



ABN 70 121 539 375

Notice of Annual General Meeting and Explanatory Memorandum to Shareholders

Date of Meeting: 10 May 2024
Time of Meeting: 9:30am (AWST)
Place of Meeting: Vibe Hotel Subiaco,
Level 9, 9 Alvan Street,
Subiaco, Western Australia, 6008

A Proxy Form is enclosed or has otherwise been provided to you

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting please complete and return the Proxy Form in accordance with the specified directions.

West African Resources Limited

ABN 70 121 539 375

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of West African Resources Limited ABN 70 121 539 375 will be held at:

Vibe Hotel Subiaco,
Level 9, 9 Alvan Street,
Subiaco, Western Australia, 6008

on 10 May 2024 at 9:30am (AWST) for the purpose of transacting the following business referred to in this Notice.

The Company will update Shareholders if changing circumstances will impact the planning or arrangements for the Meeting by way of announcement on ASX and the details will also be made available on the Company's website at <https://www.westafricanresources.com/>.

AGENDA

FINANCIAL REPORTS

To receive and consider the financial report of the Company for the year ended 31 December 2023, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

RESOLUTION 1: NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a **non-binding resolution**:

"That the Remuneration Report for the year ended 31 December 2023 as set out in the Annual Report be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

Voting prohibition statement: *The Company will disregard any votes cast on this Resolution by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties. However, the Company need not disregard a vote if:*

- (a) *it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution or the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the Resolution and expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and*
- (b) *it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.*

Further, a Restricted Voter who is appointed as a proxy will not vote on this Resolution unless:

- (a) *the appointment specifies the way the proxy is to vote on this Resolution; or*
- (b) *the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.*

Shareholders may also choose to direct the Chair to vote against this Resolution or to abstain from voting.

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

RESOLUTION 2: RE-ELECTION OF MS ELIZABETH MOUNSEY AS A DIRECTOR

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

"That Ms Elizabeth Mounsey, who retires in accordance with clause 12.11 of the Constitution and Listing Rule 14.4 and, being eligible for re-election, be re-elected as a Director."

RESOLUTION 3: RE-ELECTION OF MR STEWART FINDLAY AS A DIRECTOR

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

"That Mr Stewart Findlay, who retires in accordance with clause 12.11 of the Constitution and Listing Rule 14.4 and, being eligible for re-election, be re-elected as a Director."

RESOLUTION 4: ISSUE OF FEE PERFORMANCE RIGHTS IN LIEU OF DIRECTOR FEES TO MR ROD LEONARD (OR HIS NOMINEE) UNDER PLAN

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue Fee Performance Rights for no cash consideration, with each Fee Performance Right having a nil exercise price and an expiry date of 2 years from the date of issue, to Mr Rod Leonard (or his nominee) under the Plan in lieu of a portion of his 2024, 2025 and 2026 Director fees, and based on the formula and on the terms and conditions set out in the Explanatory Memorandum (including Annexures A, B and C to the Explanatory Memorandum)."

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

- (a) *a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or*
- (b) *an Associate of that person.*

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.*

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) *the appointment specifies the way the proxy is to vote on the Resolution; or*
- (b) *the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.*

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

RESOLUTION 5: ISSUE OF FEE PERFORMANCE RIGHTS IN LIEU OF DIRECTOR FEES TO MR NIGEL SPICER (OR HIS NOMINEE) UNDER PLAN

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue Fee Performance Rights for no cash consideration, with each Fee Performance Right having a nil exercise price and an expiry date of 2 years from the date of issue, to Mr Nigel Spicer (or his nominee) under the Plan in lieu of a portion of his 2024, 2025 and 2026 Director fees, and based on the formula and on the terms and conditions set out in the Explanatory Memorandum (including Annexures A, B and C to the Explanatory Memorandum).”

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

- (a) *a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or*
- (b) *an Associate of that person.*

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.*

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) *the appointment specifies the way the proxy is to vote on the Resolution; or*
- (b) *the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.*

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

RESOLUTION 6: ISSUE OF FEE PERFORMANCE RIGHTS IN LIEU OF DIRECTOR FEES TO MR STEWART FINDLAY (OR HIS NOMINEE) UNDER PLAN

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue Fee Performance Rights for no cash consideration, with each Fee Performance Right having a nil exercise price and an expiry date of 2 years from the date of issue, to Mr Stewart Findlay (or his nominee) under the Plan in lieu of a portion of his 2024, 2025 and 2026 Director fees, and based on the formula and on the terms and conditions set out

in the Explanatory Memorandum (including Annexures A, B and C to the Explanatory Memorandum).”

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

- (a) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- (b) an Associate of that person.

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.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

RESOLUTION 7: ISSUE OF FEE PERFORMANCE RIGHTS IN LIEU OF DIRECTOR FEES TO MS ROBIN ROMERO (OR HER NOMINEE) UNDER PLAN

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue Fee Performance Rights for no cash consideration, with each Fee Performance Right having a nil exercise price and an expiry date of 2 years from the date of issue, to Ms Robin Romero (or her nominee) under the Plan in lieu of a portion of her 2024, 2025 and 2026 Director fees, and based on the formula and on the terms and conditions set out in the Explanatory Memorandum (including Annexures A, B and C to the Explanatory Memorandum).”

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

- (a) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- (b) an Associate of that person.

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.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

RESOLUTION 8: ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO MR RICHARD HYDE (OR HIS NOMINEE) UNDER PLAN

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue up to 1,035,354 Incentive Performance Rights for no consideration, with each Incentive Performance Right having a nil exercise price, to Mr Richard Hyde (or his nominee) under the Plan, on the terms and conditions set out in the Explanatory Memorandum (including Annexures A, B and C to the Explanatory Memorandum).”

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

- (a) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- (b) an Associate of that person.

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.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

RESOLUTION 9: ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO MR LYNDON HOPKINS (OR HIS NOMINEE) UNDER PLAN

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue up to 690,234 Incentive Performance Rights for no consideration, with each Incentive Performance Right having a nil exercise price, to Mr Lyndon Hopkins (or his nominee) under the Plan, on the terms and conditions set out in the Explanatory Memorandum (including Annexures A, B and C to the Explanatory Memorandum).”

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

- (a) *a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or*
- (b) *an Associate of that person.*

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.*

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) *the appointment specifies the way the proxy is to vote on the Resolution; or*
- (b) *the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.*

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

RESOLUTION 10: ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO MS ELIZABETH MOUNSEY (OR HER NOMINEE) UNDER PLAN

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue up to 322,108 Incentive Performance Rights for no consideration, with each Incentive Performance Right having a nil exercise price, to Ms Elizabeth Mounsey (or her nominee) under the Plan, on the terms and conditions set out in the Explanatory Memorandum (including Annexures A, B and C to the Explanatory Memorandum).”

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

- (a) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- (b) an Associate of that person.

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.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

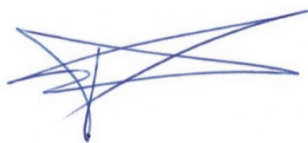
If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

Other business

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board



Padraig O'Donoghue
Chief Financial Officer and Company Secretary

Dated: 9 April 2024

How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolutions 1, 4, 5, 6, 7, 8, 9 and 10 in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected

directly or indirectly with the remuneration of a member of the Key Management Personnel.

- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- To be effective, proxies must be received by 9:30am (AWST) on 8 May 2024. Proxies received after this time will be invalid.
- Proxies may be lodged using any of the following methods:

By internet:

Log on to www.investorvote.com.au

If you are a custodian and an Intermediary Online subscriber, you can log on to www.intermediaryonline.com

By post:

Computershare Investor Services Pty Limited,
GPO Box 242,
Melbourne Victoria 3001 Australia

By fax:

(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 9:30am (AWST) on 8 May 2024. If

facsimile transmission is used, the Power of Attorney must be certified.

Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 5:00pm (AWST) on 8 May 2024.

West African Resources Limited

ABN 70 121 539 375

Explanatory Memorandum

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

1 Financial Reports

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 31 December 2023, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent audit report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor by the Company in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

2 Resolution 1 – Non-Binding Resolution to adopt Remuneration Report

2.1 Background

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's Annual Report be adopted. The Remuneration Report is set out in the Company's Annual Report and is also available on the Company's website (www.westafricanresources.com).

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

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors

who were in office when the applicable Directors' Report was approved, other than a managing director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The remuneration report for the financial year ended 31 December 2022 did not receive a vote of more than 25% against its adoption at the Company's last general meeting held on 12 May 2023. Accordingly, if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity-based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

2.2 Voting

Note that a voting prohibition applies to this Resolution in the terms set out in the Notice.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

3 Resolution 2 – Re-election of Ms Elizabeth Mounsey as a Director

3.1 Background

Pursuant to clause 12.11 of the Company's Constitution, Ms Elizabeth Mounsey, being a Director, retires by way of rotation and, being eligible, offers herself for re-election as a Director.

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

If the Resolution is passed, Ms Elizabeth Mounsey will be re-elected and will continue to act as a Director. If the Resolution is not passed, Ms Elizabeth Mounsey will not be re-elected and will cease to act as a Director.

3.2 Qualifications

Ms Elizabeth Mounsey holds a Bachelor of Business (Human Resources & Industrial Relations) and is a Member of the Australian Institute of Company Directors. Ms Elizabeth Mounsey has over 30 years' experience in human resources and industrial relations across the mining, construction, health, fisheries, and aviation industries. Over the last 15 years she has held senior positions with resource companies in various stages of development through feasibility, construction and operations.

3.3 Other material directorships

Ms Elizabeth Mounsey does currently not hold any other material directorship positions.

3.4 Independence

Ms Elizabeth Mounsey was appointed as a Non-Executive Director on 29 May 2020 and was appointed as Executive Director of Human Resources on 1 December 2022. The Board considers that Ms Elizabeth Mounsey, if re-elected, will continue to be classified as a non-independent director.

3.5 Board recommendation

As a subject matter expert on human resources and industrial relations, Ms Elizabeth Mounsey's experience and qualifications complement and enhance the composition of skills and knowledge on

the Board. Her election will result in a Board skillset that is more effective at adding value to the Company. The members of the Board, in the absence of Ms Elizabeth Mounsey, support the re-election of Ms Elizabeth Mounsey as a Director of the Company.

4 Resolution 3 – Re-election of Mr Stewart Findlay as a Director

Pursuant to clause 12.11 of the Company's Constitution, Mr Stewart Findlay, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

If the Resolution is passed, Mr Stewart Findlay will be re-elected and will continue to act as a Director. If the Resolution is not passed, Mr Stewart Findlay will not be re-elected and will cease to act as a Director.

4.1 Qualifications

Mr Stewart Findlay holds a Bachelor of Commerce (Accounting & Finance) and is a Member of the Australian Institute of Company Directors. Mr Stewart Findlay has over 25 years financial markets experience and has provided project finance (senior secured debt and corporate facilities), equity investments, commodity hedging arrangements and corporate advice to a large number of resource companies. He has held senior positions in the metals and mining divisions of Macquarie Bank and National Australia Bank.

4.2 Other material directorships

Mr Stewart Findlay is also a director of NiCo Resources Limited which is listed on the ASX.

4.3 Independence

Mr Stewart Findlay was appointed to the Board on 29 May 2020 and was elected as the Chair of the Remuneration Committee on 13 May 2022 and the Chair of the Nomination Committee on 30 August 2022. The Board considers that Mr Stewart Findlay, if elected, will continue to be classified as an independent director.

4.4 Board recommendation

As a subject matter expert in debt financing, Mr Stewart Findlay's experience and qualifications complement and enhance the composition of Board capabilities and knowledge. His re-election will result in a Board skillset that is more effective at adding value to the Company. The members of the Board, in the absence of Mr Stewart Findlay, support the re-election of Mr Stewart Findlay as a Director of the Company.

5 Resolutions 4, 5, 6 and 7 – Issue of Fee Performance Rights in lieu of Director fees under the Plan

5.1 Overview

The Company is seeking Shareholder approval under Resolutions 4, 5, 6 and 7 to authorise them to issue Performance Rights (each with a nil exercise price and an expiry date of 2 years from their date of issue) to Non-Executive Directors Mr Rod Leonard, Mr Nigel Spicer, Mr Stewart Findlay and Ms Robin Romero (or their respective nominees) (each a **Relevant Director**) under the Plan in lieu of 30% of their Director fees for calendar years 2024, 2025 and 2026 (**Fee Performance Rights**).

The Company will only issue Fee Performance Rights to a Relevant Director if and to the extent that the Relevant Director accepts the Company's offer of those Fee Performance Rights in lieu of their Director fees for the relevant calendar year. By this proposed resolution, the Company is seeking shareholder approval to authorise the Company to issue Fee Performance Rights if and to the extent that a Relevant Director accepts an offer from the Company for the issue of Fee Performance Rights.

The number of Fee Performance Rights to be issued to each Relevant Director in respect of each of the 2024, 2025 and 2026 calendar years will be determined by dividing 30% of their respective annual base Director fees (that is, excluding any additional fees payable as Chair of any Board Committees) for the relevant calendar year by the 7-day VWAP of the Company's fully-paid ordinary shares to 31 December of the prior year.

A summary of the Performance Rights proposed to be issued by the Company to the Relevant Directors is set out in Annexure A and a summary of the Plan is set out in Annexure C.

5.2 Related Party Transactions Generally

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

- (a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, each of the Relevant Directors is a related party of the Company.

In relation to this Resolution, the Board (excluding the applicable Relevant Director under Resolutions 4, 5, 6 and 7) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of Fee Performance Rights as that issue, which will be provided in lieu of cash fees otherwise payable under each Relevant Director's remuneration package, is considered "reasonable remuneration" for the purposes of section 211 of the Corporations Act.

5.3 ASX Corporate Governance Principles and Recommendations

The Board acknowledges that the proposed issue of Fee Performance Rights to each Relevant Director (or their respective nominees) under Resolutions 4, 5, 6 and 7 is contrary to Recommendation 8.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition) which states that non-executive directors generally should not receive options with performance hurdles attached or performance rights as part of their remuneration as this may lead to bias in their decision-making and compromise their objectivity. However, the Board considers the issue of Fee Performance Rights to each Relevant Director (or their respective nominees) reasonable in the circumstances in order to further align the interests of each Relevant Director as a Non-Executive Director with that of Shareholders and to provide appropriate remuneration for each Relevant Director's ongoing commitment and contribution to the Company, while reducing the Company's cash expenditure.

5.4 Number of Fee Performance Rights

The number of Fee Performance Rights that may be issued to each Relevant Director (or their respective nominees) under Resolutions 4, 5, 6 and 7 has been determined based upon a consideration of:

- (a) each Relevant Director's base Director fees excluding additional fees which may be payable as Chair of any Board Committees, and the fact that the Fee Performance Rights that may be

issued will represent up to 30% of cash director fees otherwise payable to each Relevant Director in the relevant financial year based on the formula detailed below;

- (b) the total remuneration of the Directors;
- (c) the experience and reputation of each Relevant Director within the industry;
- (d) the Company's desire to further align the interests of each Relevant Director with those of Shareholders; and
- (e) attracting and ensuring the continuity of service of Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Fee Performance Rights upon the terms proposed.

5.5 Information Requirements – Listing Rules 10.14 and 10.15

Listing Rule 10.14 provides that the Company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- a director of the Company (Listing Rule 10.14.1);
- an Associate of a director of the Company (Listing Rule 10.14.12); or
- a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its Shareholders.

The proposed issue of Fee Performance Rights to each Relevant Director (or their respective nominees) under Resolutions 4, 5, 6 and 7 falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

If Resolution 4, is passed, the Company will, subject to the applicable offer from the Company being accepted, issue Fee Performance Rights to Mr Rod Leonard (or his nominee) as noted above.

If Resolution 4 is not passed, the Company will not issue Fee Performance Rights to Mr Rod Leonard (or his nominee) and the Company will need to consider alternative ways to remunerate Mr Rod Leonard (including by paying his Director fees entirely in cash).

If Resolution 5 is passed, the Company will, subject to the applicable offer from the Company being accepted, issue Fee Performance Rights to Mr Nigel Spicer (or his nominee) as noted above.

If Resolution 5 is not passed, the Company will not issue Fee Performance Rights to Mr Nigel Spicer (or his nominee) and the Company will need to consider alternative ways to remunerate Mr Nigel Spicer (including by paying his Director fees entirely in cash).

If Resolution 6 is passed, the Company will, subject to the applicable offer from the Company being accepted, issue Fee Performance Rights to Mr Stewart Findlay (or his nominee) as noted above.

If Resolution 6 is not passed, the Company will not issue Fee Performance Rights to Mr Stewart Findlay (or his nominee) and the Company will need to consider alternative ways to remunerate Mr Stewart Findlay (including by paying his Director fees entirely in cash).

If Resolution 7 is passed, the Company will, subject to the applicable offer from the Company being accepted, issue Fee Performance Rights to Ms Robin Romero (or her nominee) as noted above.

If Resolution 7 is not passed, the Company will not issue Fee Performance Rights to Ms Robin Romero (or her nominee) and the Company will need to consider alternative ways to remunerate Ms Robin Romero (including by paying her Director fees entirely in cash).

The following further information is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) Fee Performance Rights will be issued to Non-Executive Directors Mr Rod Leonard, Mr Nigel Spicer, Mr Stewart Findlay and Ms Robin Romero (or their respective nominees), as noted above;
- (b) each Relevant Director is a Director of the Company and is therefore a Listing Rule 10.14.1 party;
- (c) the total number of Fee Performance Rights to be issued to each Relevant Director (or their respective nominees) over the next three years is currently unknown, however, will be determined as follows:

- (i) the number of Fee Performance Rights to be granted to each Relevant Director in respect of the 2024 financial year is as follows:

- (A) Mr Rod Leonard – 46,637;
- (B) Mr Nigel Spicer – 37,310;
- (C) Mr Stewart Findlay – 37,310; and
- (D) Ms Robin Romero – 37,310,

and was determined by dividing 30% of their respective annual base Director fees for the 2024 calendar year by the 7 day VWAP of the Company's ordinary shares to 31 December 2023, being \$0.9649; and

- (ii) the number of Fee Performance Rights to be granted to each Relevant Director in respect of the 2025 and 2026 calendar years is currently unknown but will be determined by dividing 30% of their respective annual base Director fees for the 2025 and 2026 calendar years (as applicable) by the 7-day VWAP of the Company's ordinary shares to 31 December of 2024 and 2025, respectively. The below table provides examples of the number of Fee Performance Rights to be granted to the Relevant Directors for each of the 2025 and 2026 financial years (assuming their respective annual base Director fees do not change for the 2025 and 2026 financial years) at various VWAPs:

Relevant Director	30% of base Director fees	Number of Fee Performance Rights to be granted in each of the 2025 and 2026 financial years		
		VWAP of \$0.48245 (50% decrease)	VWAP of \$0.9649	VWAP of \$1.44735 (50% increase)
Mr Rod Leonard	\$45,000	93,274	46,637	31,091
Mr Nigel Spicer	\$36,000	74,619	37,310	24,873
Mr Stewart Findlay	\$36,000	74,619	37,310	24,873
Ms Robin Romero	\$36,000	74,619	37,310	24,873

- (d) each Relevant Director is a Director of the Company and the proposed issues the subject of Resolutions 4, 5, 6 and 7 are intended to remunerate or incentivise each Relevant Director (in lieu of a portion of their respective 2024, 2025 and 2026 base Director fees) and their respective total current annual remuneration packages for the 2024 financial year are set out in the below table.

Relevant Director	Cash Fees (A\$)		Fee Performance Rights (in lieu of 30% of base Director fees)*
Mr Rod Leonard	Base Director fees (70%)	\$105,000	46,637
	Fees payable as Chair of Risk Committee	\$15,000	
Mr Nigel Spicer	Base Director fees (70%)	\$84,000	37,310
	Fees payable as Chair of Technical Committee	\$15,000	
Mr Stewart Findlay	Base Director fees (70%)	\$84,000	37,310
	Fees payable as Chair of Remuneration Committee	\$15,000	
	Fees payable as Chair of Nomination Committee	Nil	
Ms Robin Romero	Base Director fees (70%)	\$84,000	37,310
	Fees payable as Chair of Audit Committee	\$15,000	

**Subject to the relevant Resolution being passed and the applicable offer from the Company being accepted.*

- (e) no securities have previously been issued to the Relevant Directors under the Plan;
- (f) the terms and conditions of the Fee Performance Rights are set out in Annexure A to this Explanatory Memorandum. In particular, the Fee Performance Rights are subject to a time-based vesting condition of the holder continuously holding office as a Director of the Company for one (1) year from the date of issue of the Fee Performance Rights (refer to Annexure A to this Explanatory Memorandum for further details);
- (g) the type of security to be issued is a Performance Right. This type of security is considered best suited to being issued in lieu of Director fees as it does not require the Director to pay to exercise the Performance Right and is more easily cancelled than Shares where a vesting condition is not met;
- (h) the Company's advisors have valued the Fee Performance Rights using the Black – Scholes Model. Based on the assumptions set out in Annexure B, it is considered that the estimated average value of the Fee Performance Rights to be issued to the Relevant Directors (or their respective nominees) per Fee Performance Right is \$1.09 per Fee Performance Right;
- (i) the Fee Performance Rights will be issued on a date which will be no later than 3 years after the date of this Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (j) the Fee Performance Rights will be issued for no cash consideration and no loan will be made to the recipients in relation to their acquisition;

- (k) a summary of the material terms of the Plan (pursuant to which the Fee Performance Rights the subject of this Resolution will be issued) is set out in Annexure C of this Explanatory Memorandum;
- (l) details of any securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
- (m) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after Resolutions 4, 5, 6 and 7 (as applicable) are approved and who are not named in this Notice will not participate until approval is obtained under that rule; and
- (n) a voting exclusion statement applies to Resolutions 4, 5, 6 and 7 as set out in the Notice of Meeting.

5.6 Voting

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on Resolutions 4, 5, 6 and 7.

6 Resolutions 8, 9 and 10 – Issue of Incentive Performance Rights to Mr Richard Hyde, Mr Lyndon Hopkins and Ms Elizabeth Mounsey (or their respective nominees)

6.1 Overview

The Company proposes to issue a total of up to 2,047,696 Performance Rights (each with nil exercise price and on the following terms and conditions and as set out in Annexure A to this Explanatory Memorandum) under the Plan (**Incentive Performance Rights**) to each of Mr Richard Hyde, Mr Lyndon Hopkins and Ms Elizabeth Mounsey (**Participating Directors**) (or their respective nominees) as follows:

- (a) up to a total of 1,035,354 Incentive Performance Rights to Mr Richard Hyde (or his nominee) (this is the subject of Resolution 8);
- (b) up to a total of 690,234 Incentive Performance Rights to Mr Lyndon Hopkins (or his nominee) (this is the subject of Resolution 9); and
- (c) up to a total of 322,108 Incentive Performance Rights to Ms Elizabeth Mounsey (or her nominee) (this is the subject of Resolution 10).

The issue of the Incentive Performance Rights to the Participating Directors forms part of the “at-risk” component of the Participating Directors’ remuneration, as set out in the below table. An explanation of the Company’s objectives and framework for executive remuneration is set out in the Remuneration Report section of the Company’s Annual Report.

Award name	Number	Exercise Price	Expiry Date	Vesting Conditions
2024 STI Performance Rights	301,978 (Mr Richard Hyde)	Nil	3 years from date of issue	The Participating Director continuously holds office as an employee or Director of the Company for two (2) years from the date of issue of the Incentive Performance Rights. <i>Gateway hurdle:</i> At least 180,000 ounces of gold is produced in 2024.
	207,070 (Mr			

Award name	Number	Exercise Price	Expiry Date	Vesting Conditions												
	Lyndon Hopkins)			<p><i>Weighted targets:</i> If the gateway hurdle is achieved, the number of Incentive Performance Rights that will vest will be determined relative to the maximum considering the extent to which the following weighted targets are achieved for the year ended 31 December 2024:</p> <ul style="list-style-type: none"><u>Gold production: 30% weighting</u> Ounces of gold produced in 2024. <p><i>Achievement proportion will be based on the following scale:</i></p> <table><tr><th>Gold oz's produced</th><th>Achievement</th></tr><tr><td>180,000</td><td>80%</td></tr><tr><td>200,000</td><td>100%</td></tr></table> <ul style="list-style-type: none"><u>Cost per ounce: 30% weighting</u> USD all in sustaining cost (AISC) per ounce in 2024. <p><i>Achievement proportion will be based on the following scale:</i></p> <table><tr><th>AISC/oz</th><th>Achievement</th></tr><tr><td>\$1,350</td><td>80%</td></tr><tr><td>\$1,300</td><td>100%</td></tr></table> <ul style="list-style-type: none"><u>Growth 20% weighting</u> The following targets for Kiaka development are achieved by 31 December 2024.<ul style="list-style-type: none">all major process plant foundations are completed.the tailings storage facility (TSF) earthworks are completed (excluding installation of the TSF liners).the physical resettlement of project affected people (PAP) is completed.the operational readiness program for open pit mining is on schedule.<u>Social: 5% weighting</u> There are no significant¹ social incidents recorded.<u>Environment: 5% weighting</u> There are no significant¹ environmental incidents recorded.	Gold oz's produced	Achievement	180,000	80%	200,000	100%	AISC/oz	Achievement	\$1,350	80%	\$1,300	100%
Gold oz's produced	Achievement															
180,000	80%															
200,000	100%															
AISC/oz	Achievement															
\$1,350	80%															
\$1,300	100%															
	161,055 (Ms Elizabeth Mounsey)															

¹ "Significant" in this context means a Major Consequence as categorised under the Company's enterprise risk matrix.

Award name	Number	Exercise Price	Expiry Date	Vesting Conditions								
				<ul style="list-style-type: none"><u>Safety: 10% weighting</u><ul style="list-style-type: none"><i>5% audit:</i> The end-of-year external OHS audit concludes greater than 80% compliance.<i>5% TRIFR:</i> The 31 December 2024 12-month rolling Total Recordable Injury Frequency Rate (TRIFR) is below the annual gold industry 'reportable injury frequency rate' as published by the Department of Energy, Mines, Industry Regulation and Safety – Western Australia.Achievement of the safety targets will be considered with reference to the occurrence of any significant¹ safety events recorded in the performance period. <p><i>Personal performance targets:</i> The Participating Directors will also have personal performance criteria, performance standards and objectives that will be agreed and the achievement of these targets will be considered in the assessment of the number of STI Performance Rights that will vest.</p>								
2024 Production LTI Performance Rights	366,688 (Mr Richard Hyde)	Nil	5 years from date of issue	<p>Ounces of gold poured within the three-year period from 1 January 2024 to 31 December 2026.</p> <p><i>Achievement proportion will be based on the following scale:</i></p> <table><tr><th>Gold oz's poured</th><th>Achievement</th></tr><tr><td>< 850,000</td><td>nil</td></tr><tr><td>850,000</td><td>80%</td></tr><tr><td>900,000</td><td>100%</td></tr></table>	Gold oz's poured	Achievement	< 850,000	nil	850,000	80%	900,000	100%
	Gold oz's poured				Achievement							
	< 850,000				nil							
850,000	80%											
900,000	100%											
241,582 (Mr Lyndon Hopkins)												
80,527 (Ms Elizabeth Mounsey)												
2024 Sustainability LTI Performance Rights	183,344 (Mr Richard Hyde)	Nil	4 years from date of issue	<p><i>Weighted targets:</i> The number of Incentive Performance Rights that will vest will be determined relative to the maximum considering the extent to which the following weighted targets are achieved by 31 December 2026:</p> <ul style="list-style-type: none"><u>Tailings management: 50% weighting:</u> Implement a plan to align with the Global Industry Standards on Tailings								
	120,791 (Mr Lyndon Hopkins)											

Award name	Number	Exercise Price	Expiry Date	Vesting Conditions							
	40,263 (Ms Elizabeth Mounsey)			<p>Management (GISTM)². Plan development to occur in 2024, with implementation during 2025 and 2026.</p> <ul style="list-style-type: none"><u>Biodiversity: 50% weighting</u>: Implement a comprehensive biodiversity outreach strategy. Strategy development to occur in 2024, with implementation during 2025 and 2026.							
2024 Reserve Replacement LTI Performance Rights	183,344 (Mr Richard Hyde)	Nil	4 years from date of issue	Replacement of Ore Reserves due to depletion over the three-year period from 1 January 2024 to 31 December 2026. <i>Achievement proportion will be based on the following scale:</i>							
	<table><tr><th>Ore Reserve change</th><th>Achievement</th></tr><tr><td>Ore reserve is depleted</td><td>nil</td></tr><tr><td>Ore reserve is maintained</td><td>50%</td></tr><tr><td>Ore reserve is maintained or grown up to 20%</td><td>50% to 100% (straight line basis)</td></tr></table>			Ore Reserve change	Achievement	Ore reserve is depleted	nil	Ore reserve is maintained	50%	Ore reserve is maintained or grown up to 20%	50% to 100% (straight line basis)
	Ore Reserve change			Achievement							
	Ore reserve is depleted			nil							
Ore reserve is maintained	50%										
Ore reserve is maintained or grown up to 20%	50% to 100% (straight line basis)										
120,791 (Mr Lyndon Hopkins)											
40,263 (Ms Elizabeth Mounsey)											

6.2 Related Party Transactions Generally

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

- the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
- Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, each of the Participating Directors is a related party of the Company.

In relation to Resolution 8, the Board (excluding Mr Richard Hyde) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of Incentive Performance Rights to Mr Richard Hyde (or his nominee) because the agreement to issue the Incentive Performance Rights is considered reasonable remuneration in the circumstances for the purposes of section 211 of the Corporations Act.

In relation to Resolution 9, the Board (excluding Mr Lyndon Hopkins) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of Incentive Performance Rights to Mr Lyndon Hopkins (or his nominee) because the agreement to

² The Board acknowledges that the Sanbrado TSF was constructed prior to the GISTM coming into effect and this will be considered when assessing achievement of this target.

issue the Incentive Performance Rights is considered reasonable remuneration in the circumstances for the purposes of section 211 of the Corporations Act.

In relation to Resolution 10, the Board (excluding Ms Elizabeth Mounsey) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of Incentive Performance Rights to Ms Elizabeth Mounsey (or her nominee) because the agreement to issue the Incentive Performance Rights is considered reasonable remuneration in the circumstances for the purposes of section 211 of the Corporations Act.

Accordingly, the Company is not seeking Shareholder approval for Resolutions 8, 9 or 10 under section 208 of the Corporations Act.

6.3 Information Requirements – Listing Rules 10.14 and 10.15

Listing Rule 10.14 provides that the Company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- a director of the Company (Listing Rule 10.14.1);
- an Associate of a director of the Company (Listing Rule 10.14.12); or
- a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its Shareholders.

The proposed issue of Incentive Performance Rights to each of the Participating Directors (or their respective nominees) falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

If Resolution 8 is passed, the Company will issue Incentive Performance Rights to Mr Richard Hyde (or his nominee), as noted above. If Resolution 9 is passed, the Company will issue Incentive Performance Rights to Mr Lyndon Hopkins (or his nominee), as noted above. If Resolution 10 is passed, the Company will issue Incentive Performance Rights to Ms Elizabeth Mounsey (or her nominee), as noted above.

If Resolutions 8, 9, or 10 are not passed, the Company will not issue Incentive Performance Rights to the relevant Participating Director (or their respective nominees), and the Company will not be utilising the most cost-effective and efficient means for incentivising that Participating Director and other means, such as cash payments, will be considered. Those other means will not align the Participating Directors' interests with those of Shareholders to the same extent.

The following further information is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) the Incentive Performance Rights will be issued to Mr Richard Hyde, Mr Lyndon Hopkins and Ms Elizabeth Mounsey (or their respective nominees), as noted above;
- (b) each of the Participating Directors are Directors of the Company and are therefore each a Listing Rule 10.14.1 party;
- (c) the maximum number of Incentive Performance Rights proposed to be issued to the Participating Directors is as follows:
 - (i) up to 1,035,354 Incentive Performance Rights to Mr Richard Hyde (or his nominee) (this is the subject of Resolution 8);

- (ii) up to 690,234 Incentive Performance Rights to Mr Lyndon Hopkins (or his nominee) (this is the subject of Resolution 9); and
- (iii) up to 322,108 Incentive Performance Rights to Ms Elizabeth Mounsey (or her nominee) (this is the subject of Resolution 10).
- (d) each Participating Director is a Director of the Company and the issue the subject of Resolutions 8, 9 and 10 are intended to remunerate and incentivise each of them, whose current remuneration packages for 2024 are as follows:

	Mr Richard Hyde		Mr Lyndon Hopkins		Ms Elizabeth Mounsey	
Total annual fixed remuneration (TFR)	\$832,500		\$666,000		\$388,500	
At risk remuneration:	Amount	% of TFR	Amount	% of TFR	Amount	% of TFR
Potential 2024 Cash STI	\$166,500	20%	\$133,200	20%	\$77,700	20%
Number of 2024 STI Performance Rights*	301,978	35%	207,070	30%	161,055	40%
Number of 2024 Production LTI Performance Rights*	366,688	42.5%	241,582	35%	80,527	20%
Number of 2024 Sustainability LTI Performance Rights*	183,344	21.25%	120,791	17.5%	40,263	10%
Number of 2024 Reserve Replacement LTI Performance Rights*	183,344	21.25%	120,791	17.5%	40,263	10%

* Performance Rights proposed to be issued to the Participating Directors (or their respective nominees) pursuant to Resolutions 8, 9 and 10 (as relevant). The value of the Performance Rights and % of TFR referred to in this table is based on the 7-day VWAP of Shares up to 31 December 2023, being \$0.9649.

- (e) the number of Equity Securities previously issued to each of the Participating Directors under the Plan (as approved at the Company's annual general meeting held on 12 May 2023) and the average acquisition price (if any) paid by the relevant Participating Director for each security is as follows:

Participating Director	Equity Securities issued
Mr Richard Hyde	853,792 Performance Rights (nil acquisition price)
Mr Lyndon Hopkins	569,194 Performance Rights (nil acquisition price)
Ms Elizabeth Mounsey	265,624 Performance Rights (nil acquisition price)

- (f) the type of security being granted is an Incentive Performance Right. This type of security is considered best as it aligns the Participating Directors' interests with those of Shareholders and is a cost-effective and efficient means for incentivising the Participating Directors as opposed to other means, such as cash payments;
- (g) the terms and conditions of the Incentive Performance Rights to be issued to the Participating Directors (or their respective nominees) are set out in Annexure A to this Explanatory Memorandum;
- (h) the Company's advisors have valued the Incentive Performance Rights using the Black - Scholes method. Based on the assumptions set out in Annexure B, it is considered that the estimated average value of the Incentive Performance Rights to be issued to the Participating Directors (or their respective nominees) is \$1.09 per Incentive Performance Right;
- (i) the Incentive Performance Rights will be issued on a date which will be no later than 3 years after the date of this Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (j) the Incentive Performance Rights will be issued for no cash consideration;
- (k) a summary of the material terms of the Plan (pursuant to which the Incentive Performance Rights will be issued) is set out in Annexure C to this Explanatory Memorandum;
- (l) details of any securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
- (m) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after these Resolutions are approved and who were not named in this Notice will not participate until approval is obtained under that rule; and
- (n) a voting exclusion statement applies to Resolutions 8, 9 and 10 as set out in the Notice of Meeting.

6.4 Voting

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on Resolutions 8, 9 and 10.

GLOSSARY

\$ means Australian dollars.

Accounting Standards has the meaning given to that term in the Corporations Act.

Annual Report means the annual report of the Company for the year ended 31 December 2023.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Auditor means the Company's auditor from time to time (if any).

Auditor's Report means the report of the Auditor contained in the Annual Report for the year ended 31 December 2023.

AWST means western standard time as recognised in Perth, Western Australia.

Board means the Directors.

Chair or Chairman means the individual elected to chair any meeting of the Company from time to time.

Change of Control Event has the meaning given in Annexure C.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means West African Resources Limited ABN 70 121 539 375.

Constitution means the Company's constitution, as amended from time to time.

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

Directors means the directors of the Company.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Fee Performance Rights has the meaning set out on page 12.

Group Company means the Company or any of its associated entities (as defined in section 50AAA of the Corporations Act).

Key Management Personnel has the meaning given to that term in the Accounting Standards.

Incentive Performance Rights has the meaning set out on page 17.

Incentives means Options or Performance Rights in the Company.

Listing Rules means the ASX Listing Rules.

Meeting means the Annual General Meeting convened by the Notice.

Notice or **Notice of Meeting** means this Notice of Annual General Meeting.

Offer has the meaning given in Annexure C.

Option means an option to acquire a Share.

Participant has the meaning given in Annexure C.

Participating Directors has the meaning set out on page 17.

Performance Rights means rights to acquire Shares issued under the Plan.

Plan means the Company's Employee Awards Plan approved at the Company's annual general meeting on 12 May 2023.

Proxy Form means the proxy form accompanying the Notice by way of email where the Shareholder has elected to receive notices by email, or the personalised proxy form accompanying the postcard circulated by way of post where the Shareholder has not elected to receive notices by email.

Relevant Director has the meaning set out on page 12.

Remuneration Report means the remuneration report set out in the Annual Report for the year ended 31 December 2023.

Resolution means a resolution contained in the Notice.

Restricted Voter means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

Spill Meeting has the meaning set out on page 10.

Spill Resolution has the meaning set out on page 10.

VWAP means volume weighted average market price.

ANNEXURE A

PART 1. KEY TERMS OF FEE PERFORMANCE RIGHTS (RESOLUTIONS 4, 5, 6 AND 7)

The terms of the Fee Performance Rights proposed to be issued to each Relevant Director (or their respective nominees) (in relation to Resolutions 4, 5, 6 and 7) are as follows:

- (a) **Entitlement:** Each Fee Performance Right entitles the holder to one Share.
- (b) **Issue price:** Nil.
- (c) **Exercise price:** Nil.
- (d) **Expiry date:** 2 years from date of issue. Despite any other provision, any Fee Performance Rights which have not been validly exercised before the Expiry Date will automatically be deemed to be cancelled by the Company for nil cash consideration on the Expiry Date.
- (e) **Exercise:** The Fee Performance Rights may be exercised once vested. All or some of the Fee Performance Rights may be exercised.
- (f) **Vesting condition:** The holder continuously holding office as a Director of the Company for one (1) year from the date of issue of the Fee Performance Rights. If the holder ceases to hold office during that one (1) year period, the Board may resolve to waive this condition to allow the vesting of a proportion of the Fee Performance Rights to reflect the proportion of the one (1) year period that the holder served as a Director.
- (g) **Transferability:** The Fee Performance Rights are not transferable (and consequently, will not be quoted on ASX or any other exchange).
- (h) **Rights:** The Fee Performance Rights do not:
 - (i) carry any voting rights in the Company, except as required by law;
 - (ii) entitle the holder to any dividends;
 - (iii) confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
 - (iv) confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company; or
 - (v) confer the right to participate in new issues of securities such as bonus issues or entitlement issues,

unless and until the applicable vesting condition is met (or waived) and the Fee Performance Rights are exercised and converted into Shares.

- (i) **Change of Control:** If a Change of Control Event occurs, all of the unvested Fee Performance Rights held by the holder will automatically vest and become immediately exercisable with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control Event.
- (j) **Plan:** The terms of the Plan apply to the Fee Performance Rights. To the extent of any inconsistency between the terms of the Fee Performance Rights and the terms of the Plan, the terms of the Fee Performance Rights prevail.

PART 2. KEY TERMS OF INCENTIVE PERFORMANCE RIGHTS (RESOLUTIONS 8, 9 AND 10)

The terms of Incentive Performance Rights proposed to be issued to each Participating Director (or their respective nominees) (in relation to Resolutions 8, 9 and 10) are set out below (and are otherwise governed by the terms of the Plan):

- (a) **Vesting Date:** When the Board determines the vesting conditions have been met (refer to section 6.1 above). Vested Incentive Performance Rights may be exercised into Shares any time up to the Expiry Date. Any unvested Incentive Performance Rights lapse on the Vesting Date.
- (b) **Entitlement:** Each Incentive Performance Right entitles the holder to one Share.
- (c) **Issue price:** Nil.
- (d) **Exercise price:** Nil.
- (e) **Transferability:** The Incentive Performance Rights are not transferable (and consequently, will not be quoted on ASX or any other exchange).
- (f) **Rights:** The Incentive Performance Rights do not:
 - (i) carry any voting rights in the Company, except as required by law;
 - (ii) entitle the holder to any dividends;
 - (iii) confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
 - (iv) confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company; or
 - (v) confer the right to participate in new issues of securities such as bonus issues or entitlement issues,unless and until the applicable vesting conditions are met (or waived) and the Incentive Performance Rights are exercised and converted into Shares.
- (g) **Change of Control:** If a Change of Control Event occurs, all of the unvested Incentive Performance Rights held by the holder will automatically vest and become immediately exercisable with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control Event.
- (h) **Plan:** The terms of the Plan apply to the Incentive Performance Rights. To the extent of any inconsistency between the terms of the Incentive Performance Rights and the terms of the Plan, the terms of the Incentive Performance Rights prevail.

ANNEXURE B

VALUATION OF PERFORMANCE RIGHTS

1. Fee Performance Rights to Relevant Directors (or their respective nominees) under Resolutions 4, 5, 6 and 7

Assumptions	Fee Performance Rights in lieu of 30% base Director fees for 2024
Valuation method	Black-Scholes
Valuation date	22 March 2024
Closing market price of the Shares on the valuation date	\$1.09
Time to expiry	730 days
Implied service condition	365 days
Non-market condition	Change of Control ⁽¹⁾
Volatility ⁽²⁾	48.06%
Risk free rate ⁽³⁾	3.73%
Value per Fee Performance Right	\$1.09
Weighted average value of the Fee Performance Rights to be issued to the Relevant Directors ⁽⁴⁾	\$1.09

2. Incentive Performance Rights to Participating Directors (or their respective nominees) under Resolutions 8, 9 and 10

Assumptions	2024 STI Performance Rights	2024 Production LTI Performance Rights	2024 Sustainability LTI Performance Rights	2024 Reserve Replacement LTI Performance Rights
Valuation method	Black-Scholes	Black-Scholes	Black-Scholes	Black-Scholes
Valuation date	22 March 2024	22 March 2024	22 March 2024	22 March 2024
Closing market price of the Shares on the valuation date	\$1.09	\$1.09	\$1.09	\$1.09
Time to expiry	1,095 days	1,826 days	1,461 days	1,461 days
Implied service condition	730 days	1,095 days	1,095 days	1,095 days
Non-market condition	Change of Control ⁽¹⁾	Change of Control ⁽¹⁾	Change of Control ⁽¹⁾	Change of Control ⁽¹⁾
Volatility ⁽²⁾	49.44%	57.91%	54.44%	54.44%
Risk free rate ⁽³⁾	3.65%	3.71%	3.71%	3.71%
Value per Incentive Performance Right	\$1.09	\$1.09	\$1.09	\$1.09
Weighted average value of the Incentive Performance Rights to be issued to the Participating Directors ⁽⁴⁾	\$1.09			

Notes to above tables:

- (1) Refer to section (k) of Annexure C for further details..
- (2) Volatility represents the historical market price volatility of the Shares over the period from 22 March 2022 to 22 March 2024 for Fee Performance Rights, 22 March 2021 to 22 March 2024 for the Incentive Performance Rights (collectively, the **Performance Rights**) with 1,095 days to expiry and 23 March 2020 to 22 March 2024 for Performance Rights with 1,461 days to expiry and 22 March 2019 to 22 March 2024 for Performance Rights with 1,826 days to expiry.
- (3) Risk free rate represents the yield on a 2-year and a 3-year Australian government bond on 20 March 2024, per the Reserve Bank of Australia, for the Performance Rights with 730 and 1,095, days to expiry, respectively, and the yield on a 5-year Australian government bond for the Performance Rights with 1,461 and 1,826 days to expiry.
- (4) Weighted average value is calculated by weighting the values of each type of Performance Right in the above table based on the number of each type of Performance Right to be issued to the Relevant Directors (in the case of Resolutions 4, 5, 6 and 7) and the Participating Directors (in the case of Resolutions 8, 9 and 10).

ANNEXURE C

SUMMARY OF KEY TERMS OF THE PLAN

- (a) **Eligibility:** The Board may (in its absolute discretion) provide an offer to an Eligible Employee³ of a Group Company to participate in the Plan (**Offer**). Where such person (or a permitted nominee of such person) accepts the Offer, he or she will become a participant under the Plan (**Participant**).
- (b) **Issue cap:** Offers made under the Plan which require the payment of Monetary Consideration⁴ by the Participant in respect of the issue, transfer or exercise of an Incentive are subject to an issue cap of 5% of the number of Shares on issue (as adjusted or increased as permitted by law and under the Constitution from time to time).
- (c) **Offer:** The Board may make an Offer at any time. Where an Offer is made under the Plan which requires the payment of Monetary Consideration by the Eligible Employee or the Participant then, subject to limited exceptions, the Offer must include the following information:
- (i) the name and address of the person to whom the Offer is being made to;
 - (ii) the date of the Offer;
 - (iii) the first acceptance date (which must be at least 14 days after receiving the Offer) and the final acceptance date that the person can accept the Offer;
 - (iv) the number of Incentives being offered and the maximum number which can be applied for;
 - (v) the conditions to issue of the Incentives (if any);
 - (vi) the amount payable per Incentive by the person on application for the Incentives offered (if any), or the manner of determining such amount payable;
 - (vii) the conditions (if any) determined by the Board which are required to be satisfied, reached and met before an Incentive will be issued, and whether not it is issued subject to further vesting conditions;
 - (viii) the vesting conditions attaching to the Incentive (if applicable);
 - (ix) the first exercise date and last exercise date of the Incentives;
 - (x) the exercise price (if any) or the manner of determining the exercise price of the Incentives;
 - (xi) the vesting period (if any) of the Incentives;
 - (xii) any other specific terms and conditions applicable to the Offer,
- to the extent required by applicable law:
- (xiii) an explanation of how an Eligible Employee could, from time to time, ascertain the market price of the Shares underlying the Incentives;

³ **Eligible Employee** means a person who is an employee or director of, or an individual who provides services to, a Group Company.

⁴ **Monetary Consideration** means monetary consideration payable by the Participant in respect of the issue or transfer of an Incentive under the Plan and/or the monetary consideration payable by the Participant on the exercise of an Incentive.

- (xiv) the terms of any loan or contribution plan under which an Eligible Employee may obtain Incentives, or a summary of the terms of the loan together with a statement that the Participant can request a copy of the terms;
- (xv) the trust deed of any trust that will hold Incentives on trust for an Eligible Employee, or a summary of the terms of the trust deed together with a statement that the Participant can request a copy of the trust deed;
- (xvi) a copy of any disclosure document prepared by the Company under Part 6D.2 of the Corporations Act in the 12 months before the date of the Offer, or a statement of how the Participant can access a copy of those disclosure documents; and
- (xvii) any other information required by applicable laws;
- (xviii) general information about the risks of acquiring and holding the Incentives (and underlying Shares) the subject of the Offer;
- (xix) a copy of the Plan, or a summary of the Plan and a statement that, on request, a copy of the full Plan will be provided; and
- (xx) a prominent statement to the effect that:
 - (A) any advice given by the Company in relation to Incentives issued under the Plan, and Shares issued upon exercise of the Options or Performance Rights, does not take into account an Eligible Employee's objectives, financial situation and needs; and
 - (B) the Eligible Employee should obtain their own financial product advice in relation to the Offer from a person who is licensed by ASIC to give such advice.
- (d) **Terms of Offer:** The terms and conditions applicable to an Offer, and any accompanying document, must not include any misleading or deceptive statements, or omit any information that would result in those materials becoming misleading or deceptive. If the Company becomes aware, during the application period for an offer of Incentives, that any statement in the Offer has become out of date, or is otherwise not correct, in a material respect, then it must provide an updated Offer.
- (e) **Nominees:** An Eligible Employee may, by notice in writing to the Board and subject to applicable laws, nominate a nominee in whose favour the Eligible Employee wishes the Incentives to be issued. The nominee may be an immediate family member of the Eligible Employee, a corporate trustee of a self-managed superannuation fund where the Eligible Employee is a director of the trustee or a company whose members comprise no persons other than the Eligible Employee or immediate family members of the Eligible Employee. The Board may, in its sole and absolute discretion, decide not to permit the Incentives to be issued to a nominee.
- (f) **Dealing:** Incentives may not be sold, assigned, transferred or otherwise dealt with except on the death of the Participant in limited circumstances or with the prior consent of the Board.
- (g) **Vesting:** Subject to paragraphs (j) and (k) below, an Incentive will vest when the relevant vesting conditions attaching to the Incentives are met or waived.
- (h) **Exercise of Incentive:** Upon vesting, a Participant may exercise those Incentives by delivery to the Company Secretary (or such other person that the Offer states) of the certificate for the Incentives (if any), a signed notice of exercise and payment equal to the exercise price (if any) for the number of Incentives sought to be exercised.

- (i) **Lapse of Incentive:** Unless otherwise determined by the Board, an Incentive will not vest and will lapse on the earlier of:
- (i) the Board determining that the vesting conditions attaching to the Incentive have not been satisfied, reached or met in accordance with its terms or is not capable of being satisfied, reached or met;
 - (ii) the day immediately following the last exercise date; or
 - (iii) with respect of unvested Incentives, the date the Participant ceases employment in the relevant circumstances summarised at paragraph (j) below.
- (j) **Ceasing employment:** If the Eligible Employee ceases to be employed by the Company for any reason, then (subject to compliance with the Corporations Act and Listing Rules):
- (i) any unvested Incentives held by the Eligible Employee or their nominee will immediately lapse; and
 - (ii) any vested Incentives held by the Eligible Employee or their nominee that have not been exercised will remain on foot until their last exercise date or their expiry date (as applicable) unless paragraph (j)(iii) applies; and
 - (iii) if an Eligible Employee at any time:
 - (A) has been convicted on indictment of an offence against the Corporations Act in connection with the affairs of a Group Company; or
 - (B) has had a judgement entered against him or her in civil proceedings in respect of the contravention by the Participant (or Eligible Employee) of his or her duties at law, in equity or under statute in his or her capacity as an executive or Director of a Group Company,
 then any vested Incentives held by the Eligible Employee or their nominee that have not been exercised will lapse on the date the above event occurs,
- although the Board may (subject to compliance with the Corporations Act and Listing Rules) determine to treat any unvested Incentives in any other way other than in the manner set out above if the Board determines that the relevant circumstances warrant such treatment (which may include, without limitation, determining that Incentives vest early or their vesting is accelerated). If the Board makes such a determination for alternative treatment, then it must give the relevant Participant notice within 14 days of that determination.
- (k) **Change of control:** Unless the Offer states otherwise, if a Change of Control Event⁵ occurs, the Board may in its sole and absolute discretion (and subject to the Listing Rules) by notice to

⁵ **Change of Control Event** means:

- (a) an offer is made for Shares pursuant to a takeover bid (as defined in the Corporations Act) and the bidder/s under that offer have a voting power of 50% or more in the Company and the offer is, or is declared, unconditional;
- (b) the Court sanctioning a compromise or arrangement relating to the Company under Part 5.1 of the Corporations Act;
- (c) any other merger, consolidation or amalgamation involving the Company occurring which results in the holders of Shares immediately prior to the merger, consolidation or amalgamation being entitled to 50% or less of the voting shares in the body corporate resulting from the merger, consolidation or amalgamation;
- (d) any Group Company entering into agreements to sell in aggregate a majority in value of the businesses or assets of the Group to a person, or a number of persons, none of which are Group Companies; or
- (e) the Board determining in its reasonable opinion that control of the Company has or is likely to change or pass to one or more persons.

the Participant determine how any unvested Incentives will be treated, including but not limited to, by determining that Incentives vest early or vesting is accelerated by way of:

- (i) determining that unvested Incentives (or a portion of unvested Incentives) will vest and become immediately exercisable with such vesting deemed to have taken place immediately prior to the Change of Control Event; and/or
 - (ii) reducing or waiving the applicable vesting conditions attaching to the unvested Incentives.
- (l) **Issue of Shares on vesting of Incentives:** Following exercise of the Incentives, the Company will, subject to the terms of the Company's relevant policies, issue or transfer Shares to that Participant and apply for official quotation or listing of those Shares on ASX if applicable. Unless and until the Incentives have been exercised and the relevant Shares issued to that Participant as a result of that exercise, a Participant has no right or interest in those Shares.
- (m) **Ranking of Shares:** Shares issued upon exercise of the Incentives will rank equally in all respects with existing Shares, except for entitlements which had a record date before the date of the issue of that Share.
- (n) **Breach, fraud or misconduct:** If the Board determines that a Participant (or Eligible Employee who has nominated a nominee to receive the Incentives) at any time:
- (i) has been convicted on indictment of an offence against the Corporations Act in connection with the affairs of a Group Company;
 - (ii) has had a judgement entered against him or her in civil proceedings in respect of the contravention by the Participant (or Eligible Employee) of his or her duties at law, in equity or under statute in his or her capacity as an executive or Director of a Group Company; or
 - (iii) has committed an act of fraud, defalcation or gross misconduct in relation to the affairs of that body corporate,
- then the Board may determine that all unvested Incentives held by the Participant will lapse.
- (o) **Amendments to the Plan:** Subject to and in accordance with the Listing Rules, the Board may amend, revoke, add to or vary the Plan (without the necessity of obtaining the prior or subsequent consent or approval of Shareholders of the Company), provided that rights or entitlements in respect of any Incentive issued before the date of the amendment shall not be reduced or adversely affected without the prior written consent of the Participant affected by the amendment.