
CLASSIC MINERALS LIMITED ACN 119 484 016

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: 11.00am WST

DATE: Friday, 15 March 2024

PLACE: Sugar Room
Ibis Perth
334 Murray Street
PERTH WA 6000

This Notice of 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 professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 6305 0221.

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TIME AND PLACE OF MEETING

The General Meeting of the Shareholders of Classic Minerals Limited which this Notice of Meeting relates to will be held at 11.00am WST on Friday, 15 March 2024 at:

<p>Sugar Room Ibis Perth 334 Murray Street PERTH WA 6000</p>
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YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and either:

- send the proxy form by post to Classic Minerals Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 Australia; or
- send the proxy form by facsimile to Link Market Services Limited on facsimile number +61 2 9287 0309,
- send the proxy form by post to Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 Australia,
- Online: www.linkmarketservices.com.au with instructions as follows:

Select 'Investor Login' and in the "Single Holding Login" section enter Classic Minerals Limited or the ASX code CLZ in the Issuer name field, your Holder Identification Number (HIN) or Security Reference Number (SRN) (which is shown on the front of your proxy form), postcode and complete the security verification process and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website;

so that it is received not later than 11.00am WST on 13 March 2024.

Any corporate Shareholder wishing to appoint a person to act as its representative at the Meeting may do so by completing an Appointment of Corporate Representation form or providing their own letter. Shareholders can download and fill out the 'Appointment of Corporate Representation' form from Link Market Services Limited's website – www.linkmarketservices.com.au. Hover over 'Resources' Select the Investor Services tab and click on 'Forms' and then select 'Holding Management'

Proxy forms received later than this time will be invalid.

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

- Each member has a right to appoint a proxy;

- The proxy need not be a member of the company; and
- A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

then the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Voting exclusion statements

The Listing Rules require that certain persons must not vote, and the Company will disregard any votes cast in favour by or on behalf of:

- the named person or class of persons excluded from voting; or
- an associate of that person or those person,

on the Resolutions to be considered at the Meeting.

However, the Company need not disregard a vote if it is cast in favour of a Resolution by:

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

The Company will disregard any votes cast in favour on a Resolution as set out in the table below:

Resolution	Nature of resolution	Persons excluded from voting
2.	Approval of issue of Shares to LDA Capital	LDA Capital Limited and any other person who may obtain a material benefit as a result of the issue of LDA Shares (except a benefit solely by reason of being a Shareholder), and any associate of those persons.

NOTICE OF MEETING

Notice is given that a General Meeting of Shareholders of Classic Minerals Limited will be held at the Ibis Perth, Sugar Room, 334 Murray Street at 11.00am WST on Friday, 15 March 2024.

The Explanatory Statement annexed to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at the close of business on 13 March 2024.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

Resolution 1. Approval of Consolidation

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

“That, pursuant to Section 254(H) of the Corporations Act and for all other purposes, the Shares of the Company be consolidated through the conversion of every fifty (50) Shares held by a Shareholder into one (1) Share and, where this Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction down to the nearest whole Share, with consolidation to take effect in accordance with the timetable set out in the Explanatory Statement.”

Resolution 2. Approval for issue of Shares to LDA Capital

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

“That the issue of up to 50,000,000 Shares (on a post-Consolidation basis) to LDA Capital (or its nominee) is approved under and for the purposes of Listing Rule 7.1.”

DATED: 12 February 2024

BY ORDER OF THE BOARD

John Lester
Chairman
CLASSIC MINERALS LIMITED

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting of Classic Minerals Limited to be held at the Ibis Perth, Sugar Room, 334 Murray Street at 11.00am WST on Friday, 15 March 2024.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting (of which this Explanatory Statement forms a part).

1. Resolution 1 - Consolidation

1.1 Background

Resolution 1 seeks Shareholder approval for the consolidation of the Company's Securities on issue on a 1:50 basis (**Consolidation**). The basis for the Consolidation is to ensure a more appropriate capital structure for the Company going forward and a resultant trading price of the Company's shares that is suitable for a wider range of investors.

The Directors intend to implement the Consolidation immediately after the Meeting, such that all Securities to be issued in accordance with Resolution 2 will be issued on a "post-Consolidation" basis.

1.2 Corporations Act – requirement for shareholder approval

Section 254H(1) of the Corporations Act provides that a Company may, by resolution passed at a general meeting, convert all or any of its shares into a larger or smaller number.

The Listing Rules require that where a Consolidation occurs in respect of ordinary share capital, the number of options in respect of any of those Shares be consolidated in the same ratio and the exercise price be amended in inverse proportion to that ratio.

The Board recommends that Shareholders vote in favour of Resolution 1.

1.3 Fractional entitlements

Not all Shareholders will hold a number of Shares that can be evenly divided by 50. Any fractional entitlements of Shareholders as a consequence of the Consolidation will be rounded down to the nearest whole number.

1.4 Capital structure and taxation implications

The effect on the capital structure of the Company of the Consolidation is shown in the table below. Subject to rounding, Shareholders' proportional holding of Shares will not be affected by the Consolidation.

Securities	Pre-Consolidation	Post-Consolidation*
Shares on issue	12,357,085,003	247,141,700
Options on issue	2,067,648,309	41,352,966
Performance Rights on issue	1,804,953,333	36,099,067

(*subject to rounding and fractional entitlements)

It is not considered that the Consolidation should have any taxation consequences for Shareholders. However, Shareholders are encouraged to seek their own tax advice on the effect of the Consolidation. Neither the Company nor the Directors accept any responsibility for the individual taxation implications arising from the Consolidation or other Resolutions the subject of this Notice.

1.5 Holding statements and certificates

From the date of the Consolidation, all existing holding statements in respect of Shares, Options and Performance Rights will cease to have any effect, except as evidence of entitlement to a certain number of Shares, Options and Performance Rights on a pre-Consolidation basis. New holding statements will be despatched to holders not more than 8 business days after the Effective Date (see indicative timetable below).

1.6 Indicative timetable

Subject to Shareholder approval of the Consolidation, the proposed timetable for the Consolidation is set out below. The dates are indicative only and are subject to possible change.

EXPLANATORY STATEMENT

Event	Date
General Meeting	Friday, 15 March 2024
Effective Date	Monday, 18 March 2024
Last date for trading in pre-Consolidation securities	Tuesday, 19 March 2024
Trading in consolidated securities commences on a deferred settlement basis	Wednesday, 20 March 2024
Record Date – last day to register transfers on a pre-Consolidation basis	Thursday, 21 March 2024
First day for Company to update register and send new holding statements	Friday, 22 March 2024
Last day for Company to update register and complete despatch of new holding statements Deferred settlement trading ends	Thursday, 28 March 2024

2. Resolution 2 – Approval to issue Shares to LDA Capital

2.1 Background

On 15 December 2022, the Company announced that it had entered into an agreement with LDA Capital, pursuant to which the Company secured the right to require LDA Capital to subscribe for up \$15 million in new Shares by way of the Company exercising put options (**Put Option Agreement**).¹ A summary of the material terms of the Put Option Agreement were included in the announcement.

The Put Option Agreement provides the Company with the flexibility to issue Shares to LDA Capital over the next three years at the Company's discretion and to receive funds for the issue of those Shares.

On 25 January 2023, Shareholders approved the issue of up 300,000,000 Shares to LDA Capital. On 31 March 2023, Shareholders approved the issue of 500,000,000 Shares to LDA Capital. On 26 May 2023, Shareholders approved the issue of up 1,500,000,000 Shares to LDA Capital.

On 3 February 2023, the Company announced that it had issued a "call notice" to LDA Capital targeting an equity drawdown of 212,003,617 Shares under the Put Option Agreement. The Company subsequently issued 142,000,000 Shares to LDA Capital in accordance with the terms of the Put Option Agreement (see ASX announcement dated 21 March 2023) and the Shareholder approval obtained on 25 January 2023. On 18 March 2023, LDA Capital advised Classic that they would, as permitted under the Put Option Agreement, only purchase 142,000,000 shares at a purchase price per call share (90% x 30 trading day average VWAP) of \$ 0.00319. This resulted in LDA Capital holding, on account, 70,003,617 shares. These unpaid-for shares were included into the Call Notice.

On 31 March 2023, the Company announced that it had issued a "call notice" to LDA Capital for the subscription for 587,996,383 Shares which, in addition to 70,003,617 Shares (being the unsubscribed Shares from the 3 February call) totalled 658,000,000 Shares. On 18 May 2023, LDA Capital advised Classic that they would, as permitted under the Put Option Agreement, only purchase 554,588,344 shares at an issue price per call share of \$ 0.00089. This resulted in LDA Capital holding, on account, 103,411,656 shares.

On 6 July 2023, the Company announced that it had issued a "call notice" to LDA Capital for the subscription for 446,588,344 Shares which, in addition to 103,411,656 Shares (being the unsubscribed Shares from the 31 March call) totalled 550,000,000 Shares. On 31 August 2023, LDA Capital advised Classic that they would, as permitted under the Put Option Agreement, only purchase 500,000,000 shares at an issue price per call share of \$ 0.00080. This resulted in LDA Capital holding, on account, 50,000,000 shares.

¹ ASX Announcement 15 December 2022.

EXPLANATORY STATEMENT

Resolution 2 seeks Shareholder approval for the issue of up to 50,000,000 Shares (on a post-Consolidation basis) to LDA Capital (**LDA Shares**) to provide funding for development of the Company's Kat Gap gold project. The LDA Shares to be approved are for further Shares to be issued to LDA Capital under future anticipated call notices.

2.2 Requirement for shareholder approval

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. The issue of the LDA Shares does not fit within any of these exceptions.

Whilst some of the LDA Shares could be issued using the Company's 15% capacity, the Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of all the LDA Shares under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

If Resolution 2 is passed, the issue of the LDA Shares can proceed without using up any of the Company's 15% limit on issuing Equity Securities without shareholder approval set out in listing rule 7.1.

If Resolution 2 is not passed, the Company will not issue the LDA Shares and will explore alternative sources of funding.

The Board recommends that Shareholders vote in favour of Resolution 2.

2.3 Technical information required by Listing Rule 7.3 for the approval of issue of LDA Shares

Pursuant to Listing Rule 7.3, the following information is provided in respect of Resolution 25:

- (a) The LDA Shares will be issued to LDA Capital (or its nominee).
- (b) The maximum number of LDA Shares to be issued is 50,000,000 (on a post-Consolidation basis).
- (c) The LDA Shares 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.
- (d) The LDA Shares will be issued on a date which will be not more than 3 months after the date of the Meeting (or such later date permitted by any ASX waiver or modification of the Listing Rules).
- (e) The amount of funds that will be received on issue of the LDA Shares will be dependent on the issue price, being 90% of the 30-day VWAP of shares as at the date immediately prior to the Company issuing the LDA Shares (**Issue Price**). As examples:

Issue Price	Amount raised
\$0.055	\$2,750,000
\$0.05	\$2,500,000
\$0.0045	\$2,250,000

- (f) The purpose of the issue is to raise working capital for the Company's Kat Gap gold project.
- (g) The securities are being issued under the LDA Capital transaction, the material terms of which are set out in Schedule 3.
- (h) LDA Capital currently holds 1,000,000 shares (on a post-Consolidation basis) representing 0.40% of the Company's issued capital.
- (i) Dilutive effect – if:
 - (i) all Shares the subject of Resolution 2 are issued; and
 - (ii) no other Shares are issued to 3rd parties; and
 - (iii) LDA Capital does not sell any Shares,

the effect on the Company's capital structure will be as follows:

EXPLANATORY STATEMENT

	LDA Capital (post-Consolidation)	Company (post-Consolidation)
Shares currently held / on issue	1,000,000 (0.40%)	247,141,700
Shares held /on issue if all Resolution 2 Shares are issued to LDA Capital	51,000,000 (17.16%)	297,141,700

- (j) If the additional Shares for which approval is sought are issued, at the current share price the Company may expect to raise approx. \$2,500,000. Below is a proposed use of funds:

Proposed Use of Funds - Kat Gap Gold Project	
Plant Electrical	\$ 900,000
CIP Circuit	\$ 1,000,000
Fuel	\$ 225,000
Infill drilling	\$ 250,000
Wages and camp costs	\$ 125,000
	\$ 2,500,000

- (k) A voting exclusion statement is included in the Notice.

GLOSSARY

ASX means ASX Limited (ACN 008 624 691).

Board means the board of Directors.

Chair or **Chairman** means the person appointed to chair the Meeting convened by this Notice.

Company or **Classic Minerals** means Classic Minerals Limited ACN 119 484 016.

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

Director means a director of the Company.

Equity Securities has the meaning given to that term in Chapter 19 of the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the general meeting of the Company to be held on 15 March 2024.

LDA Capital means LDA Capital Limited, a company registered in the United States.

Listing Rules means the listing rules of ASX and any other rules of the ASX which are applicable while the entity is admitted to the official list of the ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Notice of Meeting or **Notice** means the notice of the General Meeting attached to this Explanatory Statement.

Proxy Form means the proxy form attached to the Notice.

Put Option Agreement has the meaning given in Section 2.1 of the Explanatory Statement. The material terms of the Put Option Agreement are set out in Annexure A.

Resolution means a resolution contained in the Notice.

Securities has the meaning given to that term in Chapter 19 of the Listing Rules.

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

Shareholder means a holder of a Share.

WST means Western Standard Time.

Annexure A – Terms of Put Option Agreement

The key terms and conditions of the Put Option Agreement (**Agreement**) are as follows:

1. Term

Classic may access equity capital by exercising put options under the Agreement at the Company's election for a period of three years from the date of execution of the Agreement.

2. Facility Limit

The Company may draw down an aggregate amount of up to A\$15 million under the Agreement. The Company can draw down funds during the term of the Agreement by issuing ordinary shares of the Company (**Shares**) for subscription by LDA Capital.

3. Conditions

The Company may issue put option notices to LDA Capital pursuant to which LDA Capital must subscribe for and pay for those Shares on closing, subject to the satisfaction of certain conditions precedent, including requirements for the Company to have released applicable Corporations Act and ASX filings on the ASX.

4. Put option limits

The number of Shares subject to a put option notice is limited to a maximum of 10 times the average daily number of the Company's Shares traded on the ASX during the 15-trading day period before the issue of the notice.

5. Pricing

The issue price of the Shares will be 90% of the higher of the average VWAP of Shares in the 30-trading day period prior to the issue of the put option notice by Classic (subject to any applicable adjustments) and the minimum acceptable price notified to LDA Capital by the Company in the put option notice. The VWAP calculation is subject to adjustment as a result of certain events occurring including trading volumes falling below an agreed threshold level or a material adverse event occurring in relation to the Company.

6. Fees

The Company agreed to pay an option premium fee to LDA Capital of A\$300,000, payable within 12 months of the date of execution of the Agreement. Classic also covered LDA Capital's legal costs (capped at US\$25,000).


In addition, the Company agreed to issue to LDA Capital 59,614,678 options (on a pre-Consolidation basis), exercisable at \$0.01385 (being 125% of the 5-day VWAP as at market close on 13 December 2022) with an expiry date 3 years from issue.

LODGE YOUR VOTE

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

 **BY MAIL**
 Classic Minerals Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

 **BY FAX**
 +61 2 9287 0309

 **BY HAND**
 Link Market Services Limited
 Parramatta Square, Level 22, Tower 6,
 10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**
 Telephone: 1300 554 474 Overseas: +61 1300 554 474


X99999999999

PROXY FORM

I/We being a member(s) of Classic Minerals Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

 the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **11:00am (AWST) on Friday, 15 March 2024 at Sugar Room, Ibis Perth, 334 Murray Street, PERTH WA 6000** (the **Meeting**) and at any postponement or adjournment of the Meeting.
The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*
1 Approval of Consolidation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval for issue of Shares to LDA Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2


* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3
CLZ PRX2401A


HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AWST) on Wednesday, 13 March 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

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

*During business hours Monday to Friday (9:00am - 5:00pm)

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