

EMU NL

RARE EARTHS ELEMENTS, PRECIOUS AND BASE METALS EXPLORER

ACN 127 291 927

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY STATEMENT

AND

PROXY FORM

Date of Meeting

30 November 2023

Time of Meeting

12:00pm AWST

Place of Meeting

Celtic Club

48 Ord Street

WEST PERTH WA 6005

*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
accountant, solicitor or other professional adviser prior to voting.*

*The **2023 Annual Report** may be viewed on the Company's website at www.emunl.com.au*

EMU NL
ACN 127 291 927
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2023 annual general meeting of Emu NL (**Company**) will be held at the Celtic Club 48 Ord Street, West Perth, Western Australia on Thursday 30 November 2023 at 12:00pm AWST (**Meeting**) for the purpose of transacting the following business, in each case, as more particularly described in the Explanatory Statement accompanying this Notice.

Capitalised terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

All Resolutions will be conducted by poll.

2023 FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, together with the Directors' Report and the Auditor's Report, for the financial year ended 30 June 2023.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purpose of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report forming part of the Company's 2023 Annual Report be adopted."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting prohibition: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1:

- (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- (b) by a person who is a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties, as a proxy.

However, the Company will not disregard a vote if the vote is cast as a proxy for a person entitled to vote on Resolution 1:

- (a) in accordance with a direction as to how to vote on the Proxy Form; or
- (b) by the Chair pursuant to an express authorisation to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

RESOLUTION 2 – RE-ELECTION OF PETER THOMAS AS A DIRECTOR

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

"That, for the purpose of article 73.1 of the Constitution and for all other purposes, Mr Peter Thomas retires by rotation as a Director, and being eligible and having offered himself for re-election, is re-elected as a Director."

RESOLUTION 3 – APPROVAL TO RATIFY ISSUE OF SHARES - 20 OCTOBER 2023 PLACEMENT

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue (on the terms and conditions set out in the Explanatory Statement) of 217,500,000 fully paid ordinary Shares.”

Voting exclusion: For the purposes of Listing Rule 7.5, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue; or an associate of that person excluded from voting.

However, this does not apply to a vote cast in favour of a resolution by (i) 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; or (ii) 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 (iii) a holder acting solely in a nominee, trust, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (1) 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 (2) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 4 – APPROVAL OF ISSUE OF OPTIONS TO APPLICANTS - OCTOBER 2023 PLACEMENT

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

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue (on the terms and conditions outlined in the Explanatory Statement) of 108,750,000 Options to acquire Shares (exercisable at \$0.003 each, expiring 31 December 2026) to issuees who participated in the placement of New Shares on 20 October 2023 on the terms and conditions outlined in the Explanatory Statement and, in Annexure A.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person (and any associates of such a person) who may participate in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. However, this does not apply to a vote cast in favour of a resolution by 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; or 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 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.

RESOLUTION 5 – APPROVAL TO ISSUE SHARES and ATTACHING OPTIONS

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue (on the terms and conditions set out in the Explanatory Statement) of up to 449,166,667 fully paid ordinary Shares and up to 224,583,334 options to acquire fully paid ordinary shares (exercisable at \$0.003 each, expiring 31 December 2026) on the terms and conditions outlined in the Explanatory Statement and in Annexure A.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person (and any associates of such a person) who may participate in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. However, this does not apply to a vote cast in favour of a resolution by 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; or 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 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.

RESOLUTION 6 – APPROVAL OF ISSUE OF OPTIONS TO BROKER

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

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue (on the terms and conditions outlined in the Explanatory Statement) of up to 60,000,000 Options to acquire Shares (exercisable at \$0.003 each, expiring 31 December 2026) on the terms and conditions outlined in the Explanatory Statement and in Annexure A.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person (and any associates of such a person) who may participate in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, or an associate of that person, if this Resolution is passed.

However, this does not apply to a vote cast in favour of a resolution by 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; or 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 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.

RESOLUTION 7 – APPROVAL OF 10% PLACEMENT FACILITY

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

“That in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

Voting exclusion: For the purposes of Listing Rule 7.3A, the Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who may participate in the 10% Placement Facility, 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 entity); or an associate of that person excluded from voting. However, this does not apply to a vote cast in favour of a resolution by (i) 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; or (ii) 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 (iii) a holder acting solely in a nominee, trust, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (1) 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 (2) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 8 – APPROVAL TO CONSOLIDATE SHARE CAPITAL

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

“That, pursuant to and in accordance with section 254H of the Corporations Act and for all other purposes, with effect from 7 December 2023, the Share capital of the Company will be consolidated on the basis that:

- (a) every 30 Shares will be consolidated into one Share; and*
- (b) where the number of Shares held by a Shareholder of the Company as a result of the consolidation effected by paragraph (a) of this Resolution includes any fraction of a Share, that fraction of a Share be rounded up to the next whole number of Shares.”*

OTHER BUSINESS

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

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NOTICE OF ANNUAL MEETING Thursday 30 November 2023

PROXIES

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a proxy to vote on their behalf. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions on the form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company; and
- a member of the Company entitled to cast two or more votes may appoint one or two proxies and if appointing two may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please date and execute the accompanying Proxy Form and return it in accordance with its instructions prior to 5:00pm AWST on Tuesday 28 November 2023 by:

1. post to GPO Box 5193, Sydney NSW 2001;
2. email at meetings@automicgroup.com.au; or
3. online at <https://investor.automic.com.au/#/loginsah>.

If you are a beneficial Shareholder and receive these materials through your broker or through another intermediary, please complete and return the Proxy Form or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

ENTITLEMENT TO VOTE

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding Shares at 5:00pm AWST on Tuesday 28 November 2023 will be entitled to attend and vote at the Meeting.

CORPORATIONS

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company, before the Meeting.

ELECTRONIC COMMUNICATION

All Shareholders may, and are encouraged to, elect to receive communications from the Company's share registry electronically. To provide or update your email address, please contact the Company's share registry.

REVOCAION OF PROXIES

A Shareholder executing and delivering a proxy has the power to revoke it in accordance with the provisions of the Corporations Act, which provides that every proxy may be revoked by an instrument in writing executed by the Shareholder or by his or her attorney authorised in writing and delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chair on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

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NOTICE OF ANNUAL MEETING Thursday 30 November 2023

VOTING OF PROXIES

The Proxy Form accompanying this Notice confers discretionary authority upon the proxy with respect to any amendments or variations to the matters identified in the Notice of Meeting and any other matters that may properly come before the Meeting. At the time of printing this Notice, management knows of no such amendment, variation or other matter.

Shareholders must mark the boxes directing its proxy how to vote. If no voting instructions are indicated on the Proxy Form, the proxy will be voted as recommended by management or as the proxyholder sees fit (in the latter case, if management is not appointed as proxy).

By Order of the Board.

Electronic signature affixed with approval

Damien Kelly

Company Secretary

Date: 31 October 2023

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the Shareholders of the Company in connection with the business to be conducted at the annual general meeting of the Company to be held at the Celtic Club 48 Ord Street, West Perth WA 6005, on Thursday 30 November 2023 commencing at 12:00pm AWST and any adjournment thereof.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company that is material to a decision on how to vote on the Resolutions in the accompanying Notice.

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms in this Explanatory Statement are defined in the Glossary.

All Resolutions will be conducted by poll.

FINANCIAL STATEMENTS AND REPORTS

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report, for the financial year ended 30 June 2023.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered a reasonable opportunity to:

- (a) discuss the Annual Report which is available online from the Company's website www.emunl.com.au;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Company's auditor if the question is relevant to:

- (a) the content of the Auditor's Report; or
- (b) the conduct of the audit of the Annual Report to be considered at the Meeting,

may be submitted no later than 5 business days before the Meeting at the Company's office or emailed to www.info@emunl.com.au.

1 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the Key Management Personnel.

The Remuneration Report has been sent to Shareholders who have made an election to receive the Annual Report. Copies of the Annual Report are available by contacting the Company's share registry or visiting the Company's web site www.emunl.com.au.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, Shareholders will have the opportunity to remove the whole Board (except a managing director) if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive AGM's.

Where a resolution on the Remuneration Report receives a Strike at two consecutive AGM's, the Company will be required to put to Shareholders at the second AGM a resolution (**Spill Resolution**) on whether another

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meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2022 AGM. If the Remuneration Report receives a Strike at this Meeting and if a second Strike is received at the 2024 AGM, this may result in a Board spill.

The Chair will allow a reasonable opportunity for Shareholders to ask about, or make comments on, the Remuneration Report.

Resolution 1 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

1.2 Voting on the Remuneration Report

Please refer to the voting prohibition set out in the Notice for the persons who are not entitled to vote on Resolution 1.

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

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

1.3 Directors' recommendation

The Directors recommend that Shareholders vote in favour of adopting the Remuneration Report.

2 RESOLUTION 2 – RE-ELECTION OF PETER THOMAS AS A DIRECTOR

2.1 General

Mr Thomas was appointed as a founding director on 29 August 2007.

In accordance with Listing Rule 14.4, no director of the Company may hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever period is longer. The Company's Constitution also requires that one third of the Company's directors must retire at each AGM. Accordingly, Mr Thomas will retire by rotation, and being eligible, offers himself for re-election.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

2.2 Director's biography and experience

Mr Thomas comes from a legal background specialising in resources and corporate. For over 30 years, before retiring from legal practice, he specialised in the delivery of wide ranging legal, corporate and commercial advice to listed explorers and miners. In serving as a director, Mr Thomas is leveraging that background whilst delivering the insight of his commercial acumen and business expertise.

For nearly 40 years he has served on the boards of various listed companies including being the founding chairman of both copper producer Sandfire Resources NL and mineral sands producer Image Resources NL. Other current ASX listed company board positions include being a non-executive director of Image Resources NL (since 19 April 2002) and non-executive chair of Middle Island Resources Limited (since 2 March 2010).

2.3 Directors' recommendation

All the Directors consider that Resolution 2 is in the best interests of the Company, as Mr Thomas' skills, knowledge and experience of mining and exploration geology is valuable to the Company. All the Directors, except Mr Thomas, who has an interest in this Resolution, recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 –APPROVAL TO RATIFY ISSUE OF SHARES ON 20 OCTOBER 2023

3.1 General

On 12 October 2023, the Company announced that it had agreed to place up to 600M fully paid ordinary shares (**New Shares**) to sophisticated and professional investors raising up to \$900K. The placement was to be conducted in two tranches with up to 217.5M being issued as soon as possible within the Company ASX Listing Rule 7.1 placement capacity. The second tranche was to be issued immediately upon shareholder approval being obtained at the Company's Annual General Meeting expected to be held in November.

Applicants for New Shares were also to be issued with one (1) free option for every two New Shares. These free options (**New Options**) were to be issued once shareholder approval had been obtained at the 2023 AGM, and were to be exercisable at 0.3 cents (\$0.003) each, on or before 31 December 2026.

The net funds raised were intended to assist with further exploration within the Georgetown Project QLD, including advanced field work, geochemistry, geophysics and potentially drilling; and general working capital. Once each of the two tranche placements had been completed, the New Shares (issued at \$0.0015 each) were to be listed on ASX and would rank equally with the existing fully paid ordinary shares currently quoted as ASX:EMU.

A total of 217,500,000 fully paid ordinary Shares were issued as a first tranche to sophisticated and professional investors on 20 October 2023, with the placement being made at \$0.0015 per Share. The Placement was made within the Company's existing Listing Rule 7.1 15% placement capacity.

- (a) Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period;
- (b) The Placement does not fit within any of these exceptions and, as it has not yet been approved by EMU's shareholders, it effectively uses up almost all of the 15% limit in Listing Rule 7.1, reducing EMU's capacity to issue further equity securities without shareholder approval under that Listing Rules 7.1 for the 12 month period following the Placement issue Date;
- (c) 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 Rules 7.1, and so does not reduce the company's capacity to issue further equity securities without shareholder approval under those rules;
- (d) EMU wishes to retain as much flexibility as possible to issue additional equity securities without having to obtain shareholder approval for such issues under Listing Rule 7.1;
- (e) To this end, Resolution 3 seeks shareholder approval to the Placement under and for the purposes of Listing Rule 7.4;
- (f) If Resolution 3 is passed, the Placement will be excluded in calculating EMU's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Placement issue Date;
- (g) If Resolution 3 is not passed, the Placement will be included in calculating EMU's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Placement issue date;

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

3.2 Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

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- (a) the Shares were agreed to be issued to sophisticated and professional investors in a placement managed by GBA Capital Pty Ltd;
- (b) 217,500,000 fully paid Shares were allotted and issued by the Company within the Company's Listing Rule 7.1 capacity on 20 October 2023;
- (c) the Shares were fully paid ordinary Shares which rank equally with all other fully paid ordinary Shares on issue and currently quoted as ASX:EMU;
- (d) the Shares were issued on 20 October 2023 with none of the issuees being a related party of EMU, a substantial holder, an advisor or an associate of any of the foregoing;
- (e) the Shares were issued at \$0.0015 each;
- (f) the funds raised are to be applied to continuing exploration activities at the Company's Georgetown Project, Queensland including advanced field work, geochemistry, geophysics, potential drilling, and for general working capital;
- (g) a voting exclusion statement is included in the Notice.

3.3 Directors Recommendation

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of the Resolution.

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

4 RESOLUTION 4 – APPROVAL OF ISSUE OF OPTIONS TO APPLICANTS IN OCTOBER 2023 PLACEMENT

4.1 General

As detailed above, the Company announced on 12 October 2023 that it had agreed to place up to 600M fully paid ordinary shares (**New Shares**) to sophisticated and professional investors raising up to \$900K.

Applicants for New Shares were also to be issued with one (1) free option for every two New Shares. These free options (**New Options**) were to be issued once shareholder approval had been obtained at the 2023 AGM, and were to be exercisable at 0.3 cents (\$0.003) each, on or before 31 December 2026.

Resolution 4 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of these Options.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that number which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period (adjusted for certain events over that 12-month period).

The effect of Resolution 4 will be to authorise the Directors to issue the Options without using the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 4 is passed and the Options are issued, that issue will be disregarded for the purpose of calculating EMU's 15% limit, thus not adversely impacting the number of equity securities EMU can issue without shareholder approval over the 12-month period following the issue date of the Options.

If Resolution 4 is not passed, EMU will not be able to issue the Options.

4.2 Information required by ASX Listing Rule 7.3

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.3:

- (a) the Company will issue up to 108,750,000 Options to acquire Shares;
- (b) the Company will issue the Options (and the issue date will be) within 3 months of the date of the Meeting or such later date as may be approved by ASX, but the intention is to issue the Options as soon as possible after the Meeting;
- (c) each Option will be issued in consideration of the terms of the Placement;

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- (d) the Options will be issued on the terms and conditions set out in Annexure A;
- (e) the Options will be issued to participants in the October 2023 Tranche 1 Placement, none of whom are related parties of the Company, on the basis of one (1) Option for every two (2) Shares issued in the Placement;
- (f) the Company undertakes to apply for quotation of the Options on ASX; and
- (g) no funds will be raised from the issue.

4.3 Directors Recommendation

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of the Resolution.

5 RESOLUTION 5 – APPROVAL TO ISSUE SHARES AND ATTACHING OPTIONS

5.1 General

As detailed above, the Company announced on 12 October 2023 that it had agreed to place up to 600M fully paid ordinary shares (**New Shares**) to sophisticated and professional investors raising up to \$900K. The placement of the first tranche is the subject of Resolution 3. The second tranche was to be issued immediately upon shareholder approval being obtained at the Company's Annual General Meeting. Since making that announcement on 12 October, the Company intends to increase the number of securities it wishes to place, and seeks approval to place up to 449,166,667 New Shares together with up to 224,583,334 free attaching New Options in a second tranche.

Resolution 5 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of these New Shares and New Options.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that number which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period (adjusted for certain events over that 12-month period).

The effect of Resolution 5 will be to authorise the Directors to issue the New Shares and New Options without using the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 5 is passed and the New Shares and New Options are issued, that issue will be disregarded for the purpose of calculating EMU's 15% limit, thus not adversely impacting the number of equity securities EMU can issue without shareholder approval over the 12-month period following the issue date of the New Shares and New Options.

If Resolution 5 is not passed, EMU will not be able to issue the New Shares and New Options.

5.2 Information required by ASX Listing Rule 7.3

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.3:

- (a) the Company will issue up to 449,166,667 New Shares and up to 224,583,334 New Options to be issued on terms and conditions outlined in Annexure A;
- (b) the Company will issue the New Shares and New Options (and the issue date will be) within 3 months of the date of the Meeting or such later date as may be approved by ASX, but the intention is to issue the New Shares and New Options as soon as possible after the Meeting;
- (c) each New Share and free attaching New Option will be issued in consideration of the terms of the Placement;
- (d) the Company undertakes to apply for quotation of the New Shares and New Options on ASX; and
- (e) \$673,750 will be raised from the issue of the New Shares.

5.3 Directors Recommendation

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of the Resolution.

6 RESOLUTION 6 – APPROVAL OF ISSUE OF OPTIONS TO BROKER

6.1 General

The Company has raised \$326,250 before costs through the Placement of 217,500,000 Shares at an issue price of \$0.0015 per share in a first tranche. Up to a further \$673,750 before costs is expected to be raised from a second tranche. Applicants (being sophisticated and professional investors under section 708 of the Corporations Act) for these New Shares will be entitled to be issued with a free New Option to acquire a listed fully paid ordinary Share, exercisable at \$0.003 each, on or before 31 December 2026. The agreement to issue the New Options was subject to EMU receiving shareholder approval, or earlier if otherwise permitted under ASX listing rules.

The terms and conditions agreed with GBA Capital Pty Ltd as lead manager to the Placement stipulated the payment of a 6% capital raising fee (up to \$60,000 plus GST) in cash, together with the issue of 60,000,000 New Options to acquire listed fully paid ordinary Shares, exercisable at \$0.003 each on or before 31 December 2026, conditional upon shareholder approval being obtained.

Resolution 6 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the 60,000,000 New Options to the lead manager.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that number which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period (adjusted for certain events over that 12-month period).

The effect of Resolution 6 will be to authorise the Directors to issue the New Options without using the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 6 is passed, and the New Options are issued, that issue will be disregarded for the purpose of calculating EMU's 15% limit, thus not adversely impacting the number of equity securities EMU can issue without shareholder approval over the 12-month period following the issue date of the Options.

If Resolution 6 is not passed, EMU will not be able to issue the New Options.

6.2 Information required by ASX Listing Rule 7.3

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.3:

- (a) the Company will issue 60,000,000 New Options to acquire Shares;
- (b) the Company will issue the New Options (and the issue date will be) within 3 months of the date of the Meeting or such later date as may be approved by ASX, but the intention is to issue the New Options as soon as possible after the Meeting;
- (c) the New Options will be issued as part consideration to GBA Capital Pty Ltd and/or nominees for acting as lead manager, and managing the Placement;
- (d) the New Options will be issued on the terms and conditions set out in Annexure A;
- (e) the New Options will be issued to GBA Capital Pty Ltd (and/or their nominee/s), none of whom are related parties of the Company;
- (f) the Company undertakes to apply for quotation of the New Options on ASX, subject to ASX approval; and
- (g) no funds will be raised from the issue.

6.3 Directors Recommendation

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of the Resolution.

7 RESOLUTION 7 – APPROVAL OF 10% PLACEMENT FACILITY

7.1 General

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 the period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its AGM, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes as at the date of this Notice. If, on the date of the Meeting, the Company is not an eligible entity under the Listing Rules for the purposes of Listing Rule 7.1A, then Resolution 7 will be withdrawn.

Resolution 7 seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 7 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 7 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

7.2 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows.

- (a) Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained, and expires on the first to occur of the following:
 - (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or
 - (ii) the time and date of EMU's next annual general meeting; or
 - (iii) the time and date of the approval by EMU's shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

The Company will only issue and allot the Equity Securities pursuant to the 10% Placement Facility during the 10% Placement Period.

- (b) The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the relevant class of the Company's Equity Securities over the 15 Trading Days in which trades in the class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

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- (c) The Company may seek to issue the Equity Securities to raise funds for making (or to securing the right to make) one or more acquisitions and/or to further its existing projects; and/or general working capital; so that the Company has the necessary working capital and flexibility to consider, and if thought fit, to put it in a stronger position to make (or to secure the right to make) one or more acquisitions and/or to further its existing projects.
- (d) If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the relevant class of the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table shows:

- (i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples: one where the issue price of ordinary securities is decreased by 50% and the other where the issue price of ordinary securities is increased by 100% relative to the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.0005 50% decrease in Issue Price	\$0.001 Issue Price (current share price)	\$0.002 100% increase in Issue Price
Current Variable A 1,667,521,279 Shares	10% voting dilution	166,752,128 Shares		
	Funds raised	\$83,376	\$166,752	\$333,504
50% increase in current Variable A 2,501,281,919 Shares	10% voting dilution	250,128,191 Shares		
	Funds raised	\$125,064	\$250,128	\$500,256
100% increase in current Variable A 3,335,042,558 Shares	10% voting dilution	333,504,256 Shares		
	Funds raised	\$166,752	\$333,504	\$667,008

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The table has been prepared on the following assumptions:

- (i) Shareholders approve Resolution 5.
- (ii) The Company issues, in a single allotment, the maximum number of Equity Securities available under the 10% Placement Facility.
- (iii) No existing Convertible Securities (including any Convertible Securities issued under the 10% Placement Facility) are converted into Shares before the date of the issue of the Equity Securities.
- (iv) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (v) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of this Meeting.
- (vi) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vii) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities under the 10% Placement Facility includes Convertible Securities, it is assumed that those Convertible Securities are converted into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (viii) The issue price is \$0.001 being the closing price of Shares on the ASX on 24 October 2023.
- (e) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (f) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an Associate of a related party of the Company.

- (g) The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2022 AGM held on 30 November 2022.

In accordance with Listing Rule 7.3A.6, as at the date of this Notice, the Company has not issued any Equity Securities under Listing Rule 7.1A in the 12 months preceding the date of the Meeting.

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

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

7.3 Directors' recommendation

Based on the information available, including the information contained in this Explanatory Statement, all the Directors consider that Resolution 7 is in the best interests of the Company and recommend that Shareholders vote in favour of Resolution 7. The Directors have formed this view as the passing of this Resolution will provide greater flexibility when considering future capital raising opportunities. The passing of Resolution 7 will increase the Directors' ability to issue new Shares permitted by the Listing Rules without requiring Shareholder approval. Application of this additional placement capacity has historically been utilised by the Company in a very judicious manner (or not at all) and has, at all times, been cognisant of Shareholder dilution.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chair intends to exercise all undirected proxies in favour of Resolution 7.

RESOLUTION 8 – APPROVAL TO CONSOLIDATE SHARE CAPITAL

8.1 The Proposal

This agenda item proposes the consolidation of the Company's Share capital through the conversion of every 30 Shares into one Share. Under section 254H of the Corporations Act, a company may consolidate its shares if the consolidation is approved by an ordinary resolution of shareholders at a general meeting.

If the consolidation is approved, the consolidation will take effect on 7 December 2023. The following is an indicative timetable (subject to change) of the key events:

Key Event	Indicative Date
Annual General Meeting	30 November 2023
Effective Date	7 December 2023
Last day for trading in pre-consolidated securities	8 December 2023
Trading in consolidated securities on a deferred settlement basis commences ¹	11 December 2023
Record date ²	12 December 2023
First day to update register and send new holding statements	13 December 2023
Last day to update register and send new holding statements	19 December 2023
Deferred settlement trading ends ³	
Normal trading starts ⁴	20 December 2023
First settlement date for trades made on post-consolidation basis ⁴	21 December 2023

Notes:

- If agreed by the ASX.*
- Last day to register transfers on a pre-consolidation basis.*
- Provided the register update takes place before noon (Sydney time), deferred settlement trading ends at close of trading on this day.*
- Providing the update of the register takes place before noon (Sydney time).*

Where the consolidation of a Shareholder's holding results in an entitlement to a fraction of a share, the fraction will be rounded up to the nearest whole number of Shares.

Resolution 8 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

8.2 Reasons for the consolidation

The Company has a very large number of Shares on issue. The number of Shares on issue is approximately 1.7 billion, and the Company is proposing the issue of further securities pursuant to this Notice. The number of Shares is disproportionate to the Company's peers and so the Company proposes to reduce this number by way of a Share consolidation.

8.3 Effect of the consolidation

If Shareholders approve the proposed Share consolidation, the number of Shares currently on issue, and therefore before Resolution 5 has been approved, will be reduced from approximately 1.7 billion to approximately 55 million.

As the consolidation applies equally to all of the Company's Shareholders, individual Shareholdings (in terms of absolute numbers) will be reduced in the same ratio as the total number of the Company's Shares (subject only to the rounding up of fractions). It follows that the consolidation will have no effect on the percentage interest of each individual Shareholder in the Company. Therefore, if a Shareholder currently has 1,667,521 Shares, representing approximately 0.1% of the Company's issued capital, then if the Share consolidation is approved and implemented, the Shareholder will have 55,584 Shares following the consolidation, still representing the same 0.1% of the Company's issued capital.

Similarly, the aggregate enterprise value of each Shareholder's holding should not materially change as a result of the Share consolidation alone. The price per Share, in theory, should be expected to increase in inverse ratio to the consolidation (to reflect the reduced number of Shares on issue) but in practice the immediate post consolidation price per Share may be either more or less than the mathematical implied result. The risk of the market capitalisation of the Company diminishing in immediate response to the consolidation is real. Equally, it is important to recognise that the Company's market capitalisation reflects shell value only and accordingly it is reasonable to speculate that fundamentals should not see a serious (or indeed any) decline in market value simply because of the consolidation which may well be viewed positively as reflecting good corporate management.

8.4 Tax implications for Australian resident shareholders

The Share consolidation will be undertaken in accordance with section 254H of the Corporations Act. Subject only to rounding, there will be no change to the proportionate interests held by each Shareholder in the Company as a result of the consolidation.

The Share consolidation will occur through the conversion of every 30 Shares in the Company into one Share in the Company. No capital gains tax event will occur as a result of the Company's Share consolidation and therefore there should be no taxation implications arising for the Company's Australian resident Shareholders.

The summary in this section is general in nature. Accordingly, Shareholders are encouraged to seek and rely only on their own professional advice in relation to their tax position. Neither the Company nor any of its officers, employees or advisors assumes any liability or responsibility for advising Shareholders about the tax consequences for them from the proposed Share consolidation.

8.5 Effect of the consolidation on the Company's Convertible Securities

Partly Paid Shares

As at the date of this Explanatory Statement, the Company has on issue partly-paid shares which are subject to payment of calls before being convertible into fully paid Shares.

Listing Rule 7.21 states that in a consolidation of capital, the number of convertible securities is reorganised so that the holder of the convertible security will not receive a benefit that holders of ordinary securities do not receive.

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Therefore, in accordance with Listing Rule 7.21, if Shareholders approve the proposed consolidation, the convertible securities on issue are expected to be adjusted as follows:

Partly Paid Share Class	Current		Adjusted	
	Number	Calls Payable	Approximate Number	Calls Payable
EMUCA	40,485,069	\$0.03	1,349,502	\$0.90
EMUAR	35,000,000	\$0.04	1,166,667	\$1.20

The figures in the "Approximate number" column in the table above are subject to rounding, because each class of Option were issued for the benefit of more than one Option holder, and there may be minor rounding adjustments when each individual parcel is adjusted in accordance with the principles set out above.

Options

Save as disclosed below, at the date of this Explanatory Statement, the Company has not granted any Options.

Subject to Shareholder approval, the Company proposes to issue up to 393,333,334 free attaching New Options, the subject of Resolutions 4, 5 and 6.

Listing Rule 7.22.1 states that in a consolidation of capital, the number of options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio. Where the consolidation of an Option holder's holding results in an entitlement to a fraction of an Option, the fraction will be rounded up to the nearest whole number of Options.

Therefore, in accordance with Listing Rule 7.22.1, if Shareholders approve the proposed consolidation, the Options on issue (or agreed to be issued) are expected to be adjusted as follows:

Option Class	Current		Adjusted	
	Number	Exercise price	Approximate Number	Exercise Price
Expiry 7.10.2024	172,453,621	\$0.01	5,748,454	\$0.30
Expiry 31.12.2026	393,333,334	\$0.003	13,111,111	\$0.09

The figures in the "Approximate number" column in the table above are subject to rounding, because each class of Option were issued for the benefit of more than one Option holder, and there may be minor rounding adjustments when each individual parcel is adjusted in accordance with the principles set out above.

8.6 Directors' recommendation

Whilst recognising the inherent risk that the market capitalisation of the Company may drop in response to a consolidation and that there is an aversion to consolidations in the minds of many well informed investors, on balance, all the Directors consider that Resolution 8 is in the best interests of the Company and recommend that Shareholders vote in favour of Resolution 8.

Each Director has indicated that he intends to vote the Shares he owns or controls in favour of Resolution 8. The Chair intends to vote all available proxies in favour of the Resolution.

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9 PRO FORMA CAPITAL STRUCTURE FOLLOWING MEETING

The Company's capital structure following this Meeting (assuming the maximum issue of Equity Securities pursuant to approvals given under Resolutions 4, 5, and 6 but excluding the issuance of any Shares approved by Resolution 7 (Additional 10% Placement Capacity) will be as follows:

Shares	Number Pre-Consolidation	Number Post-Consolidation
Fully Paid Shares		
Current (includes the issues subject to ratification in Resolution 3)	1,667,521,279	55,584,043
Issue of shares pursuant to Resolution 4	449,166,667	14,972,222
Total FP Shares following the Meeting	2,116,687,946	70,556,265
Partly Paid Shares subject to future calls totalling \$0.03	40,485,069	1,349,502
Partly Paid Shares subject to future calls totalling \$0.04	35,000,000	1,166,667
Total PP Shares following the Meeting	75,485,069	2,516,169
Options to FP Shares		
Current options on issue (Unquoted)	172,453,621	5,748,454
Issued pursuant to Resolutions 4, 5 and 6 (To be quoted)	393,333,334	13,111,111
Total Options following the Meeting	565,786,955	18,859,565
Performance Rights (PR)		
Current PR on issue	48,571,429	1,619,048
Total PR	48,571,429	1,619,048

OTHER BUSINESS

The Company is not aware of any other business to come before the Meeting other than as set forth in the accompanying Notice.

EMU NL GLOSSARY

In this Notice and Explanatory Statement, the following terms have the following meanings unless the context otherwise requires:

10% Placement Facility has the meaning given in Section 7.1 of the Explanatory Statement;

10% Placement Period has the meaning given in Section 7.2 of the Explanatory Statement;

AGM means an annual general meeting;

Annual Report means the Directors' Report, the Financial Report and Auditor's Report, in respect of the financial year ended 30 June 2023;

Associate has the same meaning as defined in section 11 and section 13 to 17 of the Corporations Act;

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

ASX Listing Rules or **Listing Rules** means the listing rules of the ASX;

Auditor's Report means the auditor's report on the Financial Report;

AWST means Australian Western Standard Time;

Board means the board of Directors;

Business Day has the meaning as defined in the Listing Rules;

Chair means the person appointed to chair the Meeting, or any part of the Meeting;

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

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- 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;
- a company the member controls; or
- a person prescribed by the *Corporations Regulations 2001 (Cth)*;

Convertible Security means a security of the Company which is convertible into Shares;

Company means Emu NL ABN 50 127 291 927 ;

Constitution means the Company's constitution, as amended from time to time;

Corporations Act means *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;

Equity Securities has the same meaning as in the Listing Rules;

Explanatory Statement means the explanatory statement accompanying the Notice;

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

FP Share means a fully paid Share in the capital of the Company

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning,

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directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company;

Meeting has the meaning in the introductory paragraph of the Notice;

Notice means this notice of annual general meeting;

Option means an option to acquire a Share;

Partly-paid Share means a partly-paid Share in the capital of the Company;

Proxy Form means the proxy form attached to this Notice;

Remuneration Report means the section of the Directors' Report contained in the Annual Report entitled 'remuneration report';

Resolution means a resolution contained in this Notice;

Section means a section of the Explanatory Statement;

Share means an ordinary share in the capital of the Company;

Shareholder means the holder of a Share;

Spill Resolution has the meaning set out in Section 1.1 of the Explanatory Statement;

Strike has the meaning set out in Section 1.1 of the Explanatory Statement;

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

EMU NL
ACN 127 291 927
(Emu or the Company)
TERMS AND CONDITIONS
PLACEE and BROKER OPTIONS EXPIRING 31 DECEMBER 2026

The Options are issued on the following terms:

1. Each Option may be exercised by giving notice in that regard together with payment of the amount of point three of a cent (0.3 cent) (**Exercise Price**).
2. Each Option entitles the holder to subscribe for one fully paid ordinary share (**Share**) in EMU NL ACN 127 291 927 (**Company**) upon the payment of the Exercise Price per Share subscribed for.
3. The Options will lapse at 5:00 pm on 31 December 2026 (**Expiry Date**).
4. The Options are transferable at any time in accordance with the Corporations Act 2001 and any applicable rules of ASX.
5. There are no participating rights or entitlements inherent in the Options and holders of the Options will not be entitled (as a consequence of holding Option) to participate in new issues of capital that may be offered to shareholders during the currency of the Options.
6. The Option holder has the right to exercise Options prior to the date for determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the Options, and will be granted a period of at least 3 business days before the relevant record date to exercise the Options.
7. Subject to any requirements of the Corporations Act and ASX Listing Rules, the Options do not confer the right to a change in exercise price or the number of securities over which the Option can be exercised.
8. In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
9. Unless approved otherwise by the Company on a case-by-case basis (with no obligation on the Company to do so), Options can only be exercised in parcels of not less than 1,000,000, except where the total Options held by the holder is less than 1,000,000 (in which case, all Options held by the holder must be exercised and the costs of filing with ASX in connection with the exercise to be borne up front by the Optionholder). Subject to ASX listing rules, the Company shall not be obliged to issue Shares in response to an exercise of Options more frequently than once per calendar quarter. The Company may, in its discretion, waive this clause or any part of it and such a waiver may be subject to conditions or further limitations.
10. Subject to clause **Error! Reference source not found.**, the Options shall be exercisable at any time during the period (**Exercise Period**) ending on the Expiry Date by: (a) the delivery to the registered office of the Company of a notice in writing (**Notice**) stating the intention of the Option holder to exercise all or a specified number of Options held by them accompanied by cleared funds for the subscription monies for the Shares; or (b) such other form and method as may be approved by the Company from time to time. The Notice and cleared funds must be received by the Company during the Exercise Period. An exercise of only some Options shall not affect the rights of the Option holder to the balance of the Options held by it PROVIDED THAT if the remaining number be less than 1,000,000 those Options shall ipso facto lapse.
11. If the Company has entered into an agreement to underwrite the exercise of the Options and any Options remain unexercised at the Expiry Date, then the holder of those unexercised Options immediately, unconditionally and irrevocably appoints the Company as the Optionholder's agent to transfer (for no consideration to that holder) the unexercised Options to the relevant underwriter and, despite clause **Error! Reference source not found.**, that underwriter is entitled to exercise the unexercised Options within 14 calendar days (or such fewer days as the Company may determine in its absolute discretion) of the Expiry Date.
12. Subject to clause **Error! Reference source not found.**, the Company shall endeavour to allot the resultant Shares and deliver a statement of shareholdings with a holders' identification number within 5 business days of exercise of the Options.
13. The Company undertakes to apply for quotation of the Options on ASX if ASX Listing Rules can be met.