

Dear Shareholders,

On behalf of the Directors of Sheffield Resources Limited (**Sheffield** or the **Company**), I am pleased to invite you to participate in the Annual General Meeting (**AGM** or **Meeting**) of Sheffield. The AGM will be held via our online platform using the link below and shareholders wishing to attend in person may also be able to do so at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia, 6005.

Please note the AGM will be held at **3.00pm (WST) on Wednesday, 20 November 2024**.

Shareholders will be able to participate in our AGM by:

- joining the AGM in real time via our online platform at <https://meetings.linkgroup.com/SFX24> or by attending in person at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia, 6005;
- submitting questions to the Company:
 - by emailing info@sheffieldresources.com.au at least 48 hours prior to the Meeting; or
 - by submitting written questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chairman; and
- voting on the resolutions to be considered at the AGM either by lodging the Proxy Form at least 48 hours prior to the AGM or by voting online during the AGM,

or by a combination of these steps.

If you wish to attend the Meeting virtually, we recommend logging into our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the following instructions:

To log in:

1. Enter <https://meetings.linkgroup.com/SFX24> into a web browser on a computer, mobile or other online device.
2. Enter your unique access details:
 - **Shareholders** will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN), which is printed at the top of the Proxy Form and registered postcode.
 - **Proxyholders** will need their proxy code which Link Market Services will provide via an email within 24 hours prior to the Meeting.

Once logged into the online meeting platform, you will be able to ask questions and vote online during the Meeting.

Online voting will be open once logged in until the time at which the Chairman announces voting closure. You may still attend the Meeting virtually if you have completed a Proxy Form, but the person

you have appointed as proxy will cast your vote on your behalf if you do not choose to revoke your proxy.

Further information regarding virtual attendance at the Meeting (including how to vote and ask questions virtually and orally during the Meeting) is available in the Virtual Meeting Online Guide, which is located at www.sheffieldresources.com.au.

In accordance with section 110D of the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting (**Notice**) nor the Annual Report to Shareholders unless specifically requested to do so. Instead, to review and download the Notice and the Annual Report, please visit:

<http://www.sheffieldresources.com.au/irm/content/asx-announcements1.aspx?RID=398>

A complete copy of the Notice has also been posted to the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code "SFX". Should you wish to receive a hard copy of the Notice, please contact the Company Secretary at info@sheffieldresources.com.au or by telephone on (+61 8) 6555 8777.

The Notice explains in detail the items of business you will be asked to consider at the AGM. You should carefully read the Notice and Explanatory Statement before deciding how to vote on the resolutions.

A copy of your Proxy Form is enclosed. Proxy votes may be lodged by no later than 48 hours before the Meeting by any of the methods set out on page 4 of the Notice.

On behalf of the Board, I would like to thank you for your continued support.

Yours sincerely



Bruce Griffin
Executive Chair
Sheffield Resources Limited

If you wish to change your communication options, please go to the registry's website at www.linkmarketservices.com.au

SHEFFIELD RESOURCES LIMITED

ACN 125 811 083

NOTICE OF ANNUAL GENERAL MEETING

TIME: 3.00pm (WST)

DATE: Wednesday, 20 November 2024

PLACE: The Annual General Meeting of the Company will be held by way of hybrid meeting as follows:

In person: The Park Business Centre
45 Ventnor Avenue, West Perth WA 6005

Virtual meeting link: <https://meetings.linkgroup.com/SFX24>

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6555 8777.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that a meeting of the Shareholders will be held at The Park Business Centre, 45 Ventnor Avenue, West Perth WA 6005 and will also be held virtually via an online platform at <https://meetings.linkgroup.com/SFX24> on Wednesday, 20 November 2024 at 3.00pm (WST) (**Meeting**). Please note Shareholders may attend the Meeting in person.

Your vote is important

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

Voting eligibility

The Directors have determined that pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those persons who are registered Shareholders at 4.00pm (WST) on Monday, 18 November 2024.

Voting by poll

All Resolutions will be decided on a poll (rather than a show of hands) using proxy instructions received in advance of the Meeting. The poll will be conducted based on votes submitted by proxy and at the Meeting by Shareholders who will attend virtually in accordance with the instructions below.

Voting by proxy

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

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

- each Shareholder that is entitled to vote at the Meeting has a right to appoint a proxy to attend and vote at the Meeting;
- the proxy need not be a Shareholder of the Company and can be an individual or a body corporate; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X of the Corporations Act, each proxy may exercise one-half of the votes.

Sections 250BB and 250BC of the Corporations Act also apply to voting by proxy. Shareholders and their proxies should be aware of these provisions of the Corporations Act. Generally, these sections provide that:

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

Further details on sections 250BB and 250BC of the Corporations Act are set out below.

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

Proxies on Resolutions 1, 4 and 5

If you appoint the Chairman as your proxy (or the Chairman is appointed by default) and you do not complete any of the boxes "For", "Against" or "Abstain" opposite Resolutions 1, 4 and 5 on the Proxy Form, you will be expressly authorising the Chairman to vote on Resolutions 1, 4 and 5 in accordance with the Chairman's stated voting intention, even though those Resolutions are connected directly or indirectly with the remuneration of a member of KMP. The Chairman intends to vote (where appropriately authorised) all available undirected proxies in favour of all Resolutions.

If you appoint the Chairman as your proxy and wish to direct him how to vote, you can do so by marking the box for Resolutions 1, 4 and 5 (ie. by directing him to vote "For", "Against" or "Abstain").

If you appoint a member of KMP (other than the Chairman), or any Closely Related Party of a member of KMP as your proxy, you must direct that person how to vote on Resolutions 1, 4 and 5 if you want your Shares to be voted on those Resolutions. If you appoint a member of KMP, or any Closely Related Party of a member of KMP, and you do not direct them how to vote on Resolutions 1, 4 and 5, such a person must not cast your votes on those Resolutions and your votes will not be counted in calculating the required majority if a poll is called on those Resolutions.

Lodgement of proxy documents

For an appointment of a proxy for the Meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (ie. a power of attorney) or a certified copy of it,

must be received by the Company at least 48 hours before the start of the Meeting (ie. by 3.00pm (WST) on Monday, 18 November 2024). **Proxy appointments received after this time will be invalid for the Meeting.**

The following methods are specified for the purposes of receipt of proxies:

By Post

Sheffield Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

Online

www.linkmarketservices.com.au. Login to the Link website. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, Shareholders will need to enter Sheffield Resources Limited or the ASX code (SFX) in the Issuer name field, their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN), and postcode. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

By Mobile Device

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code as shown on the Proxy Form or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

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

In Person*

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

***during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions**

By Facsimile

(within Australia) (02) 9287 0309
(outside Australia) (+612) 9287 0309

Remote attendance and voting online

The Meeting will be accessible to all Shareholders, proxyholders, attorneys and authorised corporate representatives via a live webinar, which will allow those persons to:

- hear the Meeting discussion and view the presentation slides;
- submit written questions while the Meeting is progressing; and
- vote during the Meeting.

If you wish to attend the Meeting virtually, enter <https://meetings.linkgroup.com/SFX24> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Proxy Form (or holding statement) and registered postcode; and
- proxyholders will need their proxy code which Link Market Services will provide via email within 24 hours prior to the Meeting.

We recommend logging into the online platform at least 15 minutes prior to the scheduled start time for the Meeting.

Once logged into the online meeting platform, you will be able to ask questions and vote online during the Meeting.

Online voting will be open once logged in until the time at which the Chairman announces voting closure. You may still attend the Meeting virtually if you have completed a Proxy Form, but the person you have appointed as proxy will cast your vote on your behalf if you do not chose to revoke your proxy.

Further information regarding virtual attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is available in the virtual Meeting Online Guide, which is located at www.sheffieldresources.com.au.

Shareholders are also encouraged to submit any questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company by email at info@sheffieldresources.com.au at least 48 hours prior to the Meeting.

Shareholders will also have the opportunity to submit written questions during the Meeting in respect to the formal items of business, however it would be preferable for them to be submitted to the Company in advance of the Meeting. In order to ask a question during the Meeting, please follow the instructions from the Chairman.

The Chairman will attempt to respond to the questions during the Meeting. Shareholders are limited to a maximum of two questions each (including any submitted in advance of the Meeting).

Bodies corporate

A Shareholder which is a body corporate, may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's members. The appointment must comply with section 250D of the Corporations Act. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Shareholders can download and fill out the 'Appointment of Corporate Representation' form from Link Market Services Limited's website – www.linkmarketservices.com.au. Hover over 'Resources' and click on 'Forms' and then select 'Holding Management'.

DEFINED TERMS

Capitalised terms in this Notice of Meeting and Explanatory Statement are defined in the "Glossary" Section.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's Report (which includes the Remuneration Report) and the Auditor's Report.

Note: There is no requirement for Shareholders to approve these reports.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2024 be adopted.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders should note that the Chairman intends to vote any undirected proxies in favour of the Resolution.

Voting prohibition statement

The Company will disregard any votes cast on Resolution 1 in any capacity by or on behalf of either:

- (a) a member of KMP of the Company, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member,

unless it is cast by:

- (c) a person as a proxy for a person entitled to vote on Resolution 1 appointed by writing that specifies the way the proxy is to vote on Resolution 1; or
- (d) the Chairman as proxy for a person entitled to vote on Resolution 1 and the proxy appointment:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – IAN MACLIVER

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

“That, Ian Macliver, who retires as a Director in accordance with clause 13.2 of the Constitution, and being eligible for re-election, be re-elected as a Director.”

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – VANESSA KICKETT

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

“That, Vanessa Kickett, who retires as a Director in accordance with clause 13.2 of the Constitution, and being eligible for re-election, be re-elected as a Director.”

5. RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS TO BRUCE GRIFFIN

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

“That, the issue of up to 2,539,063 Performance Rights to Bruce Griffin (or his nominee) and the acquisition of Shares by Bruce Griffin (or his nominee) upon the vesting and exercise of any such Performance Rights, in accordance with the Company's Performance Rights Plan, is approved for the purposes of sections 200B and 200E of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

In respect of Resolution 4, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.

However, the Company need not disregard a vote cast in favour of Resolution 4 if it is cast by:

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

- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting prohibition statement

The Company will disregard any votes cast on Resolution 4 in any capacity by or on behalf of either:

- (a) a member of KMP of the Company, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member,

unless it is cast by:

- (c) a person as a proxy for a person entitled to vote on the Resolution appointed by writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the Chairman as proxy for a person entitled to vote on the Resolution and the proxy appointment:
 - (i) does not specify the way the proxy is to vote on the Resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Further, in accordance with section 200E(2A) of the Corporations Act, a vote on the Resolution must not be cast (in any capacity) by or on behalf of Bruce Griffin (and his nominees) or any of their respective associates. However, a vote may be cast by such a person if:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of Bruce Griffin (or his nominees) or an associate of those persons.

6. RESOLUTION 5 – ISSUE OF PERFORMANCE RIGHTS TO MARK DI SILVIO

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

“That, the issue of up to 1,365,820 Performance Rights to Mark Di Silvio (or his nominee) and the acquisition of Shares by Mark Di Silvio (or his nominee) upon the vesting and exercise of any such Performance Rights, in accordance with the Company's Performance Rights Plan, is approved for the purposes of sections 200B and 200E of the Corporations Act and for all other purposes, on the terms and conditions set out in the Explanatory Statement.”

Voting prohibition statement

The Company will disregard any votes cast on Resolution 5 in any capacity by or on behalf of either:

- (a) a member of KMP of the Company, details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member,

unless it is cast by:

- (c) a person as a proxy for a person entitled to vote on the Resolution appointed by writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the Chairman as proxy for a person entitled to vote on the Resolution and the proxy appointment:
 - (i) does not specify the way the proxy is to vote on the Resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Further, in accordance with section 200E(2A) of the Corporations Act, a vote on the Resolution must not be cast (in any capacity) by or on behalf of Mark Di Silvio (and his nominees) or any of their respective associates. However, a vote may be cast by such a person if:

- (e) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; and
- (f) it is not cast on behalf of Mark Di Silvio (or his nominees) or an associate of those persons.

7. RESOLUTION 6 – APPROVAL OF 10% PLACEMENT CAPACITY

Subject to the Company being an Eligible Entity as at the date of the Meeting, to consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of equity securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) if at the date of the Meeting, the Company is proposing to make an issue of equity securities under Listing Rule 7.1A.2, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- (b) any person who is an associate of those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

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

8. RESOLUTION 7 - RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

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

"That, for the purpose of section 648G of the Corporations Act, clause 36 of the Constitution and for all other purposes, approval is given for the Company to modify its existing Constitution by renewing clause 36 for a period of 3 years from the date of the Meeting."

Dated: 30 September 2024

By order of the Board



**BRUCE GRIFFIN
EXECUTIVE CHAIR**

EXPLANATORY STATEMENT

This Explanatory Statement provides information about the items of business to be considered at the Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting and Proxy Form.

9. FINANCIAL STATEMENTS AND REPORTS

The business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' Report (which includes the Remuneration Report) and the Auditor's Report.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Annual General Meeting, written questions to the Chairman about the management of the Company, or to the Auditor about the:

- (a) preparation and content of the Auditor's Report;
- (b) conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) independence of the Auditor in relation to the conduct of the audit,

must be submitted no later than five Business Days before the date of the Annual General Meeting to the Company Secretary (that is, by 3.00pm (WST) on Wednesday, 13 November 2024).

The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so. The Annual Report is available on its website at <http://www.sheffieldresources.com.au>.

10. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

10.1 General

Pursuant to the Corporations Act, the Directors have included the Remuneration Report in their Directors' Report for the year ended 30 June 2024. The Remuneration Report is set out in the Annual Report. Shareholders can view the Annual Report on the Company's website at <http://www.sheffieldresources.com.au>.

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to shareholders at that meeting. However, such a resolution is advisory only and does not bind the relevant company or its directors. The Company has put Resolution 1 to a vote to satisfy such requirements.

By way of summary, the Remuneration Report:

- explains the Company's remuneration policy and the process for determining the remuneration of the Directors and executive officers;
- addresses the relationship between the Company's remuneration policy and the Company's performance; and
- sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended 30 June 2024.

There will be a reasonable opportunity for members to comment on and ask questions about the Remuneration Report at the Meeting.

Note that a voting exclusion applies to Resolution 1 on the terms set out in the Notice. If you choose to appoint a proxy for the Meeting, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy Form.

10.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against the adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting within 90 days of the second annual general meeting (**Spill Meeting**).

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting, those persons whose election or re-election as directors of the company is approved will be the directors of the company.

10.3 Previous voting results

At the Company's previous 2023 annual general meeting, the votes cast against the remuneration report resolution considered at that meeting was less than 25%.

11. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – IAN MACLIVER

11.1 General

Pursuant to clause 13.2 of the Constitution, Mr Ian Macliver, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

In accordance with clause 13.2 of the Constitution, Mr Macliver, who has served as a Director since 2 August 2019 and was last elected on 25 November 2021, retires by rotation at the Meeting and, being eligible, seeks re-election.

11.2 Qualifications and material directorships

Mr Macliver holds a Bachelor of Commerce from the University of Western Australia and qualified as a Chartered Accountant. He has significant experience as a senior executive and director of both resource and industrial companies.

Mr Macliver established Grange Consulting Group Pty Ltd (**Grange**) in 1995, which provided specialist corporate advisory services to both listed and unlisted companies prior to its sale in late 2023. Prior to establishing Grange, he held positions in various listed and corporate advisory companies. His experience covers all areas of corporate activity including capital raisings, acquisitions, divestments, takeovers, business and strategic planning, debt and equity reconstructions. .

Mr Macliver was Non-Executive Chairman of MMA Offshore Limited until its acquisition in July 2024. In addition, Mr Macliver is an alternate director of Wright Prospecting Pty Ltd.

11.3 Independence

The Board considers Mr Macliver to be an independent director.

11.4 Board recommendation on Resolution 2

The Directors (other than Mr Macliver, whose election is the subject of Resolution 2) recommends that Shareholders vote in favour of Resolution 2.

12. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – VANESSA KICKETT

12.1 General

Pursuant to clause 13.2 of the Constitution, Vanessa Kickett, being a Director, retires by way of rotation and, being eligible, offers herself for re-election as a Director.

In accordance with clause 13.2 of the Constitution, Mrs Kickett, who has served as a Director since 1 January 2022 and was elected on 22 November 2022, retires by rotation at the Meeting and, being eligible, seeks re-election.

12.2 Qualifications and material directorships

Mrs Kickett has extensive experience and involvement with Aboriginal engagement, native title and heritage matters throughout Western Australia. A member of the Whadjuk Noongar community, Mrs Kickett is currently Chief Executive Officer of the South West Aboriginal Land and Sea Council, responsible for the implementation and operation of the South West (Western Australia) native title settlement. Mrs Kickett has also held a variety of roles in the public sector, leading the development of heritage and native title policy and frameworks on behalf of the Water Corporation in Western Australia.

12.3 Independence

The Board considers Mrs Kickett to be an independent director.

12.4 Board recommendation on Resolution 3

The Directors (other than Mrs Kickett, whose election is the subject of Resolution 3) recommends that Shareholders vote in favour of Resolution 3.

13. RESOLUTIONS 4 & 5 – ISSUE OF PERFORMANCE RIGHTS TO BRUCE GRIFFIN & MARK DI SILVIO

13.1 Background

Shareholder approval is sought for the issue of:

- (a) up to 2,539,063 Performance Rights to Bruce Griffin (or his nominee) and the acquisition of Shares by Bruce Griffin (or his nominee) upon the vesting and exercise of any such Performance Rights, in accordance with the Company's Performance Rights Plan (the subject of Resolution 4), whereby:
 - (i) up to 585,938 Performance Rights are proposed to be issued to Mr Griffin (or his nominee) as a short term incentive under his remuneration package and are subject to the **STI Performance Hurdles** (as set out and defined below);
 - (ii) up to 1,953,125 Performance Rights are proposed to be issued to Mr Griffin (or his nominee) as a long term incentive under his remuneration package and are subject to the **LTI Performance Hurdles** (as set out and defined below);
- (b) up to 1,365,820 Performance Rights to Mark Di Silvio (or his nominee) and the acquisition of Shares by Mark Di Silvio (or his nominee) upon the vesting and exercise of any such Performance Rights, in accordance with the Company's Performance Rights Plan (the subject of Resolution 5), whereby:
 - (iii) up to 333,867 Performance Rights are proposed to be issued to Mr Di Silvio (or his nominee) as a short term incentive under his remuneration package and are subject to the **STI Performance Hurdles** (as set out and defined below); and
 - (iv) up to 1,031,953 Performance Rights are proposed to be issued to Mr Di Silvio (or his nominee) as a long term incentive under his remuneration package and are subject to the **LTI Performance Hurdles** (as set out and defined below).

13.2 Purpose and aim of the Performance Rights Plan



During the 2024 financial year, the remuneration and incentives plan was reviewed for Directors and key management personnel with the assistance of independent remuneration consultants in order to appropriately drive and reward short term performance and facilitate long term value creation for Shareholders.

Extensive peer group benchmarking was reviewed by the Board, with particular attention placed upon relevant, reliable and measurable performance hurdles for both short term incentives (**STI**) and long term incentives (**LTI**).

The proposed issue of Performance Rights to Mr Griffin and Mr Di Silvio aims to incentivise Mr Griffin and Mr Di Silvio to align executive performance with the interests of all Shareholders, targeting the following deliverables:

- (a) short term incentives aligned with the achievement of production, operating cost, health, safety and environmental performance milestones; and
- (b) long term incentives geared toward total shareholder return and business growth milestones.

The maximum possible incentive opportunity, subject to satisfaction of performance hurdles, is expressed as a percentage of annual total fixed remuneration (**TFR**) and is summarised in Table 1 below:

Table 1: KEY MANAGEMENT PERSONNEL – Total Incentive Opportunity (Annual)				
	Annual TFR (\$)	Total Incentive	Short Term Incentive	Long Term Incentive
Bruce Griffin	500,000	200%	75%	125%
Mark Di Silvio	388,500	140%	55%	85%
				
PERFORMANCE HURDLE TERMS & CONDITIONS			STI PERFORMANCE HURDLE (Refer Table 2)	LTI PERFORMANCE HURDLE (Refer Table 4)

The Performance Rights are proposed to be issued under the Plan.

In addition to the above, the purpose of the Plan is to:

- (a) assist in the reward, retention and motivation of those persons who are eligible to be granted Performance Rights under the Plan (each such person being an **ESS Participant**);
- (b) link the reward of ESS Participants to performance and the creation of Shareholder value;
- (c) align the interests of ESS Participants more closely with the interests of Shareholders by providing an opportunity for ESS Participants to receive Shares;
- (d) provide ESS Participants with the opportunity to share in any future growth in value of the Company; and
- (e) provide greater incentive for ESS Participants to focus on the Company's longer term goals.

The material terms of the Plan are summarised in Schedule 1.

The specific Performance Hurdles (as noted in Table 1) that will apply to the Performance Rights to be issued to Mr Griffin and Mr Di Silvio are described below.

13.3 Terms of Performance Rights and Performance Hurdles

A Performance Right as provided for by the Plan, is a right to be issued or transferred a Share (or paid a cash payment), upon and subject to the terms of the Plan and the terms of any applicable offer to an ESS Participant, which may be subject to Vesting Conditions that include meeting any specified performance hurdles (**Performance Hurdles**).

The below Performance Hurdles are further qualified by the following factors:

- health, safety, environmental and governance objectives being applied such that in the event of a fatality or other catastrophic event, the Board would not award a STI cash or equity bonus for the period; and
- the executive must be employed during the entire period to be eligible for the award (unless the Board exercises its discretion to vest the Performance Rights under a 'good leaver' exception contained in the Plan).

STI Performance Hurdles

Performance Rights proposed to be issued to Mr Griffin (or his nominee) and Mr Di Silvio (or his nominee) respectively, as further detailed in paragraph 13.1, as a short term incentive under their remuneration packages, are subject to the following performance hurdles (**STI Performance Hurdles**):

TABLE 2: SHORT TERM INCENTIVE PLAN 2025 FINANCIAL YEAR PERFORMANCE MEASURES		
Tranche	Weighting	Performance Hurdle
1	20%	Health, Safety & Environmental Performance Achievement of targeted health, safety and environmental performance in relation to the Thunderbird Mineral Sands Project, in accordance with Board approved plans.
2	40%	Production Achievement of product throughput quantity milestones in relation to the Thunderbird Mineral Sands Project, in accordance with Board approved budget for the financial year ending 30 June 2025.
3	40%	Per Tonne Unit Operating Costs Achievement of targeted cost of production in relation to the Thunderbird Mineral Sands Project, in accordance with Board approved budget for the financial year ending 30 June 2025.

The above STI Performance Hurdles are subject to the following Threshold, Target and Stretch conditions described below:

TABLE 3: SHORT TERM INCENTIVE PLAN – CONDITIONS OF AWARD			
Performance Hurdle	Threshold Performance (Nil award)	Target Performance (75% of award)	Stretch Performance (100% of award)
Health, Safety & Environmental Performance	10% below target performance	Meets Board approved targeted health, safety and environmental performance	10% above target performance
Production	10% below target performance	Meets Board approved budgeted product throughput quantity milestones	10% above target performance
Per Tonne Unit Operating Costs	10% above target performance	Meets Board approved budgeted costs of production	7.5% below target performance

By way of example, where Stretch performance, representing maximum achievement, is satisfied across all three performance tranches described at Table 3, a total of 585,938 Performance Rights shall vest in favour of Mr Griffin (or his nominee).

Similarly, by way of example, where performance across all three performance tranches are determined by the Board to lie between Threshold and Target performance measures described at Table 3, depicting below average or 25% performance achievement, the Board may award a proportionate amount above

the Threshold performance measure and below the Target performance measure, whereby a total of 146,484 Performance Rights vest in favour of Mr Griffin (or his nominee). Under such circumstances, the remaining 439,454 Performance Rights shall immediately lapse following Board determination.

LTI Performance Hurdles

Performance Rights proposed to be issued to Mr Griffin (or his nominee) and Mr Di Silvio (or his nominee) respectively, as further detailed in paragraph 13.1, as a long term incentive under their remuneration packages, are subject to the following performance hurdles (**LTI Performance Hurdles**):

TABLE 4: LONG TERM INCENTIVE PLAN 2025 FINANCIAL YEAR PERFORMANCE MEASURES		
Tranche	Weighting	Performance Hurdle
1	50%	<p>Total Shareholder Return (Absolute)</p> <p>Shareholder return on investment, measured over the performance period, in absolute terms, measured by calculating the percentage by which the Company's 10-day volume weighted average Share price (VWAP), calculated over the 10 ASX trading days on which trades in Shares were recorded immediately before the first day of the performance period (1 July 2024), has increased compared to the 10-day VWAP, calculated over the 10 ASX trading days on which trades in Shares were recorded immediately before the last day of the performance period (30 June 2027).</p>
2	50%	<p>Total Shareholder Return (Relative)</p> <p>Shareholder return on investment, measured over the performance period (from 1 July 2024 until 30 June 2027), relative to the Shareholder return on investment of a nominated peer group. The Company has selected a peer group of similar resource companies, with operations of size and scale similar to Sheffield. Performance is measured as the percentage change in the Company's Share price, relative to peer group companies.</p> <p>To ensure sufficient stretch and challenge is in place, peer group companies may be updated by the Board from time to time. Peer group companies currently include the following ASX listed resource companies (ASX ticker denoted): AMI; A1M; ARU; ASM; BCI; BSE; CAI; COB; GL1; IMA; JMS; LIN; MEI; NTU; OBM; PNR; STA; SVM; and VHM.</p>

The above LTI Performance Hurdles are subject to the following Threshold, Target and Stretch conditions described below:

TABLE 5: LONG TERM INCENTIVE PLAN – CONDITIONS OF AWARD				
Performance Hurdle	Threshold Performance (Nil award)	Target 1 (25% - 50% award)	Target 2 (50% - 100% award)	Target 3 (100% of award)
Total Shareholder Return (Absolute)	10-day VWAP Share price increase equal to or below 25%	10-day VWAP Share price increase between 25% to 50%	10-day VWAP Share price increase between 50% to 100%	10-day VWAP Share price increase of 100% or greater
Total Shareholder Return (Relative)	Performance equal to or below 50 th percentile of peer group	Not Applicable	Performance between 50 th and 75 th percentile of peer group	Performance equal to or above 75 th percentile of peer group

By way of example, where Stretch performance, representing maximum achievement, is satisfied across all three performance tranches described at Table

5, a total of 1,953,125 Performance Rights shall vest in favour of Mr Griffin (or his nominee).

Similarly, by way of example, where performance across all three performance tranches are determined by the Board to lie between Threshold and Target performance measures described at Table 5, depicting below average or 25% performance achievement, the Board may award a proportionate amount above the Threshold performance measure and below the Target performance measure, whereby a total of 488,281 Performance Rights vest in favour of Mr Griffin (or his nominee). Under such circumstances, the remaining 1,464,844 Performance Rights shall immediately lapse following Board determination.

Vesting upon a Change of Control

Pursuant to the terms of the Offers made to Mr Griffin and Mr Di Silvio respectively, notwithstanding any other term of the Plan, where a Change of Control has occurred and Vesting Conditions remain unsatisfied at that time, a pro-rata portion of Performance Rights shall vest in favour of an ESS Participant, with the balance being forfeited. The number of Performance Rights that shall vest upon a Change of Control occurring shall be determined by measuring the total number of Performance Rights held by the ESS Participant, multiplied by a pro-rata fraction, with the pro-rata fraction being determined by comparing the total life of the Performance Right with the elapsed time from the date of grant of the Performance Right up to and including the date of Change of Control occurs.

Conversion of vested Performance Rights

All Vesting Conditions must be met by no later than the three (3) year anniversary of the date of grant of the Performance Right. Any vested Performance Right issued to Mr Griffin and Mr Di Silvio (or their nominees) respectively, may be exercised by them within 24 months from vesting, following which the Company will issue the participant the applicable number of Shares.

13.4 Listing Rule 10.14 - Issue of Performance Rights to Bruce Griffin

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an associate of a director the company (Listing Rule 10.14.2); or
- (c) a person whose relation with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its shareholders.

The proposed issue of the Performance Rights falls within Listing Rule 10.14.1 (or Listing Rule 10.14.2 if Mr Griffin elects for the Performance Rights to be granted to his nominee) and therefore requires the approval of Shareholders under Listing Rule 10.14.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 or 10.11 is not required.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Performance Rights to Mr Griffin and Mr Griffin will be compensated accordingly based on the achievement of the Performance Hurdles set out above.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Performance Rights to Mr Griffin and the Company will be required to negotiate and agree other satisfactory forms of compensation with Mr Griffin.

13.5 Specific information required by Listing Rule 10.15 - issue of Performance Rights to Bruce Griffin

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Performance Rights:

- (a) the Performance Rights will be issued under the Plan to Mr Bruce Griffin (or his nominee);
- (b) Mr Griffin is a related party of the Company by virtue of being a Director and falls into the category stipulated by Listing Rule 10.14.1. In the event the Performance Rights are issued to a nominee of Mr Griffin, that person will fall into the category stipulated by Listing Rule 10.14.2;
- (c) 2,539,063 Performance Rights are proposed to be issued to Mr Griffin (or his nominee) under the Plan;
- (d) the current total compensation package payable to Mr Griffin as at the date of this Notice is set out below:
 - (i) a monthly retainer of \$41,667; and
 - (ii) the proposed issue of 2,539,063 Performance Rights;
- (e) Mr Griffin has previously been issued the following securities:
 - (i) 1,863,637 Performance Rights on 26 November 2021 and expiring on 31 October 2026 under the Plan. The average acquisition price paid by Mr Griffin for these securities was nil;
 - (ii) 363,636 Options on 26 November 2021, each of which expire on 31 October 2026 under the Plan. The average acquisition price paid by Mr Griffin for these securities was nil;
 - (iii) 139,831 Performance Rights on 1 December 2022 and expiring on 1 December 2027 under the Plan. The average acquisition price paid by Mr Griffin for these securities was nil;
 - (iv) 223,729 Options on 1 December 2022, each of which expire on 1 December 2027 under the Plan. The average acquisition price paid by Mr Griffin for these securities was nil;
 - (v) 20,000 Shares on 27 March 2023. The acquisition price paid by Mr Griffin for these securities was \$10,000;
 - (vi) 100,000 Shares on 3 April 2023. The acquisition price paid by Mr Griffin for these securities was \$50,000;
 - (vii) 194,558 Shares on 3 August 2023. The acquisition price paid by Mr Griffin for these securities was nil;

- (viii) 183,824 Performance Rights on 1 December 2023. The acquisition price paid by Mr Griffin for these securities was nil; and
 - (ix) 294,118 Options on 1 December 2023. The acquisition price paid by Mr Griffin for these securities was nil.
- (f) the Performance Rights will be issued on the terms and conditions set out in Section 13.3. The Board considers that Performance Rights, rather than Shares, are an appropriate form of incentive on the basis that:
 - (i) the Performance Rights retain and reward Mr Griffin for the achievement of non-financial, business objectives;
 - (ii) Shareholders can readily ascertain and understand the Performance Hurdles which are required to be satisfied for the Performance Rights to vest and the number of Shares to which they relate (i.e. each Performance Right is a right to be issued one Share upon the satisfaction of the relevant Performance Hurdles); and
 - (iii) Mr Griffin will only obtain the value of the Performance Rights and exercise the Performance Rights into Shares upon satisfaction of the relevant Performance Hurdles; and
 - (iv) Performance Rights are simple to understand (i.e. each Performance Right is a right to one Share), likely to be highly valued by executives (and therefore retentive and incentivising) and are designed to attract, retain and reward quality executives for successfully delivering long objectives of the Company, including successful project delivery.
- (g) the Company has commissioned and prepared an independent valuation of the proposed Performance Rights to Mr Griffin, the details have been set out in Schedule 2. In summary, it concludes that the value of the Performance Rights proposed to be granted to Mr Griffin is \$625,977.
- (h) the Performance Rights will be issued no later than three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (i) the Performance Rights will have an issue price of nil as they will be issued as part of Mr Griffin's remuneration package;
- (j) a summary of the material terms of the Plan is set out in Schedule 1;
- (k) no loan will be provided to Mr Griffin in relation to the issue of the Performance Rights;
- (l) details of any securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after Resolution 4 is approved and who were not named in the Notice will not participate until approval is obtained under that rule; and
- (m) a voting exclusion statement is included in the Notice.

13.6 Sections 200B and 200E of the Corporations Act

The Corporations Act broadly provides that the Company may only give a person a benefit in connection with their ceasing to hold a "managerial or executive office" in the Company or its related bodies corporate if such benefit is approved by Shareholders or an exemption applies (for example, where the benefit together with other benefits does not exceed the payment limits set out in the Corporations Act).

The term "benefit" in this context is broad and may include the accelerated vesting and exercise of Performance Rights. The Plan provides that the Board has the discretion to determine that the Vesting Conditions attached to some or all of the Performance Rights are waived and such Performance Rights vest and become capable of exercise early in certain specified "Special Circumstances", which include (among other things) upon the retirement, redundancy, death or total or permanent disability of Mr Griffin and Mr Di Silvio.

In addition, the Plan provides that the Vesting Conditions attached to Performance Rights will be deemed to be automatically waived in circumstances where a Change of Control occurs, such that a proportion of the Performance Rights held will vest and become capable of exercise, as set out in Section 13.3.

If the Board were to exercise its discretion to waive the Vesting Conditions applying to some or all of the Performance Rights and make such Performance Rights vest and become capable of exercise early in the circumstances where a holder that holds a managerial or executive office (or did hold such an office in the previous three years) ceases employment (by retirement redundancy, death or total or permanent disability), this may amount to the giving of a termination benefit requiring Shareholder approval in accordance with the Corporations Act. Accordingly, Shareholder approval is also being sought for any such benefit which Mr Griffin and Mr Di Silvio may receive if Board exercises such discretion and the vesting and exercise of their Performance Rights is accelerated.

If Shareholders approve Resolution 4, the maximum number of Performance Rights that may vest and be exercised on the cessation of Mr Griffin's consulting arrangement will be 2,539,063.

If Shareholders approve Resolution 5, the maximum number of Performance Rights that may vest and be exercised on the cessation of Mr Di Silvio's employment will be 1,365,820.

For Performance Rights, the value of the benefit given upon accelerated vesting and exercise will depend on the price of the Company's shares at the time of vesting and exercise, and the number of Performance Rights that vest and are exercised. Apart from the future price of Shares being unknown, a number of factors could impact the number of Performance Rights which vest and become capable of exercise on cessation of Mr Griffin's consulting arrangement and Mr Di Silvio's employment with the Company. Accordingly, the value of the benefit given upon accelerated vesting and exercise cannot be calculated at the present time. The following matters will or may affect (as the case may be) the value of the benefit, as they will or may affect (as the case may be) the number of Performance Rights which vest and become capable of exercise on cessation of the abovementioned consulting arrangement and employment with the Company:

- (a) the number of unvested Performance Rights held by Mr Griffin (or his nominee) or Mr Di Silvio (or his nominee) prior to the cessation of such arrangements;

- (b) the timing and reasons for cessation of such arrangements; and
- (c) the exercise of the Board's discretion at the relevant time.

13.7 Listing Rule 7.1

If Shareholders approve Resolution 5, any securities issued to Mr Di Silvio will be issued within the Company's placement capacity under Listing Rule 7.1.

13.8 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 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 the Performance Rights constitutes giving a financial benefit and Mr Griffin is a related party of the Company by virtue of being a Director.

It is the view of Mr John Richards, Mrs Vanessa Kickett, Mr Ian Macliver and Mr Gordon Cowe (the Directors without a material personal interest in Resolution 4) that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Performance Rights due to the exception in section 210 of the Corporations Act as the agreement to issue the Performance Rights, reached as part of the remuneration package for Mr Griffin, is on arm's length terms and reasonable given the Company's circumstances.

13.9 Board recommendation

The Board (other than Mr Griffin given his interest in the outcome of Resolution 4) has considered the corporate governance issues relevant to executive compensation arrangements, including the ASX Corporate Governance Council's "*Principles of Good Corporate Governance and Best Practice Recommendations*" and has formed the view that the issue of the Performance Rights to Mr Griffin and Mr Di Silvio on the terms and conditions set out in this Explanatory Statement are reasonable, that the value and quantum of the Performance Rights are not excessive nor unusual for a company of the Company's size in light of recent market practice of compensation for officers in similar positions and Mr Griffin's and Mr Di Silvio's importance to the ongoing business operations of the Company.

The Directors (other than Mr Griffin given his interest in the outcome of Resolution 4) recommend that Shareholders vote in favour of Resolution 4.

The Directors recommend that Shareholders vote in favour of Resolution 5.

14. RESOLUTION 6 – APPROVAL OF 10% PLACEMENT CAPACITY

14.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting

to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital as calculated in accordance with the formula in ASX Listing Rule 7.1A.2 (**10% Placement Capacity**) without using that entity's existing 15% annual placement capacity under ASX Listing Rule 7.1.

An **Eligible Entity** is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation of \$300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$126.0 (based on the number of Shares on issue and the closing price of Shares on ASX on 24 September 2024). However, the Company will only be permitted to seek approval for the 10% Placement Capacity if it remains an Eligible Entity at the date of the Meeting. Accordingly, if the Company is not an Eligible Entity at the date of the Meeting, Resolution 6 will not be put to, and voted on at, the Meeting.

An **Equity Security** is a share, a unit in a trust, a right to a share or unit in a trust or Option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security, but not a security ASX decides to classify as a debt security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (**ASX Code: SFX**).

Subject to the Company being an Eligible Entity and Resolution 6 being put to the Meeting, if Shareholders approve Resolution 6, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

If Resolution 6 is passed, the Company will be able to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 6 is not passed, the Company will not be able to access the additional 10% Placement Capacity to issue equity securities without shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in ASX Listing Rule 7.1.

Resolution 6 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present (in person, or by proxy or representative) and eligible to vote at the Meeting must be in favour of Resolution 6 for it to be passed.

14.2 Technical information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 6:

(a) Period for which mandate is valid

An approval under ASX Listing Rule 7.1A commences on the date of the annual general meeting 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 annual general meeting at which the approval is obtained;
- (ii) the time and date of the entity's next annual general meeting; and
- (iii) the time and date of the approval by holders of the Eligible Entity's ordinary securities of a transaction under Listing Rule 11.1.2 or Listing Rule 11.2.

(b) Minimum price

The minimum price at which the Equity Securities may be issued is 75% of the VWAP of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in paragraph (i), the date on which the Equity Securities are issued.

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

The table below shows the potential dilution of Shareholders calculated in accordance with the formula in ASX Listing Rule 7.1A.2 (assuming Resolution 6 is passed by Shareholders), on the basis of the market price of Shares and the number of Shares on issue as at 24 September 2024.

The table assumes differing numbers of Shares on issue (i.e., variable "A" in the above formula) and issue prices for Shares over three scenarios, but in each scenario, it is assumed that the Company issues the maximum number of Shares available under the 10% Placement Capacity. For example:

- Variable 'A' differs across each scenario. Scenario 1 assumes there is no change to the number of Shares on issue. Scenarios 2 and 3 then assume an increase of 50% and 100% (respectively) to the number of Shares on issue.
- Within each scenario, three different issue prices for the Shares are assumed. One of the issue prices is the closing price on 24 September 2024 (being the last practicable trading day prior to the date of this Notice). The other two issue prices then assume a 50% decrease to that closing Share price and a 100% increase to that price.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A.2)	Dilution			
	Issue Price (per Share)	\$0.16 50% decrease in Issue Price	\$0.32 Issue Price	\$0.48 50% increase in Issue Price
394,804,950 (Current Variable 'A')	Shares issued - 10% voting dilution	39,480,495 Shares	39,480,495 Shares	39,480,495 Shares
	Funds raised	\$6,316,879	\$12,633,758	\$18,950,638
592,207,425 (50% increase in Variable 'A')	Shares issued - 10% voting dilution	59,220,743 Shares	59,220,743 Shares	59,220,743 Shares
	Funds raised	\$9,475,319	\$18,950,638	\$28,425,956
789,609,900 (100% increase in Variable 'A')	Shares issued - 10% voting dilution	78,960,990 Shares	78,960,990 Shares	78,960,990 Shares
	Funds raised	\$12,633,758	\$25,267,517	\$37,901,275

Note:

The number of Shares on issue (Variable 'A' in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above uses the following assumptions:

1. The number of Shares on issue is 394,804,950, which was the number of Shares the Company had on issue as at 24 September 2024.
2. The issue price set out above is the closing price of the Shares on the ASX on 24 September 2024.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. 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%.

9. 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 Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue,

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

(d) Purpose of issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the purpose of cash consideration in which case the Company intends to use funds raised for the growth and business development of the Thunderbird Mineral Sands Project, the South Atlantic Project, other business development activities and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 2.7 upon issue of any Equity Securities.

(e) Allocation policy under the 10% Placement Capacity

The identity of the recipients of the Equity Securities to be issued under the 10% Placement Capacity will be determined on a case-by-case basis at the time of issue and in the Company's discretion. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) Previous approval under ASX Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 22 November 2023 (**Previous Approval**).

As at the date of this Notice, the Company has not issued any Equity Securities pursuant to the Previous Approval.

For the purposes of ASX Listing Rule 7.3A.6(a), the Company notes that, as at the date of this Notice, the Company has issued or agreed to issue Shares, Performance Rights and Options during the 12-month period preceding the date of the Meeting.

(g) Voting exclusion statement

A voting exclusion statement is included in the Notice.

(h) Compliance with ASX Listing Rule 7.1A.4

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must:

- (i) state in its announcement of the proposed issue under Listing Rule 3.10.3 or in its application for quotation of the securities under Listing Rule 2.7 that the securities are being issued under Listing Rule 7.1A; and
- (ii) give to ASX immediately after the issue a list of names of the persons to whom the Company issued the Equity Securities and the number of Equity Securities issued to each. This list is not for release to the market.

14.3 Board recommendation on Resolution 6

The Directors recommend that members vote in favour of Resolution 6.

15. RESOLUTION 7 - RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

15.1 General

In accordance with section 648G of the Corporations Act, a company's proportional takeover approval provisions, unless sooner omitted from its constitution, cease to apply on the third anniversary after adoption or renewal as appropriate unless otherwise specified.

When the provisions cease to apply the company's constitution is modified by omitting the provisions.

A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e. by special resolution of shareholders)

The proportional takeover provisions set out in clause 36 of the Company's constitution was most recently renewed on 25 November 2021. Accordingly, the proportional takeover provisions included in the Constitution will cease to have effect on the third anniversary of that date, being 25 November 2024, unless renewed by members.

Resolution 7, is a special resolution which will enable the Company to modify its Constitution by renewing clause 36 for a period of 3 years from the date of

Shareholder approval. It is noted that Shareholder approval will not result in a change to the wording of clause 36.

The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to 3 years on each occasion.

A copy of the Constitution was released to ASX on 13 December 2010 and is available for download from the Company's ASX announcements platform.

15.2 Proportional takeover provisions

A proportional takeover bid is an off-market takeover bid where the offer made to each shareholder is only for a specified proportion of that shareholder's shares. If a shareholder accepts a proportional takeover bid, the shareholder will dispose of that specified proportion and retain the balance.

The proportional takeover provisions set out in clause 36 of the Constitution provides that the Company is prohibited from registering a transfer of shares resulting from a proportional takeover bid unless a resolution to approve the bid is passed (or deemed to have been passed) by holders of shares in the relevant bid class, in accordance with the terms set out in the Corporations Act.

This clause will cease to have effect on the third anniversary of the date of the adoption of the last renewal of the clause.

If Resolution 7 is passed, then for a period of 21 days after the Meeting, holders of 10% or more of the Company's Shares will have the right to apply to the Court to have the Resolution set aside. The Court may set aside the Resolution if the Court is satisfied in all the circumstances that it is appropriate to do so.

15.3 Information required by section 648G of the Corporations Act

Pursuant to and in accordance with section 648G of the Corporations Act, the information below is provided in relation to this Resolution 7:

- (a) Effect of proportional takeover provisions
 - (i) If a bidder makes a proportional off-market takeover bid in respect of a class of securities in the Company (**Proportional Bid**), the Company will be prohibited from registering the transfer giving effect to a contract resulting from the acceptance of the Proportional Bid unless and until a resolution to approve the Proportional Bid is passed by a simple majority or the deadline for obtaining such approval has passed.
 - (ii) If Resolution 7 is approved and a proportional takeover bid is made for a class of securities in the Company, the Directors will call a meeting of holders of bid class securities to vote on a resolution to approve that bid. The bidder and its associates would be excluded from voting on the approving resolution.
 - (iii) The vote on the approving resolution must take place more than 14 days before the last day of the bid period.
 - (iv) If the approving resolution is rejected before the deadline, the bid cannot proceed and any transfers giving effect to takeover contracts for the bid will not be registered.

- (v) If the approving resolution is not voted on, the bid will be deemed to have been approved.
- (vi) If the approving resolution is passed (or deemed to have been passed), the transfers must be registered (subject to other provisions of the Corporations Act and the Constitution).

The proportional takeover provisions do not apply to full takeover bids.

(b) Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These proportional takeover provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and may assist in ensuring that any partial bid is appropriately priced.

The Board believes that the proportional takeover provisions are desirable to give shareholders protection from these risks. They give effect to a protection that the Corporations Act provisions are intended to provide.

To assess the merits of the proportional takeover provisions, shareholders should make a judgement as to what events are likely to occur in relation to the Company during the three year life of those provisions.

(c) Knowledge of any acquisition proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

(d) Advantages and disadvantages of proportional takeover provisions during the period in which they have been in effect

The Corporations Act requires this Explanatory Statement to discuss retrospectively the advantages and disadvantages for Directors and shareholders of the proportional takeover provisions which are proposed to be renewed.

While the proportional takeover provisions have been in effect, there have been no takeover bids for the Company, either proportional or otherwise. Consequently there are no actual examples against which to review the advantages or disadvantages of the proportional takeover provisions for the Directors and shareholders of the Company

(e) Potential advantages and disadvantages of proportional takeover provisions

The Corporations Act also requires this Explanatory Statement to discuss the potential future advantages and disadvantages of the proportional takeover provisions for both Directors and shareholders of the Company.

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The Board notes that it could be argued that the proportional takeover provisions are an advantage to the Directors as a takeover defence mechanism that could be exploited to entrench the incumbent Board. However, the Board believes that argument ignores the basic object of the proportional takeover provisions which are to empower shareholders, not the Directors.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (i) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (ii) assisting in preventing Shareholders from being locked in as a minority;
- (iii) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (iv) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (i) proportional takeover bids may be discouraged;
- (ii) lost opportunity to sell a portion of their Shares at a premium;
- (iii) individual Shareholders may consider that the proportional takeover provisions would restrict their ability to deal with their Shares as they see fit; and
- (iv) the likelihood of a proportional takeover bid succeeding may be reduced.

15.4 Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of renewing the proportional takeover provisions and as a result consider that renewal of the proportional takeover provision set out in clause 36 of the Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 7.

16. ENQUIRIES

Shareholders are requested to contact Sheffield's Company Secretary on (+ 61 8) 6555 8777 if they have any queries in respect of the matters set out in this Notice.

GLOSSARY

\$ means Australian dollars.

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

Annual Report means the annual report of the Company for the year ended 30 June 2024.

Auditor means the Company's auditor from time to time.

Auditor's Report means the report of the Auditor contained in the Annual Report.

Associated Entity has the meaning given to that term in section 50AAA of the Corporations Act.

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

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

Board means the current board of directors of the Company.

Business Day means a day on which banks are open for business in Perth, Western Australia, other than a Saturday, Sunday or public holiday in Perth, Western Australia.

Chairman means the chairman of the Meeting.

Change of Control means:

- (a) a bona fide takeover bid is declared unconditional and the bidder has acquired a relevant interest in at least 50.1% of the Company's issued Shares;
- (b) a Court approves, under section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (c) in any other case, a person obtains voting power in the Company which the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that voting power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board.

Closely Related Party of a member of the KMP 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 or **Sheffield** means Sheffield Resources Limited (ACN 125 811 083).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Directors' Report means the report of the Directors contained in the Annual Report.

Eligible Entity has the meaning given in paragraph 14.1.

ESS Interest has the meaning given under the Plan.

ESS Participant has the meaning given under the Plan.

Explanatory Statement means the explanatory statement accompanying the Notice.

Equity Security has the meaning given in paragraph 14.1.

KMP has the meaning as given to the term "key management personnel" in the Corporations Act, which includes those persons having authority and responsibility for planning, directing and controlling the activities of a company, or if the company is part of a consolidated entity, of the consolidated entity, either directly or indirectly, including any director (whether executive or otherwise) of the company, or if the company is part of a consolidated entity, of an entity within the consolidated group.

Meeting means the Annual General Meeting convened by the Notice.

Nominated Party has the meaning given under the Plan.

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

Offer means an invitation to an ESS Participant to apply for the grant of one or more Performance Rights made in accordance with the Plan.

Offer for Monetary Consideration means an Offer for the issue, sale or transfer of Performance Rights where either or both the following apply:

- (a) the Performance Rights are offered for issue or sale in return for monetary consideration, and the Performance Rights will be acquired by the ESS Participant who pays for the Performance Rights; or
- (b) monetary consideration is to be provided on the exercise of the Performance Rights.

Option means an option to acquire a Share.

LTI Performance Hurdles has the meaning given in paragraph 13.3.

Performance Hurdles has the meaning given in paragraph 13.3.

Performance Right means a right to be issued or transferred a Share (or paid a cash payment), upon and subject to the terms of Plan and any offer made to an ESS Participant under the Plan.

Performance Rights Plan and **Plan** means the Company's employee incentive scheme titled "Incentive Performance Rights Plan" that was approved by Shareholders on 15 December 2020.

Previous Approval has the meaning given in paragraph 14.2(f).

Proportional Bid has the meaning given in paragraph 15.3(a)(i).

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Annual Report.

Resolution means a resolution set out in the Notice.

S&P/ASX 300 Index means the S&P/ASX 300 Index as published by Standard & Poors from time to time.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

South Atlantic Project means the South Atlantic Project in the Rio Grande do Sul region of Brazil.

Spill Meeting has the meaning given in paragraph 10.2.

Spill Resolution has the meaning given in paragraph 10.2.

STI Performance Hurdles has the meaning given in paragraph 13.3.

Thunderbird Minerals Sands Project means the Thunderbird Mineral Sands Project in the Kimberley region of Western Australia.

Vesting Conditions means any Performance Hurdles and other conditions to the vesting of a Performance Right.

VWAP means volume weighted average price.

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

10% Placement Capacity has the meaning given in paragraph 14.1.

The following is a summary of the key terms and conditions of the Performance Rights Plan:

- (a) **Eligibility:** A participant in the Performance Rights Plan:
- (i) is an 'ESS Participant', as that term is defined in section 1100L(2) of the Corporations Act in relation to the Company or an Associated Entity of the Company, where that Associated Entity is a body corporate; and
 - (ii) has been determined by the Board to be eligible to participate in the Plan from time to time,

(ESS Participant).

- (b) **Offers:** The Board may, from time to time, at its absolute discretion, make an offer to grant Performance Rights to an ESS Participant under the Performance Rights Plan and on such additional terms and conditions as the Board determines.

- (c) **Plan limit:** The Company must reasonably believe, at the time of making an Offer for Monetary Consideration, that:

- (i) the total number of Shares issued on exercise of the Performance Rights that are, or are covered by, the ESS Interests of the Company that may be issued under the Offer; and
- (ii) the total number of Shares issued on exercise of the Performance Rights that are, or are covered by the ESS Interests of the Company that have been issued, or could have been issued, under Offers made in connection with the Plan at any time during the 3-year period ending on the day the Offer is made,

does not exceed the percentage referred to in paragraph (c)(iii) of the number of those Shares actually issued by the Company (whether in connection with the Plan or otherwise) as the start of the day the Offer is made.

- (iii) The percentage is:

- (A) if the Constitution specifies an issue cap percentage – that percentage; or
- (B) if paragraph (c)(iii)(A) does not apply, the greater of 5% and the percentage (if any) prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of section 1100V(2)(b) of the Corporations Act.

- (d) **Consideration:** Performance Rights granted under the Performance Rights Plan will be issued for nil cash consideration.

- (e) **Performance Rights:** Each Performance Right, once vested, entitles the holder, on exercise, to the issue of one fully paid ordinary share in the capital of the Company (**Share**).

- (f) **Not transferrable:** Performance Rights are only transferrable with the prior written consent of the Board of the Company or by force of law upon death to the

participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.

- (g) **Vesting Conditions:** The Board will determine the vesting conditions (if any) that must be satisfied before a Performance Right vests, and the date by which a vesting condition must be satisfied (**Vesting Condition**). Vesting Conditions include **STI Performance Hurdles** and **LTI Performance Hurdles** as described at Section 13.3.
- (h) **Vesting:** A Performance Right will vest where Vesting Conditions are satisfied or where, despite Vesting Conditions not being satisfied, the Board (in its absolute discretion) resolves that unvested Performance Rights have vested as a result of:
 - (i) the participant ceasing to be an ESS Participant due to certain special circumstances (e.g. due to death, severe financial hardship, total and permanent disability, retirement or redundancy) as set out in the Plan; or
 - (ii) unless an Offer provides otherwise, the Company undergoing a Change of Control. (**IMPORTANT:** please refer to Section 13.3 of this Notice in relation to terms and conditions specific to the Offer concerning proportionate vesting upon a Change of Control); or
 - (iii) the Company being wound up.
- (i) **Conversion of vested Performance Right:** Unless the Board decides otherwise or the Performance Right has lapsed, and subject to the terms of any Offer, any vested Performance Right may be exercised by the ESS Participant within 12 months from vesting, following which the Company will issue the participant with the applicable number of Shares. (**IMPORTANT:** please refer to Section 13.3 of this Notice in relation to terms and conditions specific to the Offer concerning conversion of a vested Performance Right).
- (j) **Shares:** Shares resulting from the vesting of the Performance Rights shall, from the date of issue, rank on equal terms with all other Shares on issue.
- (k) **Sale Restrictions:** The Board may, in its discretion, determine at any time up until exercise of Performance Rights, that a restriction period will apply to some or all of the Shares issued to an ESS Participant (or their Nominated Party) on exercise of those Performance Rights (**Restriction Period**).
- (l) **Quotation of Shares:** If Shares of the same class as those issued under the Performance Rights Plan are quoted on the ASX, the Company will, subject to the ASX Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 Business Days of the later of the date the Shares are issued and the date any Restriction Period applying to the Shares ends.
- (m) **Lapse of a Performance Right:** Subject to the terms of an Offer otherwise providing, a Performance Right will lapse upon the earlier to occur of:
 - (i) an unauthorised dealing in, or hedging of, the Performance Right;
 - (ii) a Vesting Condition in relation to the Performance Right not being satisfied by the due date, or becoming incapable of satisfaction, as determined by the Board in its absolute discretion;
 - (iii) a vested Performance Right is not converted within 12 months of becoming vested;

- (iv) a participant (or, where the participant is a Nominated Party of the ESS Participant, that ESS Participant) ceases to be an ESS Participant, unless the Board exercises its discretion to vest the Performance Right under a good leaver exception;
 - (v) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder/ESS Participant;
 - (vi) the Company undergoes a change in control or winding up, and the Board does not exercise its discretion to vest the Performance Right;
 - (vii) the expiry date of the Performance Right; and
 - (viii) the five (5) year anniversary of the date of grant of the Performance Right.
- (n) **No Participation Rights:** There are no participating rights or entitlements inherent in the Performance Rights and participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without exercising the Performance Right.
- (o) **No Change:** A Performance Right does not confer the right to a change in the number of underlying Shares over which the Performance Right can be exercised.
- (p) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Performance Right are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (q) **Inconsistency with Offer:** Notwithstanding any other provision in the Plan, to the extent that any covenant or provision contained in an offer document is inconsistent with any covenant or provision under the Plan, the deemed covenant or provision under the offer document shall prevail.

SCHEDULE 2**VALUATION - PERFORMANCE RIGHTS - BRUCE GRIFFIN**

The value of the Performance Rights is measured at grant date and was estimated via the market price of the Company's shares as at the grant date less the present value of expected future dividends that will not be received on the Performance Rights during the vesting period.

Input	Values at Valuation Date
Share price at grant date	\$0.325
Exercise price	Nil
Term	5 Years
Present value of expected future dividends	Nil
Number of Performance Rights	2,539,063
Valuation	\$625,977

LODGE YOUR VOTE

-  **ONLINE**
www.linkmarketservices.com.au
-  **BY POST**
Sheffield Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FACSIMILE**
(within Australia) (02) 9287 0309
(outside Australia) +61 2 9287 0309
-  **IN PERSON***
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150
-  **BY MOBILE PHONE**
You can lodge your proxy by scanning the QR code at the back of this Proxy Form or enter the voting link www.linkmarketservices.com.au into your mobile device.
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474

* During business hours (Monday to Friday, 9:00am–5:00pm) and subject to public health orders and restrictions.



X99999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting,

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **The Park Business Centre, 45 Ventnor Avenue, West Perth WA 6005** and will also be held virtually via an online platform at <https://meetings.linkgroup.com/SFX24> on **Wednesday, 20 November 2024 at 3:00pm (WST)** (the Meeting) and at any postponement or adjournment of the Meeting. Please note Securityholders may attend the Meeting in person.

Important for Resolutions 1, 4 and 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not completed any of the boxes "For", "Against" or "Abstain" opposite Resolutions 1, 4, and 5 below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).


The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

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

Resolutions

Resolutions	For	Against	Abstain*	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Issue of Performance Rights to Mark Di Silvio	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Director – Ian Macliver	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-Election of Director – Vanessa Kickett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Renewal of Proportional Takeover Provisions in the Constitution	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of Performance Rights to Bruce Griffin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

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

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

SFX PRX2401N



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm (WST) on Monday, 18 November 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

Login to the Link website. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need to enter Sheffield Resources Limited or ASX Code (SFX) in the Issuer name field, their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode.



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your direct vote or proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



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



BY POST

Sheffield Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FACSIMILE

(within Australia) (02) 9287 0309
(outside Australia) +61 2 9287 0309



IN PERSON*

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

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



COMMUNICATION PREFERENCE

We encourage you to receive all your Securityholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, Securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

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

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

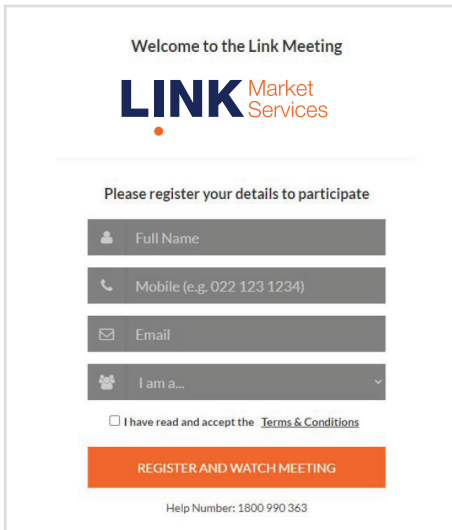
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Edge – 92.0 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Welcome to the Link Meeting

LINK Market Services

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH MEETING

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/SFX24>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

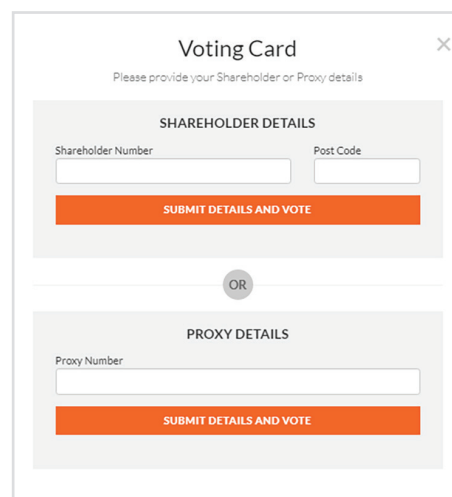
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

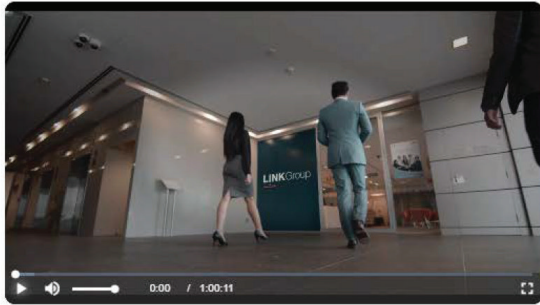
SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Link Market Services Meeting

+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio's
- Sustainability Report
- Notice of meeting
- Online Guide
- Annual Report

JOHN SAMPLE | *****0014

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the shareholder's voting instructions.

Full Vote | **Partial Vote**

Resolution 1 For Against Abstain

GENERAL BUSINESS

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards. Once voting has been closed all submitted voting cards cannot be changed.

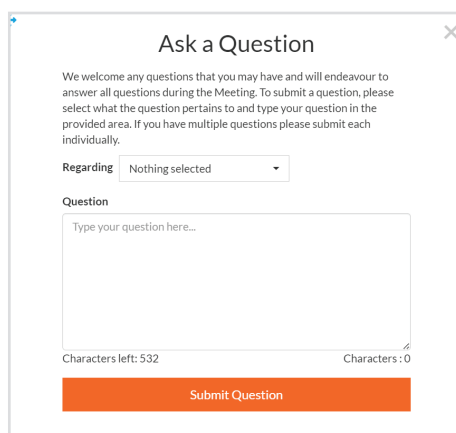
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your security holder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will pop up and you have the option to type in a written question or ask an audio question over the phone line.



Ask a Question

We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

Regarding

Question

Type your question here...

Characters left: 532 Characters: 0

Submit Question

In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

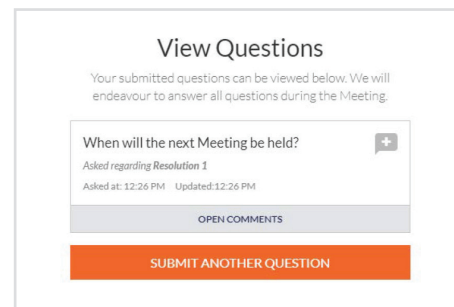
Contact us

Australia

T +61 1800 990 363


E info@linkmarketservices.com.au

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



View Questions

Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.

When will the next Meeting be held? 

Asked regarding Resolution 1

Asked at: 12:26 PM Updated: 12:26 PM

OPEN COMMENTS

SUBMIT ANOTHER QUESTION

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.