



15 July 2022

Dear Valued Shareholder,

NOTICE OF GENERAL MEETING

Trigg Mining Limited (**ASX: TMG**) (**Trigg** or the Company) advises that it will be holding a General Meeting of Shareholders on Tuesday, 16th August 2022 commencing at 12:30 pm (AWST) at BDO, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6005.

The Company will not be dispatching physical copies of the notice of meeting, accompanying explanatory statement, and annexures (the **Meeting Materials**), other than to those shareholders who have elected to receive a printed copy of the Meeting Materials. A copy of the Meeting Materials can be viewed and downloaded online as follows:

- Meeting Materials can be viewed and downloaded online from the Company's website at www.triggmining.com.au.
- Meeting Materials have also been posted on the Company's ASX market announcements page at <https://www2.asx.com.au/markets/company/tmg>.

Submitting your vote in advance of the meeting

A copy of your personalised proxy form is enclosed for your convenience. Shareholders are encouraged to submit their proxy vote in accordance with the instructions on the proxy form.

The Company strongly encourages Shareholders to lodge a directed proxy form prior to the meeting. Your proxy vote must be received by 12:30pm (AWST) on Sunday, 14 August 2022. Any proxy vote received after that time will not be valid for the meeting.

The Company will monitor guidance from the Federal and State Government for any impact on the proposed arrangements for the meeting in respect of COVID-19. If any changes are required, the Company will advise Shareholders as soon as practicable by way of announcements on ASX and the details will also be made available on our website at www.triggmining.com.au.

The Notice of Meeting should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from your professional advisers prior to voting. If you have questions about the meeting and voting arrangements, please email the Company Secretary at info@triggmining.com.au.

Yours faithfully,
Trigg Mining Limited

A handwritten signature in black ink that reads "Keren Paterson". The signature is written in a cursive, flowing style.

Keren Paterson
Managing Director



TRIGG MINING LIMITED
ACN 168 269 752

NOTICE OF GENERAL MEETING

12:30pm (WST) on Tuesday, 16 August 2022

at

BDO
Level 9, Mia Yellagonga Tower 2
5 Spring Street
Perth WA 6000

Please read this document carefully.

You should read this document in its entirety before deciding whether or not to vote for or against any Resolution at the General Meeting.

If you are in doubt as to how you should vote, you should seek advice from your professional advisers prior to voting.

Should you have any questions regarding the matters in this document please do not hesitate to contact the Company Secretary via email at info@triggmining.com.au.

If you are unable to attend the Meeting please complete and return your proxy form in accordance with the specified instructions.

Notice is hereby given that a General Meeting of Shareholders of Trigg Mining Limited ACN 168 269 752 will be held at 12:30pm (WST) on Tuesday, 16 August 2022 at BDO, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6000.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – CHANGE OF NAME FROM TRIGG MINING LIMITED TO TRIGG MINERALS LIMITED

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

“That, for the purposes of sections 157(1) and 136(2) of the Corporations Act, and for all other purposes, the name of the Company be changed to Trigg Minerals Limited and all references to the Company’s name within the Company’s Constitution be amended to reflect the Company’s new name with effect from the date of registration of the new name by the Australian Securities and Investments Commission.”

2. RESOLUTION 2 – RATIFICATION OF ISSUE OF SHARES PURSUANT TO THE 7.1A PLACEMENT

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 9,578,066 Shares pursuant to the 7.1A Placement, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associates (as defined in the Listing Rules) of those persons.

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

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

3. RESOLUTION 3 – RATIFICATION OF ISSUE OF OPTIONS PURSUANT TO THE 7.1 PLACEMENT

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 4,789,017 Options pursuant to the 7.1 Placement, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associates (as defined in the Listing Rules) of those persons.

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

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

4. RESOLUTION 4 – RATIFICATION OF ISSUE OF OPTIONS TO LEAD MANAGER OF PLACEMENT

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 718,355 Options to the Lead Manager of the Placement, Mahe Capital, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mahe Capital or any of its associates (as defined in the Listing Rules).

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

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

5. RESOLUTION 5 – RATIFICATION OF ISSUE OF OPTIONS TO LEAD MANAGER AND UNDERWRITER OF RIGHTS ISSUE

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 3,281,645 Options to the Underwriter and Lead Manager of the Rights Issue, Mahe Capital, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mahe Capital or any of its associates (as defined in the Listing Rules).

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

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

OTHER BUSINESS

To transact any other business that may be legally brought before the Meeting.

CHAIR AND CHAIR'S VOTING INTENTIONS FOR UNDIRECTED PROXIES

It is proposed that Mike Ralston will chair the Meeting. It is the Chair's intention to vote undirected proxies (i.e. open proxies) which he holds as proxy in favour of all Resolutions.

SNAPSHOT DATE

It has been determined that in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the date to determine who the Shareholders in the Company are for the purposes of the Meeting is **12:30pm (WST) on Sunday, 14 August 2022**. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Holders of Options or other convertible securities issued by the Company who are not Shareholders but who wish to vote as Shareholders at the Meeting are required to lodge valid exercise notices with the Company to allow sufficient time for the Shares to be issued by the Company before the above date.

Voting in person

A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the Meeting to facilitate this registration process.

Voting by proxy

If you do not wish to attend the Meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a shareholder. If a representative of a corporate proxy is to attend the meeting, you must ensure that the appointment of the representative is in accordance with section 250D of the Corporations Act. The corporate representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An appointment of corporate representative form is available at:

<https://www-au.computershare.com/Investor/#Help/PrintableForms>

If you are entitled to cast 2 or more votes, you are entitled to appoint up to 2 proxies to attend the Meeting and vote on your behalf and may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes that each proxy is entitled to exercise, each proxy may exercise half of the votes. 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 the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the proxy form.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy, and require that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair of the Meeting, who must vote the proxies as directed.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 12:30pm (WST) on Sunday, 14 August 2022. Any proxy form received after that time will not be valid for the scheduled meeting.

- Online** At www.investorvote.com.au
- By mail** Share Registry – Computershare Investor Services Pty Limited
GPO Box 242,
MELBOURNE VIC 3001
- By fax** 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)
- By mobile** Scan the QR Code on your proxy form and follow the prompts
- Custodian Voting** For Intermediary Online subscribers only (custodians) please visit
www.intermediaryonline.com to submit your voting intentions

OTHER

Words which are defined in the Explanatory Statement have the same meaning when used in this Notice of Meeting unless the context requires otherwise. For assistance in considering this Notice of Meeting and the Explanatory Statement, please refer to the Glossary.

Dated: 15 July 2022

By order of the Board



Salina Michels
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist Shareholders in deciding how to vote on the Resolutions.

RESOLUTION 1 – CHANGE OF NAME FROM TRIGG MINING LIMITED TO TRIGG MINERALS LIMITED

The Board proposes to change the Company's name from 'Trigg Mining Limited' to 'Trigg Minerals Limited' after considering feedback from stakeholders. The original name aligned with the founding purpose of the Company to build mines that communities can be proud of, but as the Lake Throssell Project has evolved to focus on sustainable extraction of minerals for food security and to address climate change from a production style that relies on solar evaporation of drainable brine, the 'Mining' portion of the name is becoming less relevant. Accordingly, the Board proposes to change the Company's name to 'Trigg Minerals Limited' to better reflect the broadening scope of the business. The Company has reserved the proposed name with ASIC.

Under section 157(1) of the Corporations Act, if a company wishes to change its name it must:

- (a) pass a special resolution adopting a new name; and
- (b) lodge an application in the prescribed form with ASIC.

The Board therefore seeks Shareholder approval to change the Company's name to Trigg Minerals Limited. For completeness, the Board also seeks approval to amend all references to the Company's name within the Company's Constitution to reflect the Company's new name.

Under the Corporations Act a "special resolution" is a resolution which is passed by at least 75% of the votes cast by Shareholders entitled to vote on the resolution.

If Resolution 5 is passed, the Company will notify ASIC of the approval within 14 days after the date of the Meeting.

The Company's name will change on the day on which ASIC updates its records. The Company anticipates that this will occur within a few days after ASIC is notified of Shareholder approval of Resolution 5. The consequential changes to the Company's Constitution will take effect at the same time.

The name change will not result in any change to the Company's ASX ticker, "TMG".

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

RESOLUTIONS 2 AND 3 – RATIFICATION OF ISSUE OF SHARES AND OPTIONS PURSUANT TO THE PLACEMENT

Background

On 18 January 2022, the Company announced a pro-rata renounceable rights issue to raise up to \$3.3 million (before costs) (**Rights Issue**) to underpin the next key stage of evaluation and development of its flagship 100% owned Lake Throssell Sulphate of Potash (SOP) Project, located in the Laverton region of Western Australia. The Rights Issue was offered to eligible shareholders on the basis of three new Shares for every eight Shares held at \$0.075 per Share, together with one free attaching Option exercisable at \$0.15 with an expiry date of 16 February 2024 for every two new Shares subscribed for and issued.

As announced to the ASX on 11 February 2022, the Rights Issue closed significantly oversubscribed. As a result, the Company agreed to undertake a follow-on placement of Shares and Options in order to accommodate some of the excess demand for securities that was not able to be met through the shortfall

facility under the Rights Issue. This placement was also carried out at an issue price of \$0.075 per Share with one free attaching Option for every two new Shares subscribed for and issued. The new Shares and Options were issued on 16 February 2022 and consisted of: (i) 9,578,066 Shares issued pursuant to the Company's Listing Rule 7.1A capacity (**7.1A Placement**); and (ii) 4,789,017 Options issued pursuant to the Company's Listing Rule 7.1 capacity (**7.1 Placement**) (together, the **Placement**).

All Options issued under the Placement are quoted (ASX: TMGOC).

Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase the 15% limit under Listing Rule 7.1 by an extra 10% to 25%. The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 23 November 2021 which means that the Company had this additional placement capacity available to it in relation to the issue of Shares under the 7.1A Placement. The Listing Rules provide that issues made in accordance with Listing Rule 7.1A can be ratified.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule (or under Listing Rule 7.1A, as the case may be).

Shareholder approval sought

The Placement does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it has used up part of the Company's 25% limit under Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval.

Under Resolutions 2 and 3, the Company seeks Shareholder approval for, and ratification of, the Placement under and for the purposes of Listing Rule 7.4 so as to retain as much flexibility as possible (under Listing Rules 7.1 and 7.1A) to issue additional Equity Securities without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolutions 2 and 3 are passed, the Placement will be excluded from the calculation of the Company's combined 25% limit under Listing Rules 7.1 and 7.1A and will no longer be counted towards the number of Equity Securities the Company can issue without further Shareholder approval.

If Resolutions 2 and 3 are not passed, the Placement will continue to be included in calculating the Company's combined 25% limit under Listing Rules 7.1 and 7.1A, and (as some of the capacity to issue further Shares will have been used) will continue to restrict the number of Equity Securities the Company can issue without Shareholder approval.

If only one of Resolutions 2 and 3 is passed (and the other is not passed), then the Company's capacity to issue further Equity Securities will continue to be restricted to the extent the relevant Resolution is not approved.

7.1A Placement (Resolution 2)

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders in relation to the 7.1A Placement:

- (a) The Shares were issued to clients of Mahe Capital (which acted as lead manager and corporate advisor to the Placement) who are sophisticated or professional investors and who expressed an interest in participating in the Placement. None of these investors are related parties of the Company.
- (b) The total number of securities issued pursuant to the 7.1A Placement was 9,578,066 Shares.
- (c) The Shares were issued on the same terms as all other Shares already on issue.

- (d) The Shares were issued on 16 February 2022.
- (e) The Shares were issued at an issue price of \$0.075 per Share.
- (f) The purpose of the Placement was to accommodate some of the excess demand from the Rights Issue that was not able to be met through the shortfall facility under the Rights Issue. The funds raised from the 7.1A Placement will be used for the same purpose as the funds raised under the Rights Issue (as described above).
- (g) There are no further material terms to disclose in respect of the 7.1A Placement.

7.1 Placement (Resolution 3)

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders in relation to the 7.1 Placement:

- (a) The Options were issued to clients of Mahe Capital (which acted as lead manager and corporate advisor to the Placement) who are sophisticated or professional investors and who expressed an interest in participating in the Placement. None of these investors are related parties of the Company.
- (b) The total number of securities issued pursuant to the 7.1 Placement was 4,789,017 Options.
- (c) The Options have an exercise price of \$0.15 per Option and an expiry date of 16 February 2024. A summary of the further material terms of the Options is set out in Schedule 1.
- (d) The Options were issued on 16 February 2022.
- (e) The issue price for the Options was nil as the Options were free attaching options issued along with Shares subscribed for under the Placement.
- (f) The Company did not raise any funds from the issue of the Options. However, if all Options are exercised, the Company will raise \$718,352.55 (before costs) which will be used for the continued development of the Company's projects and the operation of the Company's business, and for general working capital.
- (g) There are no further material terms to disclose in respect of the 7.1 Placement.

A voting exclusion statement in respect of each of Resolutions 2 and 3 is set out in the Notice.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of each of Resolutions 2 and 3.

RESOLUTION 4 – RATIFICATION OF ISSUE OF OPTIONS TO LEAD MANAGER OF PLACEMENT

Please refer to the Explanatory Statement for Resolutions 2 and 3 above for background information in relation to the Placement.

Mahe Capital acted as Lead Manager of the Placement and, as partial consideration for acting as Lead Manager, was issued a total of 718,355 Options on 16 February 2022 pursuant to the Company's Listing Rule 7.1 capacity (the **Mahe Placement Issue**).

All Options issued under the Mahe Placement Issue are quoted (ASX: TMGOC).

Shareholder approval sought

Please refer to the Explanatory Statement for Resolutions 2 and 3 for information about Listing Rules 7.1 and 7.1A.

The Mahe Placement Issue does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it has used up part of the Company's 25% limit under Listing

Rules 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval.

Under Resolution 3, the Company seeks Shareholder approval for, and ratification of, the Mahe Placement Issue under and for the purposes of Listing Rule 7.4 so as to retain as much flexibility as possible (under Listing Rules 7.1 and 7.1A) to issue additional Equity Securities without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 3 is passed, the Mahe Placement Issue will be excluded from the calculation of the Company's combined 25% limit under Listing Rules 7.1 and 7.1A, and will no longer be counted towards the number of Equity Securities the Company can issue without further Shareholder approval.

If Resolution 3 is not passed, the Mahe Placement Issue will continue to be included in calculating the Company's combined 25% limit under Listing Rules 7.1 and 7.1A, and (as some of the capacity to issue further shares will have been used) will continue to restrict the number of Equity Securities the Company can issue without Shareholder approval.

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders in relation to the Mahe Placement Issue:

- (a) The Options were issued to Mahe Capital, who is not a related party of the Company. Mahe Capital acted as Lead Manager of the Placement.
- (b) A total of 718,355 Options were issued to Mahe Capital in relation to the Placement.
- (c) The Options have an exercise price of \$0.15 per Option and an expiry date of 16 February 2024. A summary of the further material terms of the Options is set out in Schedule 1.
- (d) The Options were issued on 16 February 2022.
- (e) The Options were issued to Mahe Capital as partial consideration for their fees for acting as leader manager of the Placement. Accordingly, no funds were raised by the Mahe Placement Issue. However, if all Options are exercised, the Company will raise \$107,753.25 (before costs) which will be used for the continued development of the Company's projects and the operation of the Company's business, and for general working capital.
- (f) There are no further material terms to disclose in respect of the Mahe Placement Issue.
- (g) A voting exclusion statement in respect of Resolution 4 is set out in the Notice.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

RESOLUTION 5 – RATIFICATION OF ISSUE OF OPTIONS TO LEAD MANAGER AND UNDERWRITER OF RIGHTS ISSUE

Please refer to the Explanatory Statement for Resolutions 2 and 3 above for background information to the Rights Issue.

Mahe Capital acted as Lead Manager and Underwriter of the Rights Issue and, as partial consideration for acting in that capacity, was issued a total of 3,281,645 Options on 16 February 2022 pursuant to the Company's Listing Rule 7.1 capacity (the **Underwriter Issue**).

All Options issued under the Underwriter Issue are quoted (ASX: TMGOC).

Shareholder approval sought

Please refer to the Explanatory Statement for Resolutions 2 and 3 for information about Listing Rules 7.1 and 7.1A.

The Underwriter Issue does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it has used up part of the Company's 25% limit under Listing Rules 7.1

and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval.

Under Resolution 4, the Company seeks Shareholder approval for, and ratification of, the Underwriter Issue under and for the purposes of Listing Rule 7.4 so as to retain as much flexibility as possible (under Listing Rules 7.1 and 7.1A) to issue additional Equity Securities without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 4 is passed, the Underwriter Issue will be excluded from the calculation of the Company's combined 25% limit under Listing Rules 7.1 and 7.1A, and will no longer be counted towards the number of Equity Securities the Company can issue without further Shareholder approval.

If Resolution 4 is not passed, the Underwriter Issue will continue to be included in calculating the Company's combined 25% limit under Listing Rules 7.1 and 7.1A, and (as some of the capacity to issue further shares will have been used) will continue to restrict the number of Equity Securities the Company can issue without Shareholder approval.

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders in relation to the Underwriter Issue:

- (a) The Options were issued to Mahe Capital, who is not a related party of the Company. Mahe Capital acted as Lead Manager and Underwriter of the Rights Issue.
- (b) A total of 3,281,645 Options were issued to Mahe Capital.
- (c) The Options have an exercise price of \$0.15 per Option and an expiry date of 16 February 2024. A summary of the further material terms of the Options is set out in Schedule 1.
- (d) The Options were issued on 16 February 2022.
- (e) The Options were issued to Mahe Capital as partial consideration for their fees for acting as leader manager and underwriter of the Rights Issue. Accordingly, no funds were raised by the Underwriter Issue. However, if all Options are exercised, the Company will raise \$492,246.75 (before costs) which will be used for the continued development of the Company's projects and the operation of the Company's business, and for general working capital.
- (f) There are no further material terms to disclose in respect of the Underwriter Issue.
- (g) A voting exclusion statement in respect of Resolution 5 is set out in the Notice.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

GLOSSARY

\$ means Australian dollars.

7.1 Placement has the meaning given in the Explanatory Statement for Resolutions 2 and 3.

7.1A Placement has the meaning given in the Explanatory Statement for Resolutions 2 and 3.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Company means Trigg Mining Limited (ACN 168 269 752).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

Mahe Capital means Mahe Capital Pty Ltd (ACN 634 087 684).

Mahe Placement Issue has the meaning given in the Explanatory Statement for Resolution 4.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the proxy form.

Option means a quoted option to acquire a Share (ASX: TMGOC).

Placement has the meaning given in the Explanatory Statement for Resolutions 2 and 3.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Rights Issue has the meaning given in the Explanatory Statement for Resolutions 2 and 3.

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

Shareholder means a registered holder of a Share.

Underwriter Issue has the meaning given in the Explanatory Statement for Resolution 5.

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

SCHEDULE 1 – SUMMARY OF MATERIAL TERMS OF THE OPTIONS

The key terms of the Options are as follows:

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.15 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00pm (WST) on or before 16 February 2024 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Within five business days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



TMG
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:30pm (AWST) on Sunday, 14 August 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Trigg Mining Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Trigg Mining Limited to be held at BDO, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth, WA 6000 on Tuesday, 16 August 2022 at 12:30pm (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Change of name from Trigg Mining Limited to Trigg Minerals Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of issue of Shares pursuant to the 7.1A Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of issue of Options pursuant to the 7.1 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ratification of issue of Options to Lead Manager of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification of issue of Options to Lead Manager and Underwriter of Rights Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

TMG

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Computershare

