



Notice of General Meeting and Explanatory Memorandum

Metallica Minerals Limited ACN 076 696 092

Date of Meeting: 15 March 2023

Time of Meeting: 9:00 am (Brisbane time)

Place of Meeting: Mills Oakley Lawyers, Level 23, 66 Eagle Street, Brisbane QLD 4000

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

Notice is hereby given that the General Meeting of shareholders of **Metallica Minerals Limited ACN 076 696 092 (Metallica or Company)** will be held at Mills Oakley Lawyers, Level 23, 66 Eagle Street, Brisbane QLD 4000 on 15 March 2023, commencing at 9:00 am AEST.

Terms used in this Notice of Meeting are defined in Section 6 of the accompanying Explanatory Memorandum.

Agenda

1. **Resolution 1 - Ratification of previous issue of Placement Shares under Listing Rule 7.1**

To consider and, if though fit, pass the following Resolution with or without amendment, as an ordinary resolution:

*“That, in accordance with Listing Rule 7.4, and for all other purposes, the Company ratify the issue of 100,604,955 fully paid ordinary shares in the Company (**Placement Shares**) previously issued under the Company's Listing Rule 7.1 (15%) issue capacity, on the terms and conditions set out in the Explanatory Statement.”*

2. **Resolution 2 - Ratification of previous issue of Placement Shares under Listing Rule 7.1A**

To consider and, if though fit, pass the following Resolution with or without amendment, as an ordinary resolution:

*“That, in accordance with Listing Rule 7.4, and for all other purposes, the Company ratify the issue of 44,395,045 fully paid ordinary shares in the Company (**Placement Shares**) previously issued under the Company's Listing Rule 7.1A (additional 10%) issue capacity, on the terms and conditions set out in the Explanatory Statement.”*

3. **Resolution 3 - Approval of Amendments to the Company's Constitution**

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

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval be given that the constitution of the Company be amended in the manner set out in the Explanatory Statement, with effect from the passing of this Resolution.”

Notice of General Meeting

Voting Exclusions

Resolutions 1 and 2
<p>The Company will disregard any votes cast in favour of Resolutions 1 and 2 by or on behalf of:</p> <ul style="list-style-type: none">(a) a person who participated in the issue; or(b) an associate of that person or those persons. <p>However, this does not apply to a vote cast in favour of a Resolution by:</p> <ul style="list-style-type: none">(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; 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:<ul style="list-style-type: none">(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.

By order of the Board



Scott Waddell
Company Secretary
14 February 2023

Explanatory Memorandum

Introduction

The following information is provided to Shareholders of Metallica Minerals Limited ACN 076 696 092 (**Metallica** or the **Company**) in connection with the business to be considered at the General Meeting of Shareholders to be held at Mills Oakley Lawyers, Level 23, 66 Eagle Street, Brisbane QLD 4000 on 15 March 2023, commencing at 9:00 am AEST.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Memorandum are defined in the Glossary at Section 6.

Resolution 1 - Ratification of previous issues of Placement Shares

Background

On 30 November 2022, the Company announced an underwritten placement of 145,000,000 Shares to raise \$5,075,000 at \$0.035 per Share (**Placement**) as a component of a broader underwritten capital raising involving an entitlement issue. The Shares offered pursuant to the Placement (**Placement Shares**) were issued using the Company's issue capacity under Listing Rules 7.1 (namely, 100,604,955 Shares the subject of Resolution 1) and 7.1A (namely, 44,395,045 Shares the subject of Resolution 2).

ASX Listing Rules

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.

The issue of the 100,604,955 Placement Shares mentioned above (**Issue**) did not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, effectively used up part of the 15% limit under 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 issue date.

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 into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 1 seeks Shareholder approval for the Issue under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the Issue will be excluded in calculating the Company's 15% limit under 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 is not passed, the Issue will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

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Information required under Listing Rule 7.5

For Shareholders to ratify an issue of Equity Securities under Listing Rule 7.4, the Company must provide the following information pursuant to Listing Rule 7.5 in relation to Resolution 1:

The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected	<p>Sophisticated and other exempt investors, under section 708 of the Corporations Act, namely</p> <p>(a) Ilwella Pty Ltd (Ilwella); and</p> <p>(b) Sibelco Asia Pacific Pty Ltd (Sibelco).</p> <p>At the time of the Issue, none of the persons who acquired Placement Shares were related parties, KMP (or Closely Related Parties) or advisers of the Company or an associate of any of the above).</p> <p>However, at the time of the Placement, both Ilwella and Sibelco were substantial shareholders of the Company (as defined in the ASX Listing Rules).</p>
The number and class of securities the entity issued or agreed to issue and their material terms of issue	<p>100,604,955 fully paid ordinary shares, ranking equally with all other Shares on issue, of which:</p> <p>(a) 13,876,546 Placement Shares were issued to Ilwella; and</p> <p>(b) 59,669,146 Placement Shares were issued to Sibelco.</p>
The date or dates on which the securities were issued	7 December 2022
The price or other consideration the entity has received or will receive for the issue	\$0.035 per Share
The purpose of the issue, including the use or intended use of any funds raised by the issue	Funds raised from the Issue will used to fund the definitive feasibility study underway on the Company's Cape Flattery Silica Sands Project, provide additional working capital for the Company and for transaction costs relating to the underwritten placement and subsequent pro rata entitlement issue.
A voting exclusion statement	A voting exclusion statement has been included in the attached Notice of General Meeting.

Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of this Resolution. The Board recommends that Shareholders vote in favour of Resolution 1, as it will enable the Company to have flexibility in respect of future capital raising activities.

Explanatory Memorandum

Resolution 2 - Ratification of previous issues of Placement Shares

Introduction

As stated above, on 30 November 2022, the Company announced an underwritten placement of 145,000,000 Shares to raise \$5,075,000 at \$0.035 per Share (**Placement**) as a component of a broader underwritten capital raising involving an entitlement issue under a prospectus. Of the Placement Shares issued, 44,395,045 Shares were offered under the Company's issue capacity under Listing Rule 7.1A.

ASX Listing Rules

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, Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued share capital through placements over a 12-month period after the annual general meeting at which approval was given by shareholders by Special Resolution (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% issue capacity under Listing Rule 7.1. The Company, being an eligible entity, obtained such approval at its annual general meeting in 2022 and consequently, issued 44,395,045 the Placement Shares using the 10% Placement Facility (**Issue**).

The Issue did not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, effectively used up part of the 10% Placement Capacity under Listing Rule 7.1A. Therefore, the Issue reduced the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1A for the 12-month period following the Issue date.

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 or Listing Rule 7.1A.

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 Rule 7.1. To this end, Resolution 2 seeks Shareholder approval for the Issue under and for the purposes of Listing Rule 7.4.

If Resolution 2 is passed, the Issue will be excluded in calculating the Company's additional 10% Placement Capacity under 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 2 is not passed, the Issue will be included in calculating the Company's 10% Placement Capacity under Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval unless and until the 10% Placement Capacity is approved.

Explanatory Memorandum

Information required under Listing Rule 7.5

For Shareholders to ratify an issue of Equity Securities under Listing Rule 7.4, the Company must provide the following information pursuant to Listing Rule 7.5 in relation to Resolution 2:

<p>The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected</p>	<p>Sophisticated and other exempt investors, under section 708 of the Corporations Act, namely</p> <p>(a) Ilwella Pty Ltd (Ilwella); and</p> <p>(b) Sibelco Asia Pacific Pty Ltd (Sibelco).</p> <p>At the time of the Issue, none of the persons who acquired Placement Shares were related parties, KMP (or Closely Related Parties) or advisers of the Company or an associate of any of the above).</p> <p>However, at the time of the Placement, both Ilwella and Sibelco were substantial shareholders of the Company (as defined in the ASX Listing Rules).</p>
<p>The number and class of securities the entity issued or agreed to issue and their material terms of issue</p>	<p>44,395,045 fully paid ordinary shares, ranking equally with all other Shares on issue, of which:</p> <p>(c) 6,123,454 Placement Shares were issued to Ilwella; and</p> <p>26,330,854 Placement Shares were issued to Sibelco.</p>
<p>The date or dates on which the securities were issued</p>	<p>7 December 2022</p>
<p>The price or other consideration the entity has received or will receive for the issue</p>	<p>\$0.035 per Share</p>
<p>The purpose of the issue, including the use or intended use of any funds raised by the issue</p>	<p>Funds raised from the Placement will used to fund the definitive feasibility study underway on the Company's Cape Flattery Silica Sands Project, provide additional working capital for the Company and for transaction costs relating to the underwritten placement and subsequent pro rata entitlement issue.</p>
<p>A voting exclusion statement</p>	<p>A voting exclusion statement has been included in the attached Notice of General Meeting.</p>

Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of this Resolution. The Board recommends that Shareholders vote in favour of Resolution 2, as it will enable the Company to have flexibility in respect of future capital raising activities.

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Resolution 3 - Approval of Amendments to the Company's Constitution

Background

In keeping with recent developments, the Company proposes to amend the Constitution as set out below. The amendments are proposed to bring the provisions of the Constitution in line with recent clarification of the law relating to use of electronic platforms and tools to call, hold and conduct Shareholder meetings.

Section 136 of the Corporations Act allows a company to:

- (a) adopt a new constitution after registration; and
- (b) modify or repeal its constitution,
- (c) by passing a special resolution. Accordingly, this Resolution 6, seeks shareholder approval to amend the existing Constitution by special resolution.

Proposed Amendments

The Company seeks Shareholder approval for the purposes of section 136(2) of the Corporations Act, and for all other purposes, to amend the Constitution as follows:

- (a) inserting new definition of "**Virtual Meeting Technology**" in clause 1.1, as follows:

"Virtual Meeting Technology means, in terms of section 253Q of the Corporations Act, an instantaneous audio-visual communication device or similar form of technology which, by itself or in conjunction with other arrangements:

- (i) gives the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate in proceedings in the main place without being physically present in the same place;*
 - (ii) enables the Chair to be aware of proceedings in the other place(s); and*
 - (iii) enables the Shareholders in the separate meeting place(s) to vote on a show of hands or on a poll."*
- (b) inserting new clause 12.4 (replacing the existing clause), as follows:

12.4 Hybrid and Virtual Meetings

Despite anything in this Constitution:

- (i) Virtual Meeting Technology may be used in holding a general meeting either on its own without a main place of attendance (virtual meeting) or by linking several meeting places to the main place of the general meeting (hybrid meeting).*
- (ii) The Chair may arrange for any persons attending the general meeting (including persons whom the Chair considers cannot be accommodated in the place where the meeting is notified to take place) to attend the meeting from one or more separate places using any Virtual Meeting Technology.*

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- (iii) *If a separate place is linked to the notified place of a general meeting by Virtual Meeting Technology, a Shareholder present at the separate place is taken to be present at the general meeting and entitled to exercise all rights as if he or she was present at the notified place.*
 - (iv) *Where the general meeting is held by Virtual Meeting Technology without a main place of attendance, the place of meeting is deemed to be the registered office of the Company and the time of meeting is taken to be time at the registered office of the Company.*
 - (v) *If, before or during the general meeting, any technical difficulty occurs affecting Virtual Meeting Technology and impairing Shareholders' rights under section 253Q of the Act, the Chair may adjourn the general meeting until the difficulty is remedied.*
 - (vi) *Where the general meeting is held by Virtual Meeting Technology, a resolution put to the vote at the general meeting must be decided on a poll.*
 - (vii) *Nothing in this clause is to be construed to limit the powers conferred on the Chair by law."*
- (c) Inserting a new clause 12.6A, as follows:

12.6A Electronic notices of meeting

Unless the law provides otherwise and despite anything in this Constitution:

- (i) *a notice of a general meeting and instrument of proxy need not be provided physically in writing;*
- (ii) *a notice of a general meeting and instrument of proxy may be provided to Members using one or more technologies to communicate the contents; and*
- (iii) *a notice of a general meeting and instrument of proxy may be provided to Members using one or more technologies to communicate details of an online location where they can be viewed or downloaded."*

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Effect of amendments

The recent legislative updates made to the Corporations Act provide that companies may use technology to allow members to attend general meetings virtually only if a wholly virtual meeting is expressly permitted by the constitution. Clause 12.4 of the Constitution as proposed to be amended, will allow the Company to hold wholly virtual meetings of members or hybrid meetings of members.

The *Corporations Amendment (Meetings and Documents) Act 2022 (Cth)* permits a notice of meeting and any other information provided with that notice, to be communicated using technology. For example, an entity may send its shareholders an email setting out or attaching a notice of meeting and other material relating to that notice of meeting (for example, a proxy form). Alternatively, an entity may send an email to its shareholders with a link to where the notice and other materials can be viewed or downloaded. In circumstances where the entity does not have the email address for certain shareholders, the entity may send a letter or postcard setting out a URL for viewing or downloading the notice and other materials.

Shareholders may elect to receive documents in a physical form or electronically and the Company must provide that member with the documents in the form based on the Shareholder's election (unless it falls under ASIC's emergency power to grant relief).

It is desirable that the Company continues to have the ability to make notices of meeting and proxy forms available in this manner. Clause 12.6A will facilitate this.

Directors' Recommendation

The Board recommends that shareholders vote in favour of this Resolution.

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Notes:

1. Chair voting intentions

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions, subject to compliance with the Corporations Act.

2. Voting Entitlement

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7.00pm (AEST) on 13 March 2023.

3. Voting by Corporate Representative

A body corporate that is a Shareholder, or that has been appointed as a proxy, may appoint an individual to act as its representative at the General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the General Meeting, evidence of appointment, including any authority under which it is signed, unless it has previously been given to the Company.

4. Voting by Attorney

A Shareholder may appoint an attorney to vote on their behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company no later than 10.00am AEST, 13 March 2023.

5. Proxy, representative and voting entitlement instructions

5.1 Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate can appoint representatives to attend and vote at the meeting under section 250D of the Corporations Act.

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **lodged by** any of the following methods:

ONLINE

www.linkmarketservices.com.au

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) as shown on the front of the Proxy Form).

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BY MAIL

Metallica Minerals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

BY HAND

Deliver it to Link Market Services Limited during business hours (Monday to Friday, 9:00am-5:00pm):
Level 12
680 George Street
Sydney NSW 2000

Your completed proxy form (and any necessary supporting documentation) must be lodged online or received by Link Market Services no later than 9:00 am (Brisbane time) 13 February 2023 being 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this notice.

5.2 Signing instructions

You must sign the proxy 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, any one of the security holders may sign.
- Power of Attorney: To sign under Power of Attorney, you must have already lodged this document 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 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.

6. Explanatory Memorandum

Glossary

The following terms used in the Notice of Meeting and the Explanatory Memorandum are defined as follows:

Meeting means General Meeting;

ASIC means the Australian Securities & Investments Commission;

ASX means the ASX Limited;

Chair means the chairperson of the Meeting;

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (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 dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of the definition of closely related party;

Company means Metallica Minerals Limited ACN 076 696 092 (ASX: MLM);

Constitution means the constitution of the Company from time to time;

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

Directors or Board means the board of directors of the Company from time to time;

Explanatory Memorandum means the explanatory statement accompanying this Notice;

Key Management Personnel has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity;

Listing Rules means the official listing rules of the ASX as amended from time to time;

Meeting means the General Meeting to be held on 15 March 2023 as convened by the accompanying Notice of Meeting;

Notice of Meeting or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum;

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of shareholders;

Ordinary Securities/Shares has the meaning given to that term in the Listing Rules;

Resolutions means the resolutions set out in the Notice of Meeting;

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Security has the meaning given in the Listing Rules;

Security Holder means a holder of a Security of the Company;

Shares means fully paid ordinary shares in the Company from time to time;

Shareholder means a shareholder of the Company;

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Any inquiries in relation to the resolutions or the Explanatory Memorandum should be directed to:
Scott Waddell on 07 3249 3000.



METALLICA MINERALS LIMITED
ACN 076 696 092

LODGE YOUR VOTE

ONLINE
<https://investorcentre.linkgroup.com>

BY MAIL
Metallica Mineral Limited
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: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Metallica Minerals Limited and entitled to attend 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 General Meeting and Explanatory Memorandum of the Company to be held at **9:00am (Brisbane Time) on Wednesday, 15 March 2023 at Mills Oakley Lawyers, Level 23, 66 Eagle Street, Brisbane QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of all Resolutions.

STEP 1

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 overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*
1 Ratification of previous issue of Placement Shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of previous issue of Placement Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Amendments to the Company's Constitution	<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).

STEP 3

MLM PRX2301A



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.

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 attend 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 attend 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 **9:00am (Brisbane Time) on Monday, 13 March 2023**, 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

Metallica Minerals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to any public health orders and restrictions

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