



MONEGHETTI

MINERALS

MONEGHETTI MINERALS LIMITED
ACN 639 295 828

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting: 10 January 2025

Time of Meeting: 10:00am AWST

Place of Meeting: Suite 2
103 Flora Terrace
North Beach WA 6020

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

This Notice of Annual General 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 Annual General Meeting are those who are registered Shareholders at 10:00am AWST on 8 January 2025.

Any shareholders who wish to attend the Annual General Meeting (AGM/ Meeting) should monitor the Company's website for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available on its website at www.moneghettiminerals.com. Shareholders are encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Pursuant to the Treasury Laws Amendment (2021 Measures No. 1) Act 2021, no hard copy of the Notice of Annual General Meeting and Explanatory Statement will be circulated. Instead, a copy of the Notice is available on the Company's website at www.moneghettiminerals.com.

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

MONEGHETTI MINERALS LIMITED
ACN 639 295 828
Registered office: Suite 2, 103 Flora Terrace, North Beach WA 6020

Notice is hereby given that, the Annual General Meeting of Shareholders of Moneghetti Minerals Limited (the “Company” or “Moneghetti”) will be at Suite 2, 103 Flora Terrace, North Beach WA 6020 at 10:00am AWST on 10 January 2025. (“Annual General Meeting”, “AGM” or “Meeting”).

AGENDA

The Explanatory Statement and Proxy Form, which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

ORDINARY BUSINESS

1. Receipt and Consideration of Accounts & Reports

To receive and consider the Financial Report of the Company, together with the Directors’ Report and Auditor’s Report as set out in the Company’s Annual Report for the period ended 30 June 2024.

Note: There is no requirement for shareholders to approve these reports. Accordingly, no resolution will be put to shareholders on this item of business.

2. Resolution 1: Re-election of Ms Karina Bader as a Director of the Company

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

“That, for the purpose of clause 14.2 of the Constitution, Ms Karina Bader, having been elected to the Board of Directors on 13 December 2023, retires at this meeting in accordance with the Constitution of the Company and, being eligible for re-election, be re-elected as a Director of the Company.”

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

By the order of the Board

Timothy Lee
Company Secretary

Dated: 17 December 2024

Notes

1. **Entire Notice:** The details of the Resolution contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, the Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Meeting, shares will be taken to be held by the persons who are registered as holding the shares 5:00pm MST on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
 - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a shareholder of the Company.
 - d. If a shareholder is a company, it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
 - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - h. To be effective, Proxy Forms must be received by the Company no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 10:00am AWST time on 8 January 2025. Any proxy received after that time will not be valid for the scheduled meeting.
4. **Corporate Representative**

A Member of the Company who is a body corporate and who is entitled to attend and vote at the meeting, or a proxy who is a body corporate and who is appointed by a Member of the Company entitled to attend and vote at the meeting, may appoint a person to act as its representative at the meeting by providing that person with:

 - a. a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or
 - b. a copy of the Resolution, certified by the secretary or a director of the body corporate, appointing the representative.
5. **How the Chair will vote Undirected Proxies**

Subject to the restrictions set out in Note 6 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed Resolutions.
6. **Enquiries**

Shareholders are invited to contact the Company Secretary on 0412 717 535 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY MEMORANDUM

Purpose of Information

This statement is provided to shareholders of the Company (**Shareholders**) and explains the items of business to be considered at the annual general meeting of the Shareholders (**Annual General Meeting**) and should be read in conjunction with the notice of meeting.

1. Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ended 30 June 2024 which incorporates the Company's financial report, reports of the Directors (including the auditors report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company Secretary by phone 0412 717 535 and you may request that this occurs on a standing basis for future years.

No resolution is required on these reports.

Shareholders will have the opportunity to ask questions about or make comments on, the 2024 Annual Report and the management of the Company. The auditor will be invited to attend, to answer questions about the audit of the Company's 2024 Annual Financial Statements.

2. Resolution 1: Re-election of Ms Karina Bader as a Director of the Company

2.1 Background

In accordance with clause 14.2 of the Constitution of the Company, at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from the office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting herself for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who become Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. A retiring Director is eligible for re-election. An election of Directors shall take place each year.

Ms Bader, having been appointed by other Directors on 18 October 2020 as an Independent Director, then elected by Shareholders on 13 December 2023, in accordance with the Constitution, will retire in accordance with the Constitution and being eligible, seeks re-election as Director of the Company from Shareholders. Ms Bader is a Non-Executive Director of the Company.

Karina Bader is a resources investment professional and geologist who reviews our strategic decisions, applying the same scrutiny she uses to make good investment decisions.

Karina holds a Bachelor of Science majoring in Earth Science (Hons) as well as a Master of Business Administration (Tech Mgt) and is a Graduate of the Australian Institute of Company Director Course. After graduating from Monash University in 1995 she worked as a geologist in the mining industry predominantly in technical and operational roles in exploration and resource definition for gold mining companies including Great Central Mines and Plutonic Resources.

More recently, Karina has spent 15 years working in capital markets as a resources and energy analyst for a boutique fund manager specialising in emerging companies covering gold, base and speciality metals, bulks, uranium and petroleum commodities. She has also held directorships at not-for-profit organisations for five years.

2.2 Board Recommendation

The Board (with Ms Bader abstaining) recommends that shareholders vote in favour of the re-election of Ms Bader.

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“AGM” or “Meeting” means the meeting convened by the Notice.

“Annual Report” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2024;

“ASIC” means the Australian Securities and Investments Commission;

“ASX” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“Auditor’s Report” means the auditor’s report on the Financial Report;

“AWST” means Australian Western Standard Time.

“Board” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“Chair” means the person appointed to chair the Meeting of the Company convened by the Notice;

“Closely Related Party” a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member’s spouse;
- (c) a dependent of the member or the member’s spouse;
- (d) anyone else who is one of the member’s family and may be expected to influence the member, or be influenced by the member, in the member’s dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of ‘closely related party’ in the Corporations Act.

“Company” means Moneghetti Minerals Limited ACN 639 295 828;

“Constitution” means the constitution of the Company as at the date of the Meeting;

“Corporations Act” means the Corporations Act 2001 (Cth);

“Director” means a Director of the Company;

“Directors Report” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“Explanatory Statement” means the explanatory statement which forms part of this Notice;

“Financial Report” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“Notice” means this Notice of Meeting including the Explanatory Statement and the Proxy Form;

“Proxy Form” means the proxy form attached to the Notice;

“Resolution” means a resolution referred to in the Notice;

“Section” means a section of the Explanatory Statement;

“Share” means a fully paid ordinary share in the capital of the Company;

“Shareholder” means shareholder of the Company;

“Share Registry” means Automic Pty Ltd (ABN 27 152 260 814).

PROXY FORM

**MONEGHETTI MINERALS LIMITED
ACN 639 295 828
ANNUAL GENERAL MEETING**

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10:00am AWST on 10 January 2025 at Suite 2, 103 Flora Terrace, North Beach WA 6020, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution.

Voting on business of the Meeting

FOR

AGAINST

ABSTAIN

ORDINARY RESOLUTIONS

Resolution 1 Re-election of Ms Karina Bader as a Director

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact Ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail in relation to this Proxy Form:

YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Moneghetti Minerals Limited, Suite 2, 103 Flora Terrace, North Beach WA 6020; or
 - (b) email to the Company at tim@moneghettiminerals.com

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.