



**MONEGHETTI**  
MINERALS

**MONEGHETTI MINERALS LIMITED**  
**ACN 639 295 828**

# Notice of Annual General Meeting

## Explanatory Statement and Proxy Form

Date of Meeting: 12 December 2023

Time of Meeting: 5:00pm MST

Place of Meeting: Perkins Coie LLP  
1900 Sixteenth Street  
Suite 1400  
Denver, Colorado, 80202-5255  
USA

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 5:00pm MST on 10 December 2023.

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](http://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](http://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 the office of Perkins Coie LLP, 1900 Sixteenth Street, Suite 1400, Denver, Colorado, 80202-5255, USA, at 5:00pm MST on 12 December 2023. ("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 year ended 31 December 2022.

*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 Nancy Richter 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 Nancy Richter, having been elected to the Board of Directors on 15 July 2022, 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."*

**3. Resolution 2: Issue of Shares to Director - Ms Karina Bader**

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

*"That, for all purposes, approval is given for the Company to issue up to 333,333 Shares to Ms Karina Bader (or her nominee) in lieu of her accrued director fees on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting."*

**Voting Prohibition Statement for Resolution 2**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - a. a member of the Key Management Personnel; or
  - b. a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 2. Shareholders may also choose to direct the Chair to vote against Resolution 2 or to abstain from voting.

**4. Resolution 3: Issue of Shares to Director - Ms Nancy Richter**

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

*“That, for all purposes, approval is given for the Company to issue up to 266,667 Shares to Ms Nancy Ritcher (or her nominee) in lieu of her accrued director fees on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting.”*

### **Voting Prohibition Statement for Resolution 3**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - a. a member of the Key Management Personnel; or
  - b. a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 3. Shareholders may also choose to direct the Chair to vote against Resolution 3 or to abstain from voting.

### **SPECIAL BUSINESS**

#### **1. Resolution 4: Amendment to the Constitution**

To consider and, if thought fit, to pass the following resolution as a special resolution:

*“That, in accordance with section 136(2) of the Corporations Act, and for all other purposes, approval is given for the Company’s Constitution to be amended in the manner set out in the Explanatory Notes to this notice with effect from the close of this meeting.”*

By the order of the Board

Julia Beckett  
**Company Secretary**

Dated: 21 November 2023

## 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 5:00pm Denver, USA, time on 10 December 2023. 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 0402 086 288 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 31 December 2022 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 0402 086 288 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 2022 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 2022 Annual Financial Statements.

## 2. Resolution 1: Re-election of Ms Nancy Richter 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 Richter, having been appointed by other Directors on 3 June 2022 as an Independent Director, then elected by Shareholders on 15 July 2022, 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 Richter is a Non-Executive Director of the Company.

Ms Richter is an economic geologist with more than 25 years' experience exploring for and developing Carlin-type gold projects in Nevada. From 2005 to 2020, Ms Richter was a senior member of Barrick Gold's exploration team, managing exploration at two of Barrick's major districts as Chief Exploration Geologist, Turquoise Ridge (2013-2015) and Chief Exploration Geologist, Cortez (2015-2017), then later leading all US exploration as US Exploration Manager (2017-2020). Prior to joining Barrick, Ms Richter worked as an exploration and mine geologist for a number of other companies, including as a Project Geologist for Newmont at the Post/Betze Mine on the Carlin trend. Ms. Richter holds an MS in Economic Geology from the University of Arizona.

Nancy is a member of Geologic Society of Nevada (GSN), was past President of the Elko chapter of the GSN and is a member of the Society of Economic Geologists. Nancy holds an MS in Economic Geology from the University of Arizona.

### *2.2 Board Recommendation*

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

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

### 3. Resolutions 2 and 3: Issue of Shares to Director – Karina Bader and Nancy Ritcher

#### 3.1 Background

The Company is actively trying to conserve its cash reserves so as to allow it to maximise exploration of its existing projects as well as capitalise on new opportunities as they arise.

The Directors have agreed that, subject to obtaining the required Shareholder approval, 100% of their accrued director fees for the period 1 January 2022 to 31 December 2022 will be satisfied by the issue of Shares.

The table below sets out the fees per annum that each Director was entitled to for the period from 1 January 2022 to 31 December 2022:

Director	Director fees applicable for the period 1 January 2022 to 31 December 2022 including superannuation (per annum)
Karina Bader	\$50,000
Nancy Ritcher	\$40,000

Resolutions 2 and 3 seek Shareholder approval to allow the outstanding director fees that have accrued for the period 1 January 2022 to 31 December 2022, as set out in the table below, to be satisfied by the issue of the number of Shares set out in the table below:

Director	Total Outstanding director fees accrued for period 1 January 2022 to 31 December 2022 (per annum)	Number of Shares to be issued to satisfy the Total Accrued Remuneration
Karina Bader	\$50,000	333,333
Nancy Ritcher	\$40,000	266,667

If Resolutions 2 and 3 are not approved, then the Company will need to pay the Directors a total of \$90,000 in cash for the outstanding fees for the period 1 January 2022 to 31 December 2022.

The proposed issue price of the Shares is at \$0.15 per Share, which is last share price issued.

The Shares will be fully paid and will rank equally in all respects with existing Shares.

#### Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shares to Karina Bader and Nancy Ritcher (or their nominee) constitutes giving a financial benefit and Karina Bader and Nancy Ritcher, are related parties of the Company, for which member approval is usually required pursuant to section 208 of the Corporations Act.

There are various exceptions to the requirements for member approval, including, in accordance with section 211 of the Corporations Act, where the benefit is remuneration to a related party as an officer or employee of the Company, and to give the remuneration would be reasonable given:

- The circumstances of the Company; and

- The related party's circumstances (including the responsibilities involved in the office or employment).

The Directors (other than Karina Bader and Nancy Ritcher) are of the view that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Shares to Karina Bader and Nancy Ritcher because the proposed Share issue in relation to each of the other Director is part of a reasonable remuneration package for that Director, given the Share issue is in lieu of the payment of cash director's fees and the remuneration was negotiated on an arm's length basis..

Accordingly, the Company is not seeking the approval of members under section 208 of the Corporations Act.

### **3.2 Board Recommendation**

The Board (with Ms Bader abstaining from Resolution 2 and Ms Richter abstaining from Resolution 3) recommends that shareholders vote in favour of the grant of shares to directors in lieu of fees.

The Chair of the meeting intends to vote undirected proxies in favour of Resolutions 2 and 3.

## **4. Resolution 4: Amendment to the Constitution**

### **4.1 Background**

The Company's current constitution was adopted by the Company following receipt of Shareholder approval on 15 July 2022.

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders. Resolution 4 is a special resolution which enable the Company to amend its existing Constitution (**Amended Constitution**).

Shareholders approval is being sought to amend the Company's Constitution in order to incorporate the legal requirements required for the Company to achieve B Corp Certification.

The Company intends to achieve B Corp Certification, which measures a business' social and environmental impact and is pursued by companies who wish to balance the pursuit of shareholder returns with having a broader positive impact. This reflects the Company's ongoing commitment to its Environment, Social and Governance (ESG) mission.

B Corp Certification is a designation that a business is meeting high standards of verified performance, accountability and transparency on a variety of social and environmental factors. The Company has chose B Corp Certification to measure and improve its ESG efforts, as B Corp Certification:

- Is well renowned;
- Provides coverage across the full domain of ESG;
- Uses a very specific and quantitative impact measurement regime; and
- Requires external verification and public disclosure.

As part of achieving B Corp Certification, the Company must demonstrate high social and environmental performance by achieving a "B Impact Assessment" score of 80% or more and passing a risk review. The Company also needs to satisfy the "legal requirement", which requires the Company to include two new clauses in its Constitution, referred to as the "purpose clause" and "stakeholder clause" (please see the table below for a description of these two clauses). The effect of the changes would be to embed the Company's broader ESG mission into its Constitution and signal to investors, employees, and Directors that environmental and social considerations are embedded into the core of the Company's business. Assuming that the resolution is passed, there are further requirements that the Company will need to satisfy in order to achieve B Corp Certification.

A special resolution of shareholders is required to amend the Constitution and will only be taken to be passed by the approval of 75% of the votes cast by shareholders entitled to vote on the resolution.

A summary of the proposed key amendments to the Constitution is set out in the table below.

Rule	Summary of proposed amendments
Rule 1 (Purpose)	The proposed new rule is required facilitate B Corp status and is called the “purpose clause”. It sets out the Company’s purpose, being to deliver returns to shareholders while having an overall positive impact on society and the environment.
Rule 7.6 (Power and duties of directors)	<p>The proposed new rule is required to facilitate B Corp status and is referred to as the “stakeholder clause”. The proposed amendments provide that the Directors and other officers of the Company must, in discharging their duties, include in their consideration a range of factors (in respect of which they need not give priority to a particular factor over another) relating to the broader social impact and sustainability of the Company’s operations, including:</p> <ul style="list-style-type: none"> <li>• The likely consequences of any decision or act of the Company in the long term;</li> <li>• The interests of the Company’s employee’s;</li> <li>• The need to foster the Company’s business relationships with suppliers, customers and others;</li> <li>• The impact of the Company’s operations on the community and the environment;</li> <li>• The desirability of the Company maintaining a reputation for high standards of business conduct;</li> <li>• The interests of the members of the Company;</li> <li>• The ability of the Company to create an overall positive impact on society and the environment; and</li> </ul>

A copy of the Amended Constitution is available for review by Shareholders at the office of the Company. A copy of the Amended Constitution can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

#### **4.2 Board Recommendation**

The Board recommends that shareholders vote in favour of this Resolution.

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 31 December 2022;

“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  
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 5:00pm MST on 12 December 2023 at the office of Perkins Coie LLP, 1900 Sixteenth Street, Suite 1400, Denver, Colorado, 80202-5255, USA, 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 Nancy Richter as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Shares to Director - Ms Karina Bader	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Shares to Director - Ms Nancy Richter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL RESOLUTION				
Resolution 4	Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**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 [julia@moneghettiminerals.com](mailto:julia@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.**