



Cobre Limited

ACN 626 241 067

NOTICE OF EXTRAORDINARY GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM

Date of Meeting

24 March, 2023

Time of Meeting

12.00 p.m. (AEDT)

Place of Meeting

Baker McKenzie
Tower One - International Towers Sydney
Level 46, 100 Barangaroo Avenue
Sydney NSW 2000

This Notice and the accompanying Explanatory Memorandum are important and should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their stockbroker, investment advisor, accountant, solicitor, or other professional adviser prior to voting.

AGENDA

ITEMS OF BUSINESS

Resolution 1:

Ratification of prior issue of Placement Shares

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to ratify the allotment and prior issue of 26,666,668 Placement Shares under Listing Rule 7.1 to sophisticated and institutional investors on 23 December 2022, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- any person who participated in the issue of the Placement Shares; or
- any Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (a) 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
 - (b) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2:

Approval of issue of MTR Placement Shares to MTR

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 6,666,667 MTR Placement Shares to MTR (or its nominee), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- MTR and any other person who will obtain a material benefit as a result of the issue of the MTR Placement Shares (except a benefit solely by reason of being a Shareholder); or
- any Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (a) 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
 - (b) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3:

Approval of issue of MD Subscription Shares to Mitchell Drilling

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue US\$400,000 worth of Shares (**MD Subscription Shares**) to Mitchell Drilling (or its nominee), on the terms and conditions set out in the Explanatory Memorandum.”*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- Mitchell Drilling and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- any Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (a) 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
 - (b) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4:

Approval of issue of RES Subscription Shares to RES

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue US\$70,000 worth of Shares (**RES Subscription Shares**) to RES (or its nominee), on the terms and conditions set out in the Explanatory Memorandum.”*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- RES and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- any Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (a) 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
 - (b) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5:**Ratification of prior issue of Tranche 1 Triprop Shares**

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to ratify the allotment and prior issue of 447,900 Tranche 1 Triprop Shares to the Triprop Vendors on 30 November 2022, on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- the Triprop Vendors; or
- any Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (a) 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
 - (b) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further information in relation to these Resolutions is set out in the Explanatory Memorandum below.

Dated at Sydney, 17th February, 2023

BY ORDER OF THE BOARD

Justin Clyne
Company Secretary
Cobre Limited

NOTES

1. Explanatory Memorandum

An Explanatory Memorandum accompanies this Notice and provides additional information on the Resolutions to be considered at the Meeting. The Explanatory Memorandum forms part of this Notice and should be read in conjunction with it and in its entirety. We refer Shareholders to the Glossary in the Explanatory Memorandum which contains definitions of certain capitalised terms used in this Notice and the Explanatory Memorandum.

2. Record Date for eligibility to vote

For the purposes of regulation 7.11.37 and 7.11.38 of the *Corporations Regulations 2001 (Cth)*, the Board has determined that Shareholders recorded on the Company's register at 7.00 p.m. (AEDT) on Wednesday 22 March, 2023 (**Record Date**) will be entitled to attend and vote at the Meeting. If you are not the registered Shareholder in respect of a particular Share on the Record Date, you will not be entitled to vote in respect of that Share.

3. Appointment of Proxies

A Shareholder entitled to attend and vote at the Meeting may appoint an individual or a body corporate as a proxy to attend the meeting and, on a poll, vote on the Shareholder's behalf. A proxy need not be a Shareholder. The appointment of one or more proxies will not preclude a Shareholder from being present and voting.

A Shareholder entitled to cast two or more votes may appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportions or numbers are specified, each proxy may exercise half of the Shareholder's votes.

Shareholders are encouraged to direct their proxies how to vote on each Resolution by selecting the 'for', 'against' or 'abstain' box for each item on the proxy form. If a proxy chooses to vote, then he/she must vote in accordance with the directions set out in the proxy appointment form.

Unless under Power of Attorney (of which the Company should have previously been notified), a proxy form completed by a body corporate should be executed under its common seal or in accordance with the Corporations Act. The enclosed proxy form provides further details on proxies and lodging proxy forms.

If a Shareholder appoints the Chair of the Meeting as the Shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as proxy for that Shareholder, in favour of that item on a poll (subject to the other provisions of these notes, including any voting exclusions set out in the Notice).

For Shareholders registered on the Australian register, section 250B of the Corporations Act stipulates that proxies must be delivered at least 48 hours prior to the Meeting. For the purposes of section 250B, the Board has determined that all proxies must be received by no later than 12.00 p.m. (AEDT) on Wednesday 22 March, 2023 or in the event of the meeting being adjourned at least 48 hours prior to the adjourned meeting, to the Company's Share Registry Service Provider, Boardroom Pty Limited as follows:

By mail: Share Registry – Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001

By fax: +61 2 9290 9655

In person: Share Registry – Boardroom Pty Limited,
Level 8

210 George Street
Sydney NSW 2000

Lodge electronically: In accordance with the instructions on the proxy form.

4. Attorneys

A Shareholder may appoint an attorney to vote on his or her 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 at its registered office or by the Share Registry by no later than 48 hours in advance of the Meeting.

5. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the Company's representative. The authority must be received by the Company at least 48 hours in advance of the Meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Extraordinary General Meeting of Shareholders to be held at Baker McKenzie, Tower One - International Towers Sydney, Level 46, 100 Barangaroo Avenue, Sydney NSW 2000 on **Friday 24 March, 2023 commencing at 12.00 p.m.(AEDT)**.

The purpose of this Explanatory Memorandum is to assist Shareholders in determining how they wish to vote on the Resolutions. Specifically, the Explanatory Memorandum contains information to help Shareholders understand the background to, and the legal and other implications of, the Notice and the reasons for the Resolutions. The Notice and Explanatory Memorandum should be read in their entirety and in conjunction with each other.

Resolution 1

Ratification of prior issue of Placement Shares

On 19 December 2022, the Company announced that it had successfully raised \$5 million (before costs) via a placement of new Shares at an issue price of \$0.15 per Share which would be completed in two tranches as follows:

- **Tranche 1:** \$4 million raised from institutional and other sophisticated investors utilising the Company's existing placement capacity under Listing Rule 7.1; and
- **Tranche 2:** \$1 million to be raised from MTR, subject to Shareholder approval under Resolution 2 of this Notice,

(together, the **Placement**).

Funds raised under the Placement will be used to accelerate exploration on the Company's tenement holding in the Kalahari Copper Belt in Botswana.

Tranche 1 of the Placement completed on 23 December 2022 which resulted in the issue of 26,666,668 Placement Shares under the Company's existing placement capacity under Listing Rule 7.1 (**Placement Shares**).

Reason for approval

Listing Rule 7.1 provides that, subject to specified exceptions set out in Listing Rule 7.2, a company must not, without the approval of its holders of ordinary securities, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The issue of Placement Shares did not fall within any of the specified exceptions set out in Listing Rule 7.2 and as it has not yet been approved by Shareholders, it used up "placement capacity" 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 of the Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to ratify 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 Listing Rule 7.1 as it effectively falls within an exception in Listing Rule 7.2.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 1 seeks Shareholder approval to ratify the issue of Placement Shares under and for the purposes of Listing Rule 7.4.

Effect of Shareholder Approval

If Resolution 1 is passed, then the issue of the Placement Shares will be excluded when calculating the Company's 15% limit under Listing Rule 7.1, which will increase the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period starting from the date of issue of the Placement Shares.

If Resolution 1 is not passed, then the issue of Placement Shares will be included when calculating the Company's 15% limit under Listing Rule 7.1, which will decrease the number of Equity Securities the Company can issue without Shareholder approval, over the 12 month period starting from the date of issue of the Placement Shares.

Information for Shareholders under Listing Rule 7.5

The following information is required to be provided to Shareholders for the purposes of obtaining Shareholder approval under Listing Rule 7.4:

- (a) The Placement Shares were issued to sophisticated and institutional investors who are clients of Canaccord Genuity (Australia) Limited, lead manager to the Placement. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that, no participant under the first tranche of the Placement was:
 - (i) a related party of the Company, a member of the Company's key management personnel, a substantial holder of the Company, an adviser to the Company or an Associate of any those persons; and
 - (ii) issued more than 1% of the issued capital of the Company.
- (b) A total of 26,666,668 Placement Shares were issued.
- (c) The Placement Shares are fully paid ordinary Shares and rank equally with the existing Shares on issue.
- (d) The Placement Shares were issued on 23 December 2022.
- (e) The Placement Shares were issued at an issue price of \$0.15 per Placement Share, raising \$4 million (before costs).
- (f) Funds raised from the Placement will be used to accelerate exploration on the Company's tenement holding in the Kalahari Copper Belt in Botswana.
- (g) A voting exclusion statement is included in the Notice.

Recommendation

All of the Directors recommend that Shareholders vote in favour of Resolution 1. Each Director who makes a recommendation intends to vote any Shares they own or control in favour of Resolution 1.

The Chair intends to exercise all available proxies in favour of Resolution 1.

Resolution 2

Approval of issue of MTR Placement Shares to MTR

Shareholder approval is being sought under Listing Rule 10.11 to the issue to MTR (or its nominee) of up to 6,666,667 Shares at an issue price of \$0.15 per Share (**MTR Placement Shares**) to raise approximately \$1 million (before costs) under Tranche 2 of the Placement (described at Resolution 1 above).

Reason for approval

Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed entity must not issue or agree to issue Equity Securities to any of the following persons without the approval of Shareholders:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity; or
- (d) an Associate of any person referred to in paragraphs (a) to (c) above.

As at the date of this Notice, MTR holds 46,989,136 Shares of the 274,732,822 Shares on issue, representing 17.10% of the Company's issued Shares. MTR has also nominated Michael McNeilly to the board of the Company. As such, MTR falls within the category referred to in paragraph (c) above.

As none of the exceptions under Listing Rule 10.12 are available to the Company in respect of the proposed issue of the MTR Placement Shares to MTR (or its nominee), the Company seeks approval for the issue of the MTR Placement Shares to MTR (or its nominee) under Listing Rule 10.11.

Effect of Shareholder Approval

If Resolution 2 is passed, the Company will be able to proceed with the proposed issue of the MTR Placement Shares to MTR (or its nominee) and raise additional funds. Further, Shareholder approval will not be required under Listing Rule 7.1 (pursuant to Listing Rule 7.2, Exception 14), and the issue of the MTR Placement Shares to MTR will not count towards the Company's capacity to issue Equity Securities under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the proposed issue of the MTR Placement Shares to MTR (or its nominee) and will not raise those additional funds.

Information for Shareholders under Listing Rule 10.13

The following information is required to be provided to Shareholders for the purposes of obtaining Shareholder approval under Listing Rule 10.11:

- (a) The MTR Placement Shares are proposed to be issued to MTR (or its nominee).
- (b) MTR falls within the category referred to in Listing Rule 10.11.3 as it is a substantial holder of the Company, holding 17.10% of the Company's issued Shares and has appointed a director, Michael McNeilly, to the Board of the Company.
- (c) The Company proposes to issue up to 6,666,667 MTR Placement Shares to MTR (or its nominee). To the extent that the issue of any MTR Placement Shares will result in MTR's voting power in the Company exceeding 20%, the Company will not proceed with the issue of such number of MTR Placement Shares that will result in MTR exceeding that threshold.
- (d) The MTR Placement Shares will be fully paid ordinary Shares and rank equally with the existing Shares on issue.
- (e) The Company proposes to issue the MTR Placement Shares to MTR as soon as possible following the Meeting but, in any event, within one month of the Meeting.

- (f) The MTR Placement Shares will be issued at an issue price of \$0.15 per MTR Placement Share, raising up to \$1 million (before costs). This is the same price per Share as the issue made under Tranche 1 of the Placement.
- (g) Funds raised from the issue of MTR Placement Shares will be used to accelerate exploration on the Company's tenement holding in the Kalahari Copper Belt in Botswana.
- (h) A voting exclusion statement is included in the Notice.

Recommendation

All of the Directors (excluding Michael McNeilly) recommend that Shareholders vote in favour of Resolution 2. Each Director who makes a recommendation intends to vote any Shares they own or control in favour of Resolution 2.

The Chair intends to exercise all available proxies in favour of Resolution 2.

Resolution 3

Approval of issue of MD Subscription Shares to Mitchell Drilling

On 19 December 2022, the Company announced that it had entered into a subscription deed with Mitchell Drilling (**MD Subscription Deed**). Under the terms of the MD Subscription Deed, the Company agreed to issue to Mitchell Drilling (or its nominee) US\$400,000 worth of Shares at an issue price of \$0.15 per Share (**MD Subscription Shares**), in lieu of cash payment for 15% of any invoices (exclusive of VAT) that are rendered by Mitchell Drilling to KML for any drilling services delivered, up to a maximum of US\$400,000.

The issue of the MD Subscription Shares is conditional upon at least one of the following resolutions having been passed by Shareholders:

- (a) a resolution to ratify past issues of Shares by the Company such that the Company's 15% placement capacity is fully replenished; or
- (b) a resolution to approve the issue of the MD Subscription Shares to Mitchell Drilling (or its nominee).

This Resolution seeks Shareholder approval for the proposed issue of MD Subscription Shares for the purposes of Listing Rule 7.1.

Reason for approval

As summarised above in relation to Resolution 1, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period.

An issue of Equity Securities that is approved by Shareholders under Listing Rule 7.1 will not use up the Company's 15% placement capacity and therefore does not reduce the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1.

The issue of MD Subscription Shares does not fall within any of the specified exceptions set out in Listing Rule 7.2 and as it has not yet been approved by Shareholders, it can only be made without Shareholder approval if it is made within the 15% placement capacity in Listing Rule 7.1. Given the condition to the issue of the MD Subscription Shares, this Resolution seeks Shareholder approval for the issue of the MD Subscription Shares to ensure that the proposed issue of MD Subscription Shares does not reduce the Company's future placement capacity.

Effect of Shareholder Approval

If Resolution 3 is passed, the MD Subscription Shares will not be counted as reducing the number of Equity Securities which the Company can issue without Shareholder approval under Listing Rules 7.1, thereby increasing the number of Equity Securities the Company can issue without Shareholder approval.

If Resolution 3 is not passed but Resolutions 1 and 5 are passed, the MD Subscription Shares will be issued but will be included in calculating the Company's placement capacity under Listing Rules 7.1, thereby decreasing the number of Equity Securities it can issue without Shareholder approval for a period of 12 months from the date of issue of the MD Subscription Shares.

If Resolution 3 is not passed and both Resolutions 1 and 5 are not passed, the MD Subscription Shares will not be issued.

Information for Shareholders under Listing Rule 7.3

The following information is required to be provided to Shareholders for the purposes of obtaining Shareholder approval under Listing Rule 7.1:

- (a) The MD Subscription Shares will be issued to Mitchell Drilling (or its nominee)
- (b) The Company will issue a number of MD Subscription Shares determined by dividing US\$400,000 (converted into Australian dollars using the USD:AUD exchange rate published by Bloomberg at 9am on the day which is three days prior to the completion date) by \$0.15. For example, assuming a USD:AUD exchange rate of:
 - (i) US\$1.00:AUD\$1.50, a total of 4,000,000 MD Subscription Shares will be issued;
 - (ii) US\$1.00:AUD\$1.40, a total of 3,733,333 MD Subscription Shares will be issued; and
 - (iii) US\$1.00:AUD\$1.30, a total of 3,466,667 MD Subscription Shares will be issued.
- (c) The MD Subscription Shares will be fully paid ordinary Shares and rank equally with the existing Shares on issue.
- (d) The Company proposes to issue the MD Subscription Shares to Mitchell Drilling (or its nominee) as soon as possible following the Meeting but, in any event, within three months of the Meeting.
- (e) Each MD Subscription Share will be issued at a deemed issue price of \$0.15 per MD Subscription Share.
- (f) As the MD Subscription Shares are being issued in lieu of cash payment for drilling services delivered by Mitchell Drilling, no funds will be raised from the issue.
- (g) A summary of the material terms of the MD Subscription Deed is set out above.
- (h) A voting exclusion statement is included in the Notice.

Recommendation

All of the Directors recommend that Shareholders vote in favour of Resolution 3. Each Director who makes a recommendation intends to vote any Shares they own or control in favour of Resolution 3.

The Chair intends to exercise all available proxies in favour of Resolution 3.

Resolution 4

Approval of issue of RES Subscription Shares to RES

On 19 December 2022, the Company announced that it had entered into a subscription deed with RES (**RES Subscription Deed**). Under the terms of the RES Subscription Deed, the Company agreed to issue US\$70,000 worth of Shares at an issue price of \$0.15 per Share (**RES Subscription Shares**), in lieu of cash payment for 30% of any invoices (exclusive of VAT) that are rendered by RES to KML for any exploration services delivered, up to a maximum of US\$70,000.

The issue of the RES Subscription Shares is conditional upon at least one of the following resolutions having been passed by Shareholders:

- (a) a resolution to ratify past issues of Shares by the Company such that the Company's 15% placement capacity is fully replenished; or
- (b) a resolution to approve the issue of the RES Subscription Shares to RES (or its nominee).

This Resolution seeks Shareholder approval for the proposed issue of RES Subscription Shares for the purposes of Listing Rule 7.1.

Reason for approval

As summarised above in relation to Resolution 1, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period.

An issue of Equity Securities that is approved by Shareholders under Listing Rule 7.1 will not use up the Company's 15% placement capacity and therefore does not reduce the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1.

The issue of RES Subscription Shares does not fall within any of the specified exceptions set out in Listing Rule 7.2 and as it has not yet been approved by Shareholders, it can only be made without Shareholder approval if it is made within the 15% placement capacity in Listing Rule 7.1. Given the condition to the issue of the RES Subscription Shares, this Resolution seeks Shareholder approval for the issue of the RES Subscription Shares to ensure that the proposed issue of Subscription Shares does not reduce the Company's future placement capacity.

Effect of Shareholder Approval

If Resolution 4 is passed, the RES Subscription Shares will not be counted as reducing the number of Equity Securities which the Company can issue without Shareholder approval under Listing Rules 7.1, thereby increasing the number of Equity Securities the Company can issue without Shareholder approval.

If Resolution 4 is not passed but Resolutions 1 and 5 are passed, the RES Subscription Shares will be issued but will be included in calculating the Company's placement capacity under Listing Rules 7.1, thereby decreasing the number of Equity Securities it can issue without Shareholder approval for a period of 12 months from the date of issue of the RES Subscription Shares.

If Resolution 4 is not passed and both Resolutions 1 and 5 are not passed, the RES Subscription Shares will not be issued.

Information for Shareholders under Listing Rule 7.3

The following information is required to be provided to Shareholders for the purposes of obtaining Shareholder approval under Listing Rule 7.1:

- (a) The RES Subscription Shares will be issued to RES (or its nominee).

- (b) The Company will issue such number of RES Subscription Shares determined by dividing US\$70,000 (converted into Australian dollars using the USD:AUD exchange rate published by Bloomberg at 9am on the completion date) by \$0.15. For example, assuming a USD:AUD exchange rate of:
- (i) US\$1.00:AUD\$1.50, a total of 700,000 RES Subscription Shares will be issued;
 - (ii) US\$1.00:AUD\$1.40, a total of 653,333 RES Subscription Shares will be issued; and
 - (iii) US\$1.00:AUD\$1.30, a total of 606,667 RES Subscription Shares will be issued.
- (c) The RES Subscription Shares will be fully paid ordinary Shares and rank equally with the existing Shares on issue.
- (d) The Company proposes to issue the RES Subscription Shares to RES (or its nominee) as soon as possible following the Meeting but, in any event, within three months of the Meeting.
- (e) Each RES Subscription Share will be issued at a deemed issue price of \$0.15 per RES Subscription Share.
- (f) As the RES Subscription Shares are being issued in lieu of cash payment for exploration services delivered by RES, no funds will be raised from the issue.
- (g) A summary of the material terms of the RES Subscription Deed is set out above.
- (h) A voting exclusion statement is included in the Notice.

Recommendation

All of the Directors recommend that Shareholders vote in favour of Resolution 4. Each Director who makes a recommendation intends to vote any Shares they own or control in favour of Resolution 4.

The Chair intends to exercise all available proxies in favour of Resolution 4.

Resolution 5

Ratification of prior issue of Tranche 1 Triprop Shares

On 6 July 2022, the Company announced that it had extended and entered into a new earn-in agreement with the Triprop Vendors (**Earn-in Agreement**). Under the Earn-in Agreement:

- KML (the Company's wholly owned subsidiary) is entitled to increase its interest in Triprop from 51% to 80% once KML has incurred US\$800,000 of exploration expenditure on the Triprop Licences (**Expenditure Requirement**) and issued £60,000 (valued at the midmarket closing price on the date prior to the issue) of Shares to the Triprop Vendors (**Tranche 1 Triprop Shares**); and
- following completion of the issue of the Tranche 1 Triprop Shares, KML will have a period of 60 days to exercise its option to acquire the remaining 20% of Triprop by issuing such number of Shares at the mid-market closing price of Shares on the day prior to their issue, equal to the fair value of the remaining Triprop Shares, as determined by an independent expert (**Tranche 2 Triprop Shares**). If KML does not exercise this option, KML must contribute to the administration costs of Triprop on a pro rata basis to its shareholding for a period of one year commencing on the end of the option exercise period.

Triprop owns five exploration licences in the Kalahari Belt in Botswana.

On 30 November 2022 and following satisfaction of the Expenditure Requirement, the Company issued 447,900 Tranche 1 Triprop Shares to the Triprop Vendors under the Company's existing placement

capacity under Listing Rule 7.1. The Tranche 1 Triprop Shares are subject to escrow for a period of 12 months from the issue date.

Reason for approval

Listing Rule 7.1 provides that, subject to specified exceptions set out in Listing Rule 7.2, a company must not, without the approval of its holders of ordinary securities, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The issue of the Tranche 1 Triprop Shares did not fall within any of the specified exceptions set out in Listing Rule 7.2 and as it has not yet been approved by Shareholders, it used up "placement capacity" 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 of the Tranche 1 Placement Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 5 seeks Shareholder approval to ratify the issue of the Tranche 1 Triprop Shares under and for the purposes of Listing Rule 7.4.

Effect of Shareholder Approval

If Resolution 5 is passed, then the issue of the Tranche 1 Triprop Shares will be excluded when calculating the Company's 15% limit under Listing Rule 7.1, which will increase the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period starting from the date of issue of the Tranche 1 Triprop Shares.

If Resolution 5 is not passed, then the issue of the Tranche 1 Triprop Shares will be included when calculating the Company's 15% limit under Listing Rule 7.1, which will decrease the number of Equity Securities the Company can issue without Shareholder approval, over the 12 month period starting from the date of issue of the Tranche 1 Triprop Shares.

Information for Shareholders under Listing Rule 7.5

The following information is required to be provided to Shareholders for the purposes of obtaining Shareholder approval under Listing Rule 7.4:

- (a) The Tranche 1 Triprop Shares were issued to the Triprop Vendors, who are not related parties of the Company.
- (b) A total of 447,900 Tranche 1 Triprop Shares were issued under Listing Rule 7.1.
- (c) The Tranche 1 Triprop Shares are fully paid ordinary Shares and rank equally with the existing Shares on issue. The Tranche 1 Triprop Shares are subject to escrow for a period of 12 months from their issue date.
- (d) The Tranche 1 Triprop Shares were issued on 30 November 2022.
- (e) The Tranche 1 Triprop Shares were issued at a deemed issue price of \$0.24 per Tranche 1 Placement Share.
- (f) As the Tranche 1 Triprop Shares are being issued as consideration to the Triprop Vendors to increase KML's interest in Triprop from 51% to 80%, no funds were raised from the issue.

- (g) A summary of the material terms of the Earn-in Agreement is set out above.
- (h) A voting exclusion statement is included in the Notice.

Recommendation

All of the Directors recommend that Shareholders vote in favour of Resolution 5. Each Director who makes a recommendation intends to vote any Shares they own or control in favour of Resolution 5.

The Chair intends to exercise all available proxies in favour of Resolution 5.

GLOSSARY

In the Notice and this Explanatory Memorandum, unless the context otherwise requires:

A\$ and **\$** means a dollar in the currency of the Commonwealth of Australia.

AEDT means Australian Eastern Daylight Time.

Associate has the meaning given in the Listing Rules.

Board means the board of directors of the Company.

ASX means the Australian Securities Exchange.

Chair means the chair of the Meeting.

Company means Cobre Limited (ACN 626 241 067).

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

Earn-in Agreement means the earn-in agreement between the Company, KML, Triprop and the Triprop Vendors.

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

KML means Kalahari Metals Limited (UK company number 10751423).

Listing Rules means the official listing rules of ASX.

Meeting means the general meeting of the Company convened by this Notice.

MD Subscription Deed means the subscription deed between the Company, KML and Mitchell Drilling dated 19 December 2022.

MD Subscription Shares means the US\$400,000 worth of Shares, each at a deemed issue price of \$0.15 per Share, to be issued by the Company pursuant to the MD Subscription Deed.

Mitchell Drilling means Mitchell Drilling Botswana Proprietary Limited (registration number BW00000197866).

MTR means Metal Tiger PLC (UK company number 04196004).

MTR Placement Shares means the 6,666,667 Shares to be issued, each at an issue price of \$0.15 per Share, to MTR pursuant to Resolution 2.

Notice means this document, including the Explanatory Memorandum.

Placement means the two tranche placement to raise \$5 million (before costs) announced by the Company to the ASX on 19 December 2022.

Placement Shares means the 26,666,668 Shares issued by the Company on 23 December 2022 at an issue price of \$0.15 per Share under the Placement.

RES means Remote Exploration Services (Pty) Ltd.

RES Subscription Deed means the subscription deed between the Company, KML and RES dated 19 December 2022.

RES Subscription Shares means the US\$70,000 worth of Shares, each at a deemed issue price of \$0.15 per Share, to be issued by the Company pursuant to the RES Subscription Deed.

Resolution means a resolution proposed pursuant to the Notice.

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

Shareholder means a holder of Shares in the capital of the Company.

Tranche 1 Triprop Shares means the 447,900 Shares issued by the Company on 30 November 2022 as consideration to the Triprop Vendors to increase KML's interest in Triprop from 51% to 80%, pursuant to the terms of the Earn-in Agreement. .

Triprop means Triprop Holdings (Pty) Limited (registration number BW00001478313).

Triprop Vendors means J.Diam (Pty) Limited (registration number BMW00001465217) and Vikarsh Tamba (Mauritius) Private Limited (registration number 116143 C2/GBL).



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 12:00pm (AEDT) on Wednesday 22 March 2023.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/cbe2023egm>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **12.00pm (AEDT) on Wednesday 22 March 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/cbe2023egm>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Cobre Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Extraordinary General Meeting** of the Company to be held **at the offices of Baker Mackenzie, Level 46, 100 Barangaroo Avenue, Sydney NSW 2000 on Friday, 24 March 2023 at 12:00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of prior issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of issue of MTR Placement Shares to MTR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of issue of MD Subscription Shares to Mitchell Drilling	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of RES Subscription Shares to RES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issue of Tranche 1 Triprop Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023