Listing Rule 10.11 is obtained, approval is not required under Listing Rule 7.1 and the issue of securities will not be included in the Company's 15% limit.

Mr David Kelly, Mr Michael Davies and Ms Tara French fall within the category set out in ASX Listing Rule 10.11.1 by virtue of being a Director of Lefroy and are Related Parties of the Company.

The Resolutions are independent. If:

- Resolution 2 is not approved, the 571,430 Shares at an issue price of \$0.07 per Share under the placement to Mr Kelly will not be issued and the Company will not receive the additional \$40,000 in Placement proceeds;
- Resolution 3 is not approved, the 2,857,143 Shares at an issue price of \$0.07 per Share under the placement to Mr Davies will not be issued and the Company will not receive the additional \$200,000 in Placement proceeds; and
- Resolution 4 is not approved, the 428,572 Shares at an issue price of \$0.07 per Share under the placement to Ms French will not be issued and the Company will not receive the additional \$30,000 in Placement proceeds.

### **2.3 Technical information required by ASX Listing Rule 10.13**

Resolution 2 seeks Shareholder approval for the purposes of ASX Listing Rule 10.11 to approve the issue of 571,430 Shares at an issue price of \$0.07 per Share to Mr David Kelly (or his nominee).

In accordance with Listing Rule 10.13 the following information is provided in relation to Resolution 2:

- The 571,430 Shares will be issued to Mr David Kelly (or his nominee).
- Mr David Kelly falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director of Lefroy and is a Related Party of the Company.
- The maximum number of securities to be issued is 571,430 Shares.
- The 571,430 Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Shares will rank equally in all respects with the existing Shares on issue.
- The issue will occur on a single date no later than one (1) month after the date of the General Meeting or such later date to the extent permitted by an ASX waiver of the Listing Rules.
- The issue price of the Shares will be \$0.07 per Share.
- Funds raised from the issue will be used to accelerate the Company's advancement towards commercialising its advanced gold projects and additionally, seeking to grow its gold resource base centred within the Company's flagship Lefroy Gold Project.
- A voting exclusion statement is included in Resolution 2 of the Notice.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 10.11 to approve the issue of a total of 2,857,143 Shares at an issue price of \$0.07 per Share to Mr Michael Davies (or his nominee).

In accordance with Listing Rule 10.13 the following information is provided in relation to Resolution 3:

- The 2,857,143 Shares will be issued to Mr Michael Davies (or his nominee).
- Mr Michael Davies falls within the category set out in Listing Rule 10.11.1 by virtue of being a



- Director of Lefroy and is a Related Party of the Company.
- The maximum number of securities to be issued is 2,857,143 Shares.
  - The 2,857,143 Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Shares will rank equally in all respects with the existing Shares on issue.
  - The issue will occur on a single date no later than one (1) month after the date of the General Meeting or such later date to the extent permitted by an ASX waiver of the Listing Rules.
  - The issue price of the Shares will be \$0.07 per Share.
  - Funds raised from the issue will be used to accelerate the Company's advancement towards commercialising its advanced gold projects and additionally, seeking to grow its gold resource base centred within the Company's flagship Lefroy Gold Project.
  - A voting exclusion statement is included in Resolution 3 of the Notice.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 10.11 to approve the issue of a total of 428,572 Shares at an issue price of \$0.07 per Share to Ms Tara French (or her nominee).

In accordance with Listing Rule 10.13 the following information is provided in relation to Resolution 4:

- The 428,572 Shares will be issued to Ms Tara French (or her nominee).
- Ms Tara French falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director of Lefroy and is a Related Party of the Company.
- The maximum number of securities to be issued is 428,572 Shares.
- The 428,572 Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Shares will rank equally in all respects with the existing Shares on issue.
- The issue will occur on a single date no later than one (1) month after the date of the General Meeting or such later date to the extent permitted by an ASX waiver of the Listing Rules.
- The issue price of the Shares will be \$0.07 per Share.
- Funds raised from the issue will be used to accelerate the Company's advancement towards commercialising its advanced gold projects and additionally, seeking to grow its gold resource base centred within the Company's flagship Lefroy Gold Project.
- A voting exclusion statement is included in Resolution 4 of the Notice.

#### **2.4 Directors' recommendation**

The Directors (other than Mr David Kelly who has an interest in the Resolution) recommend that the Shareholders vote in favour of Resolution 2.

The Directors (other than Mr Michael Davies who has an interest in the Resolution) recommend that the Shareholders vote in favour of Resolution 3.

The Directors (other than Ms Tara French who has an interest in the Resolution) recommend that the Shareholders vote in favour of Resolution 4.

### 3. GLOSSARY

**\$** means Australian dollars.

**WST** means Australian Eastern Daylight Savings Time.

**Associate** has the meaning given in sections 12, 15 and 16 of the Corporations Act as if the reference to an Associate in this Notice occurred in a provision of Chapter 6 of the Corporations Act.

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

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

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

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

**Company** means Lefroy Exploration Limited, incorporated in the British Virgin Islands. IBC No.29457, Australian Registered Business Number 052 123 930.

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

**Director** means a director 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.

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

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

**Ordinary Resolution** means for the purposes of these resolutions, that more than 50% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour for the resolution to be passed.

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

**Relevant Interest** has the meaning given to that term in sections 608 and 609 of the Corporations Act.

**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.

## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1:00pm (WST) on Saturday, 11 January 2025**.

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

### PARTICIPATING IN THE MEETING

#### Corporate Representative

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

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number:**  
**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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

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

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

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Lefroy Exploration Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Lefroy Exploration Limited to be held at the office of Lefroy Exploration Limited, Level 3, 7 Rheola Street, West Perth, Western Australia on Monday, 13 January 2025 at 1:00pm (WST) and at any adjournment or postponement of that meeting.

## Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1a Ratification of Placement Shares issued under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1b Ratification of Placement Shares issued under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval of issue of Shares to Mr David Kelly (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of issue of Shares to Mr Michael Davies (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of issue of Shares to Ms Tara French (or her nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ / <input type="text"/>
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

### Update your communication details *(Optional)*

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

Mobile Number <input type="text"/>	Email Address <input type="text"/>
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