
VERTEX MINERALS LIMITED
ACN 650 116 153
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11 am WST
DATE: 8 November 2024
PLACE: U24/589 Stirling Highway
COTTESLOE WA 6011

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11 am (WST) on 7 November 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1 – FEBRUARY PLACEMENT

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,009,999 Shares to the February Placement Participants on the terms and conditions set out in the Explanatory Statement.”

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

2. RESOLUTION 2 – APPROVAL TO ISSUE OPTIONS - FEBRUARY PLACEMENT

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 10,000,000 Options to the February Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Statement.”

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

3. RESOLUTION 3 – APPROVAL TO ISSUE OPTIONS TO THE LEAD MANAGER – FEBRUARY PLACEMENT

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 3,000,000 Options to the Lead Manager (or its nominees) on the terms and conditions set out in the Explanatory Statement.”

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

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE SHARES UNDER LISTING RULE 7.1A – AUGUST PLACEMENT

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 11,277,333 Shares to the August Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Statement.”

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

5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES – AUGUST PLACEMENT

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 35,847,667 Shares to the August Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Statement.”

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

6. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS - AUGUST PLACEMENT

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 15,708,333 Options to the August Placement Participants (or their nominees), on the terms and conditions set out in the Explanatory Statement."

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

7. RESOLUTION 7 – APPROVAL TO ISSUE OPTIONS TO THE LEAD MANAGER – AUGUST PLACEMENT

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 20,708,333 Options to the Lead Manager (or its nominees) on the terms and conditions set out in the Explanatory Statement."

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

8. RESOLUTION 8 – APPROVAL TO ISSUE OPTIONS TO THE LEAD MANAGER – ENTITLEMENT OFFER

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 20,346,667 Options to the Lead Manager (or its nominees) on the terms and conditions set out in the Explanatory Statement."

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

Voting Exclusion Statements

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

Resolution 1 - Ratification of prior issue of Shares under Listing Rule 7.1 – February Placement	The February Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 2 – Approval to issue Options - February Placement	The February Placement Participants (or their nominees) or any other person who is expected to participate in, or 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 an associate of that person (or those persons).
Resolution 3 – Approval to issue Options to the Lead Manager – February Placement	The Lead Manager (or its nominees) or any other person who is expected to participate in, or 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 an associate of that person (or those persons).
Resolution 4 – Ratification of prior issue of Shares under Listing Rule 7.1A - August Placement	The August Placement Participants (or their nominees) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 5 – Approval to issue Shares – August Placement	The August Placement Participants (or their nominees) or any other person who is expected to participate in, or 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 an associate of that person (or those persons).
Resolution 6 – Approval to issue Options - August Placement	The August Placement Participants (or their nominees) or any other person who is expected to participate in, or 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 an associate of that person (or those persons).
Resolution 7 – Approval to issue Options to the Lead Manager – August Placement	The Lead Manager (or its nominees) or any other person who is expected to participate in, or 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 an associate of that person (or those persons).
Resolution 8 – Approval to issue Options to the Lead Manager – Entitlement Offer	The Lead Manager (or its nominees) or any other person who is expected to participate in, or 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 an associate of that person (or those persons).

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

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

Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

Voting in person

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

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting however the Company will need to be able verify your identity and substantiate your authority to vote.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6383 7828.

EXPLANATORY STATEMENT

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

1. BACKGROUND TO RESOLUTIONS 1 TO 7

1.1 Overview of the February Placement

As announced on 2 February 2024, the Company received binding commitments from new and existing institutional and sophisticated investors to raise \$800,000 (before costs) through the issue of 10,000,000 Shares at an issue price of \$0.08 per Share, together with one (1) free attaching VTWOA Option for every one (1) Share subscribed for and issued (**February Placement**).

The issue of the securities under the February Placement comprises:

- (a) 10,000,000 Shares issued under the Company's existing placement capacity under Listing Rule 7.1 (the subject of Resolution 1); and
- (b) 10,000,000 VTWOA Options to be issued subject to Shareholder approval (the subject of Resolution 2),

to the February Placement Participants.

The funds raised under the February Placement were applied towards the acquisition of the Gekko gravity gold plant located at the Morningstar Gold Mine in Victoria and for general working capital.

1.2 Overview of the August Placement

As announced on 12 August 2024, the Company received binding commitments from new and existing institutional and sophisticated investors to raise \$3.77M (before costs) through the issue of 47,125,000 Shares at an issue price of \$0.08 per Share, together with one (1) free attaching VTWO Option for every one (1) Share subscribed for and issued (**August Placement**).

The issue of securities under the August Placement comprises:

- (a) 11,277,333 Shares issued under the Company's existing placement capacity under Listing Rule 7.1A (the subject of Resolution 4) (**Tranche 1 August Placement Shares**);
- (b) 35,847,667 Shares to be issued subject to Shareholder approval (the subject of Resolution 5) (**Tranche 2 August Placement Shares**); and
- (c) 15,708,333 VTWO Options to be issued subject to Shareholder approval (the subject of Resolution 6),

to the August Placement Participants.

The funds raised under the August Placement will be applied towards the advancing the reward Gold Mine to production and for general working capital.

1.3 Lead Manager

The Company engaged the services of the Lead Manager to act as lead manager to the February Placement and the August Placement. The material terms of the Lead Manager's respective engagements are summarised below:

February Placement Lead Manager Mandate

Engagement

The Company appointed the Lead Manager to be lead manager, broker and corporate advisor to the Company on an exclusive basis and granted the Lead Manager the first right of refusal for any capital raise contemplated by the Company for twenty-four (24) months from the date of the February Placement Lead Manager Mandate.

Fees	<p>In consideration for the lead manager services, the Company agreed to:</p> <ul style="list-style-type: none"> (a) pay a management fee of 2% plus GST for managing the February Placement; (b) pay a placement fee of 4% plus GST for funds raised via the February Placement; and (c) subject to Shareholder approval, issue 3,000,000 VTXOA Options to the Lead Manager (or its nominee/s) at an issue price of \$0.00001 per VTXOA Option. <p>The Company also agreed to pay to the Lead Manager a monthly corporate advisory fee of \$8,000.00 plus GST for the services performed by the Lead Manager for a minimum term of twelve (12) months from 30 January 2024.</p>
Expenses	<p>The Lead Manager will obtain the Company's prior written approval for any reasonable out-of-pocket expenses (excluding travel expenses). The Lead Manager is entitled to reasonable travel expenses under \$1,000. Any travel requests, accommodation or other expenses above \$1,000 require prior written approval from the Company.</p>
Termination	<p>The Lead Manager may terminate the February Placement Lead Manager Mandate:</p> <ul style="list-style-type: none"> (a) by providing the Company fourteen (14) days written notice if the Company commits a material breach; or (b) immediately by written notice if the Company becomes insolvent or an administrative receiver of manager is appointed. <p>The Company may terminate the February Placement Lead Manager Mandate by providing the Lead Manager with seven (7) days written notice.</p>

The February Placement Lead Manager Mandate is otherwise on terms considered standard for an agreements of their nature.

August Placement Lead Manager Mandate

Engagement	<p>The Company agreed to appoint the Lead Manager to be lead manager, broker and corporate advisor to the Company on an exclusive basis and grants the Lead Manager the first right of refusal for any capital raise contemplated by the Company for twenty-four (24) months from the date of the August Placement Lead Manager Mandate.</p>
Fees	<p>In consideration for the lead manager services, the Company agreed to:</p> <ul style="list-style-type: none"> (a) pay a management fee of 2% plus GST for managing the August Placement; (b) pay a placement fee of 4% plus GST for funds raised via the August Placement; and (c) subject to Shareholder approval, issue: <ul style="list-style-type: none"> (i) 5,000,000 VTXO Options, to the Lead Manager (or its nominee/s) at an issue price of \$0.00001 per VTXO Option; and (ii) one (1) VTXO Option for every three (3) Shares placed in the August Placement at an issue price of \$0.00001 per VTXO Option.

	<p>The Company also agreed to pay to the Lead Manager:</p> <p>(a) a monthly corporate advisory fee of \$8,000.00 plus GST for the services performed by the Lead Manager for a minimum term of twelve (12) months from 30 July 2024; and</p> <p>(b) a one-off completion fee of \$20,000 plus GST which was payable upon completion of the August Placement.</p>
Expenses	<p>The Lead Manager will obtain the Company's prior written approval for any reasonable out-of-pocket expenses (excluding travel expenses). The Lead Manager is entitled to reasonable travel expenses under \$1,000. Any travel requests, accommodation or other expenses above \$1,000 require prior written approval from the Company.</p>
Termination	<p>The Lead Manager may terminate the Lead Manager Mandates:</p> <p>(c) by providing the Company fourteen (14) days written notice if the Company commits a material breach; or</p> <p>(d) immediately by written notice if the Company becomes insolvent or an administrative receiver of manager is appointed.</p> <p>The Company may terminate the Lead Manager Mandate by providing the Lead Manager with seven (7) days written notice.</p>

The August Placement Lead Manager Mandate is otherwise on terms considered standard for an agreements of their nature.

1.4 Quotation of VTXOA Options and VTXO Options

The VTXOA Options and VTXO Options to be issued subject to Shareholder approval under this Notice will be offered under a prospectus to be lodged with ASIC and ASX following receipt of the requisite approvals under this Meeting.

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1 – FEBRUARY PLACEMENT

2.1 General

As set out in Section 1.1 above, on 14 February 2024, the Company issued 10,000,000 Shares to February Placement Participants.

The Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 5,009,999 of these Shares, being the portion of Shares, that did not breach Listing Rule 7.1 at the time of issue.

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

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

2.2 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 5,009,999 of the Shares issued pursuant to the February Placement.

2.3 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, these 5,009,999 Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 1 is not passed, these 5,009,999 Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

2.4 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	<p>The Shares were issued to the February Placement Participants (or their nominees), being professional and sophisticated investors who were identified by the Directors of the Company and the Lead Manager. The recipients were identified through a bookbuild process, which involved the Directors and the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company.</p> <p>The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.</p>
Number and class of Securities issued	The Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 5,009,999 Shares.
Terms of Securities	The Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	14 February 2024.
Price or other consideration the Company received for the Securities	\$0.08 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.1 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were issued pursuant to customary placement offer letters between the Company and the February Placement Participants. The material terms of the February Placement are set out in Section 1.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

3. RESOLUTION 2 – APPROVAL TO ISSUE OPTIONS - FEBRUARY PLACEMENT

3.1 General

As set out in Section 1.1, one (1) free attaching VTXOA Option will be issued for every one (1) Share subscribed for and issued under the February Placement. Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 10,000,000 VTXOA Options to be issued to the February Placement Participants (or their nominees).

As summarised in Section 2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the VTXOA Options falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.2 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the VTXOA Options to the February Placement Participants (or their nominees). In addition, the issue of the 10,000,000 VTXOA Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the 10,000,000 VTXOA Options to the February Placement Participant (or their nominees).

Resolution 2 is an independent Resolution.

Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 10,000,000 VTXOA Options to the February Placement Participants (or their nominees).

3.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	<p>10,000,000 VTXOA Options will be issued to the February Placement Participants (or their nominees), being professional and sophisticated investors who were identified by the Directors of the Company and the Lead Manager who acted as lead manager to the February Placement. The recipients were identified through a bookbuild process, which involved the Directors and the Lead Manager seeking expressions of interest to participate in the February Placement from non-related parties of the Company.</p> <p>The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.</p>
Number of Securities and class to be issued	<p>10,000,000 VTXOA Options will be issued (on the basis of one (1) free attaching VTXOA Option for every one (1) Share applied for and issued under the February Placement).</p>
Terms of Securities	<p>The VTXOA Options will be issued on the terms and conditions set out in Schedule 1.</p>
Date(s) on or by which the Securities will be issued	<p>The Company will not issue any VTXOA Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).</p>
Price or other consideration the Company will receive for	<p>Nil as the VTXOA Options will be issued free attaching with on a 1:1 basis.</p>

REQUIRED INFORMATION	DETAILS
the Securities	
Purpose of the issue, including the intended use of any funds raised by the issue	<p>The purpose of the issue was to incentivise the February Placement Participants to subscribe for Shares under the February Placement.</p> <p>The Company will not receive any other consideration for the issue of the VTXOA Options to the February Placement Participants (other than in respect of funds received on exercise of the Options).</p>
Summary of material terms of agreement to issue	<p>The VTXOA Options to be issued to the February Placement Participants are being issued pursuant to customary placement offer letters between the Company and the February Placement Participants, whereby each February Placement Participant is entitled to receive one (1) VTXOA Option free attaching to every one (1) Share subscribed for and issued under the February Placement. Details of the February Placement are set out in Section 1.1.</p>
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTION 3 – APPROVAL TO ISSUE OPTIONS TO THE LEAD MANAGER – FEBRUARY PLACEMENT

4.1 General

As set out in Section 1.3 above, the Company is proposing to issue 3,000,000 VTXOA Options to the Lead Manager (or its nominees) as part consideration for services provided by the Lead Manager in connection with the February Placement.

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the VTXOA Options to the Lead Manager under this Resolution falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the VTXOA Options under this Resolution to the Lead Manager (or its nominees). In addition, the issue of the VTXOA Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the VTXOA Options. In such circumstances, the Company may be required to re-negotiate payment terms under the Lead Manager Mandate which may require the Company to pay the Lead Manager additional cash fees.

Resolution 3 is an independent Resolution.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 3,000,000 VTXOA Options to the Lead Manager.

4.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those	The VTXOA Options to be issued pursuant to this Resolution will be issued to the Lead Manager (or its nominees).

REQUIRED INFORMATION	DETAILS
persons were or will be identified/selected	The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	A total of 3,000,000 VTXOA Options at an issue price of \$0.0001 per VTXOA Option.
Terms of Securities	The VTXOA Options to be issued to the Lead Manager will be issued on the terms and conditions set out in Schedule 1. The Company intends to seek quotation of the VTXOA Options the subject of this Resolution.
Date(s) on or by which the Securities will be issued	The Company will not issue any VTXOA Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The VTXOA Options will be issued at a nominal issue price of \$0.0001 per VTXOA Option in consideration for lead manager and underwriting services provided in connection with the Entitlement Offer. The Company will not receive any other consideration for the issue of the VTXOA Options to be issued under this Resolution (other than in respect of funds received on exercise of the VTXOA Options).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the February Placement Lead Manager Mandate.
Summary of material terms of agreement to issue	The VTXOA Options are being issued pursuant to the February Placement Lead Manager Mandate, a summary of the material terms of which are set out in Section 1.3.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A - AUGUST PLACEMENT

5.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of the 11,277,333 Tranche 1 August Placement Shares. The Tranche 1 August Placement Shares were issued on 21 August 2024 pursuant to the Company's capacity under Listing Rule 7.1A.

5.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 2 above.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 30 November 2023.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

5.3 Listing Rule 7.4

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

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

5.4 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the issue will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

5.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	<p>The Tranche 1 August Placement Shares were issued to the August Placement Participants, being professional and sophisticated investors who were identified through a bookbuild process, which involved the Directors and the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company.</p> <p>The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.</p>
Number and class of Securities issued	11,277,333 Shares were issued.
Terms of Securities	The Tranche 1 August Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	21 August 2024.
Price or other consideration the Company received for the Securities	\$0.08 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Tranche 1 August Placement Shares issued to the August Placement Participants were issued pursuant to customary placement offer letters between the Company and the August Placement Participants. The material terms of the August Placement are set out in Section 1.2.

REQUIRED INFORMATION	DETAILS
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

6. RESOLUTION 5 – APPROVAL TO ISSUE SHARES - AUGUST PLACEMENT

6.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the 35,847,667 Tranche 2 August Placement Shares to the August Placement Participants.

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

6.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Tranche 2 August Placement Shares and the Company will have to refund all monies received from the relevant August Placement Participants.

6.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Tranche 2 August Placement Shares will be issued to the August Placement Participants (or their nominees), being professional and sophisticated investors who were identified through a bookbuild process, which involved the Directors and the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	35,847,667 Shares will be issued.
Terms of Securities	The Tranche 2 August Placement Shares to be issued pursuant to this Resolution will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Tranche 2 August Placement Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.08 per Share.
Purpose of the issue,	Refer to Section 1.2 for details of the proposed use of

REQUIRED INFORMATION	DETAILS
including the intended use of any funds raised by the issue	funds.
Summary of material terms of agreement to issue	The Tranche 2 August Placement Shares issued to the August Placement Participants were issued pursuant to customary placement offer letters between the Company and the August Placement Participants. The material terms of the August Placement are set out in Section 1.2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

7. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS - AUGUST PLACEMENT

7.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 15,708,333 VTXO Options to the August Placement Participants.

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

7.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue.

7.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The VTXO Options to be issued pursuant to this Resolution will be issued to the August Placement Participants (or their nominees), being professional and sophisticated investors who were identified through a bookbuild process, which involved the Directors and the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	15,708,333 VTXO Options will be issued to the August Participants (on the basis of one (1) free attaching VTXO Option for every three (3) August Placement Shares applied for and issued under the August Placement.
Terms of Securities	The VTXO Options will be issued on the terms and conditions set out in Schedule 1. The Company intends to seek quotation of the VTXO Options the subject of this Resolution.
Date(s) on or by which the Securities will be issued	The Company expects to issue the VTXO Options in accordance with the indicative timetable set out in the Options Prospectus. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent

REQUIRED INFORMATION	DETAILS
	permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	Nil per VTXO Option as the VTXO Options will be issued free attaching with the Shares on a 1:3 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to incentivise the August Placement Participants to subscribe for Shares under the August Placement. The Company will not receive any other consideration for the issue of the VTXO Options to the August Placement Participants (other than in respect of funds received on exercise of the Options).
Summary of material terms of agreement to issue	The VTXO Options to be issued to the August Placement Participants will be issued pursuant to customary placement offer letters between the Company and the August Placement Participants whereby each August Placement Participant is entitled to receive one (1) VTXO Option free attaching to every three (3) Shares subscribed for and issued under the August Placement. The material terms of the August Placement are set out in Section 1.2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

8. RESOLUTION 7 – APPROVAL TO ISSUE OPTIONS TO THE LEAD MANAGER – AUGUST PLACEMENT

8.1 General

As set out in Section 1.3 above, the Company is proposing to issue 20,708,333 VTXO Options to the Lead Manager (or its nominees) as part consideration for services provided by the Lead Manager in connection with the August Placement.

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the VTXO Options to the Lead Manager under this Resolution falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

8.2 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the VTXO Options under this Resolution to the Lead Manager (or its nominees). In addition, the issue of the VTXO Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the VTXO Options. In such circumstances, the Company may be required to re-negotiate payment terms under the Lead Manager Mandate which may require the Company to pay the Lead Manager additional cash fees.

Resolution 7 is an independent Resolution.

Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the 20,708,333 VTXO Options to the Lead Manager.

8.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The VTXO Options to be issued pursuant to this Resolution will be issued to the Lead Manager (or its nominees). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	A total of 20,708,333 VTXO Options will be issued to the Lead Manager.
Terms of Securities	The VTXO Options to be issued to the Lead Manager will be issued on the terms and conditions set out in Schedule 1. The Company intends to seek quotation of the VTXO Options the subject of this Resolution.
Date(s) on or by which the Securities will be issued	The Company will not issue any VTXO Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The VTXO Options will be issued at a at a nominal issue price of \$0.00001 per VTXO Option in consideration for for lead manager and underwriting services provided in connection with the Entitlement Offer. The Company will not receive any other consideration for the issue of the VTXO Options to be issued under this Resolution (other than in respect of funds received on exercise of the VTXO Options).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the August Placement Lead Manager Mandate.
Summary of material terms of agreement to issue	The VTXO Options are being issued pursuant to the Lead August Placement Lead Manager Mandate, a summary of the material terms of which are set out in Section 1.3.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

9. RESOLUTION 8 – APPROVAL TO ISSUE OPTIONS TO THE LEAD MANAGER – ENTITLEMENT OFFER

9.1 Background

On 26 March 2024, the Company lodged an entitlement offer prospectus with the ASX (**Entitlement Offer Prospectus**). The offer was a pro-rata non-renounceable entitlement issue of three (3) Shares for every five (5) Shares held by Shareholders at an issue price of \$0.08 per Share together with one (1) free-attaching Option for every three (3) Shares applied for and issued to raise up to \$3,683,200 (**Entitlement Offer**).

The Lead Manager acted as lead manager and, pursuant to an underwriting agreement with the Company (**Underwriting Agreement**), the Lead Manager agreed to underwrite the Entitlement Offer up to \$1,800,000 (**Underwritten Amount**).

In consideration for these services, the Company has agreed to:

- (a) an underwriting fee equivalent to 6% of the Underwritten Amount; and
- (b) issue the following VTXO Options, being the Options the subject of this Resolution 8:
 - (i) one (1) VTXO Option for every three (3) issued under the Entitlement Offer; and

- (ii) 5,000,000 VTXO Options to the Lead Manager (or its nominee/s) at an issue price of \$0.00001 per VTXO Option, on the same terms and conditions as the VTXO Options issued under the Entitlement Offer.

9.2 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of an aggregate of 20,346,667 VTXO Options to the Lead Manager in part consideration for the lead manager and underwriter services provided in connection with the Entitlement Offer.

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the VTXO Options falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

9.3 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of the VTXO Options. In addition, the issue of the VTXO Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the VTXO Options. In such circumstances, the Company may be required to re-negotiate payment terms under the Underwriting Agreement which may require the Company to pay the Lead Manager additional cash fees.

Resolution 8 is an independent Resolution.

Resolution 8 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the VTXO Options.

9.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The VTXO Options to be issued under this Resolution will be issued to the Lead Manager (or its nominees). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	A maximum of 20,346,667 VTXO Option will be issued to the Lead Manager in part consideration for lead manager and underwriting services provided in connection with the Entitlement Offer.
Terms of Securities	The VTXO Options will be issued on the terms and conditions set out in Schedule 1. The Company intends to seek quotation of the VTXO Options the subject of this Resolution.
Date(s) on or by which the Securities will be issued	The Company will not issue any VTXO Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The VTXO Options will be issued at a at a nominal issue price of \$0.00001 per VTXO Option in consideration for for lead manager and underwriting services provided in connection with the Entitlement Offer. The Company will not receive any other consideration for the issue of the VTXO Options to be issued under this

REQUIRED INFORMATION	DETAILS
	Resolution (other than in respect of funds received on exercise of the VTXO Options).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Underwriting Agreement.
Summary of material terms of agreement to issue	The Securities are being issued under the Underwriting Agreement, a summary of the material terms of which is set out in Section 9.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

\$ means the lawful currency of the Commonwealth of Australia.

ASIC means the Australian Securities & Investments Commission.

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

August Placement has the meaning given in Section 1.2.

August Placement Participants means the new and existing institutional and sophisticated investors who participated in the August Placement.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Company means Vertex Minerals Limited (ACN 650 116 153).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Entitlement Offer has the meaning given in Section 9.1.

Entitlement Offer Prospectus has the meaning given in 9.1.

Explanatory Statement means the explanatory statement accompanying the Notice.

February Placement has the meaning given in Section 1.1.

February Placement Participants means the new and existing institutional and sophisticated investors who participated in the February Placement.

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

Lead Manager means CPS Capital Group Pty Ltd (ACN 088 055 636), holder of AFSL 294848.

Listing Rules means the Listing Rules of ASX.

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

Option means an option to acquire a Share with the terms and conditions set out in Schedule 1.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

VTXOA Option means an Option exercisable at \$0.25 each on or before 17 July 2026 and otherwise issued on the terms and conditions set out in Schedule 1.

VTXO Option means an Option exercisable at \$0.15 each on or before 17 July 2027 and otherwise issued on the terms and conditions set out in Schedule 1.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF THE OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be:

- (i) in respect of each VTXOA Option, \$0.25; and
- (ii) in respect of each VTXO Option, \$0.15,

(each, an **Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00pm (WST) on:

- (i) In respect of each VTXOA Option, 17 July 2027; and
- (ii) In respect of each VTXO Option, 17 July 2026,

(each, an **Expiry Date**). A Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Your proxy voting instruction must be received by **11.00am (AWST) on Wednesday, 06 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)



ABN 68 650 116 153

7 October 2024

Dear Shareholder,

Vertex Minerals Limited General Meeting – Notice and Proxy Form

You are invited to attend the a General Meeting of shareholders (**'Meeting'**) of Vertex Minerals Limited (**'Vertex'** or the **'Company'**) to be held at Unit 24, 589 Stirling Highway, Cottesloe WA 6011 on Friday, 8 November 2024 at 11:00 am (WST).

In accordance with the *Corporations Act 2001* (Cth) the Company will not be dispatching physical copies of the Notice of Annual General Meeting (**'Notice'**) unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at www.vertexminerals.com; and
- the ASX market announcements page under the Company's code "VTX"

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your adviser. If you have any difficulties obtaining a copy of the Notice, please contact the Company's share registry, Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (from overseas).

Voting at the Meeting or by proxy

Shareholders are encouraged to vote by lodging a proxy form which is attached.

Proxy forms can be lodged:

- Online: <https://investor.automic.com.au/#/loginsah>
- By mail: Automic, GPO Box 5193, Sydney, NSW 2001
- In-person: Automic, Level 5, 126 Phillip Street, Sydney, NSW 2000
- By email: meetings@automicgroup.com.au
- By fax: +61 2 8583 3040
- By mobile: scan the QR Code on your Proxy Form and follow the prompts.

Your proxy voting instructions for the Meeting must be received by 11:00 am (WST) on Wednesday, 6 November 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting received after that time will not be valid for the Meeting.

In order to be able to receive electronic communication from the Company in future, please update your details online at <https://investor.automic.com.au/#/home> and login with your unique shareholder identification number and postcode (or country for overseas residents) that you can locate on your enclosed personalised proxy form.

We look forward to and urge your participation at the Meeting in the manner outlined above and thank you for your continued support.

Yours faithfully

Alex Neuling
Company Secretary

Vertex Minerals Ltd ABN 68 650 116 153

Unit 38, 460 Stirling Highway
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WA 6011

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Orange
NSW 2800

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Email: info@vertexminerals.com.au