



5 August 2022

Dear Shareholder,

Requisitioned Shareholder Meeting

Since its recent listing on ASX in April 2022, Firetail Resources Limited (**Firetail** or the **Company**) has been working solidly and has made considerable advances in its understanding of its Yalgoo- Dalgaranga Project, Mt Slopeaway Project and Paterson Project (together, the **Projects**).

The Board is pleased with the Company's progress on the Projects to date and is looking forward to the transition from these preliminary investigations to drilling activities.

Despite having been listed for less than four months, and all activities having been undertaken in accordance with the Company's intentions as disclosed in its IPO prospectus, the Company has been compelled to call a general meeting pursuant to a request received from two shareholders (**Requisitioning Shareholders**) pursuant to section 249D of the *Corporations Act 2001* (Cth) (**Meeting**).

The Requisitioning Shareholders have required the Company to hold the Meeting, at Firetail's expense, to consider certain resolutions relating to the composition of the Company's Board. The resolutions concern the removal of existing Non-Executive Directors Mr Stephen Brockhurst and Dr Frank Bierlein and the appointment as a Director of a nominee of the Requisitioning Shareholders, Mr Warwick Grigor.

Your Directors consider that this move is deeply concerning and presents a clear risk to the value of your Firetail shares.

**The Board unanimously recommends shareholders
VOTE AGAINST
the Resolutions at the Meeting**

The reasons for the Board's unanimous recommendation are detailed in the enclosed documentation.

The Meeting requires shareholders to make an important decision that could make a significant change to Firetail's strategy and halt the encouraging progress being made at the Projects, affecting the future of your investment in Firetail. We encourage shareholders to read the enclosed documentation carefully. **Please read the "How to Vote" information overleaf which explains how to make sure your vote counts.**

We thank you for your ongoing support and patience while we defend against this opportunistic attempt to obtain control of your Company.

Yours sincerely

Brett Grosvenor
Executive Chair
Firetail Resources Limited

HOW TO VOTE

Your Board recommends shareholders vote AGAINST all Resolutions at the Meeting

Voting at the Meeting will occur by a poll.

Voting at the Meeting can be done by the following methods. Refer to the Proxy Forms for further information.

1. Voting in person

To vote in person, attend the Meeting at Ground Floor Conference Room, London House, 216 St Georges Terrace, Perth at 2.30pm (Perth time) on Friday, 16 September 2022.

2. Voting by proxy

For your convenience, two proxy forms have been included with this Notice of Meeting – a green proxy form and a white proxy form.

The green proxy form has been completed in line with the recommendations of your Directors. **If you wish to vote in accordance with that recommendation, you should execute the green proxy form and return it in accordance with the instructions on that form.** If you execute and return the green proxy form, you do not need to complete the white proxy form.

If you want to appoint a proxy and do not wish to vote in accordance with the recommendations of your Directors, you should follow the instructions on the white proxy form to indicate your voting directions and return it in accordance with the instructions on that form.

Submit EITHER a green OR a white proxy form – DO NOT submit both.

To vote by proxy, use one of the following methods:

Online	Lodge the proxy form online at: https://investor.automic.com.au/#/loginsah as follows: <ul style="list-style-type: none">• Login to the Automic website using the holding details as shown on the proxy form.• Click on 'View Meetings' – 'Vote'.• To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the proxy form.
Email	Completing the proxy form and emailing it to: meetings@automicgroup.com.au
By post	Automic, GPO Box 5193 Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street Sydney NSW 2000
Facsimile	+61 2 8583 3040

Your proxy voting instruction must be received by 2.30pm (Perth time) on Wednesday, 14 September 2022, being 48 hours before the commencement of the Meeting.

Any proxy voting instructions received after the above time will not be valid for the Meeting.



**Firetail Resources Limited
ACN 651 057 822**

Notice of General Meeting

A general meeting of the Company will be held as follows:

Time and date: 2.30pm (Perth time) on Friday, 16 September 2022

**Location: Ground Floor Conference Room
London House
216 St Georges Terrace
Perth, Western Australia**

The Company is required to call the Meeting following the Requisition Notice received from the Requisitioning Shareholders pursuant to section 249D of the Corporations Act.

The Board recommends that Shareholders

VOTE AGAINST ALL RESOLUTIONS

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company by email on info@firetailresources.com.au.

Shareholders are urged to vote by lodging the Proxy Form

Letter from the Board

Dear Shareholder,

Firetail Resources Limited (**Firetail** or the **Company**) listed on ASX with a carefully selected portfolio of high-quality prospects prospective for nickel/cobalt, copper/gold and lithium projects in Western Australia and Queensland. Following Firetail's successful listing, it has worked solidly towards achieving its objectives as disclosed in its IPO prospectus.

Less than four months after its listing, Firetail has been compelled by the Requisitioning Shareholders to, at Firetail's expense, call a general meeting to consider resolutions (together, the **Resolutions**) for the removal of Mr Stephen Brockhurst and Dr Frank Bierlein as Directors and appoint a nominee of the Requisitioning Shareholders, Mr Warwick Grigor, as a Director (**Nominee Director**).

The Board of Directors of Firetail – including Executive Chairman Brett Grosvenor and Non-Executive Director Simon Lawson, who are not the subject of the Resolutions – unanimously agrees that the Resolutions are not in the best interests of Shareholders as a whole.

The Board believes that this action is an attempt to obtain effective control of the Company without making a takeover offer to all Shareholders and paying a control premium.

Your Board unanimously recommends that Shareholders vote AGAINST the Resolutions

The reasons for the Board's belief and recommendation are detailed as follows:

1. The Board believes that this action is an attempt to obtain effective control of the Company through obtaining control over the Board.

The Board is of the opinion that the reason the Requisitioning Shareholders have requisitioned this Meeting is to obtain effective control of the Company through obtaining Board control.

The Requisitioning Shareholders have sought to remove two of the four current Directors and appoint their Nominee Director.

The two Directors who are not subject to the Resolutions (Mr Brett Grosvenor and Mr Simon Lawson) are due to retire and seek re-election at Firetail's annual general meeting (**AGM**) in November 2022.

If the proposed Resolutions are passed, the Board believes that the Requisitioning Shareholders intend to act in concert with a group of associated Shareholders that, together with the Requisitioning Shareholders, are understood to hold an aggregate voting power in the order of approximately 40%, to vote against the re-election of the remaining Directors at the Company's 2022 AGM.¹

This means that at the conclusion of the AGM, the Nominee Director may be the only remaining Director on the Board and he would have sole discretion to appoint the additional Directors and effectively give the Nominee Director and the Requisitioning Shareholders control of the Board.

Accordingly, we consider that, by their actions, the Requisitioning Shareholders are seeking to take effective control of the Company (through taking control of the Board) without making a share acquisition transaction, whether a takeover offer or a scheme of arrangement, that would see all other Shareholders receive a fair and reasonable offer for their Shares, including an appropriate control premium.

¹ The Company has made an application to the Takeovers Panel asserting, amongst other things, that there have been contraventions of sections 606 and 671B of the Corporations Act in respect to this alleged group of shareholders. Refer to the media release of the Takeovers Panel dated 28 July 2022 for details.

If the Resolutions at this Meeting are successful, it is therefore quite possible that Firetail may end up after the AGM having all its Directors appointed by the Requisitioning Shareholders or their nominee Director, Mr Warwick Grigor.

2. The Requisitioning Shareholders have previously been offered a Board position but have failed to provide any requested information or details regarding their proposed candidates.

The Requisitioning Shareholders are Japan & China Holdings Australia Pty Ltd and Moray Holdings (QLD) Pty Ltd.

Firetail understands that Japan & China Holdings Australia Pty Ltd is controlled by Mr Barry Yin, and that Moray Holdings (QLD) Pty Ltd is controlled by Mr Paul Byrne.

The Requisitioning Shareholders have each previously approached the Company and requested that they have a nominee be appointed as a director of the Company. The nominee directors proposed by the Requisitioning Shareholders were not Mr Grigor, the current Nominee Director.

The Board advised the Requisitioning Shareholders that additions to the Board may be considered at the AGM and subject to Shareholder approval.

Firetail requested on numerous occasions that Mr Yin provide his candidate's resume and ASX listing experience for the Board to consider.

Mr Yin failed to provide the requested information.

Instead, the Requisitioning Shareholders issued notices under sections 203D and 249D of the Corporations Act seeking to, amongst other things, appoint the Nominee Director.

The Requisitioning Shareholders have failed to provide any reasons as to why they believe the Nominee Director is a suitable candidate to be a Director.

Based on the information received, the Board can not undertake a proper review in order to determine whether the Nominee Director has the skills necessary to assist the Board in progressing the Company's development as a mineral exploration ASX-listed entity.

Based on publicly available information, the Board considers that its Directors already have many of the skills that the Nominee Director may provide – for example, Mr Brockhurst has 20 years' experience in the finance and corporate advisory industry, which includes corporate and capital structuring, corporate advisory and company secretarial services.

Furthermore, the Requisitioning Shareholders are proposing to remove Dr Bierlein from the Board without replacing him with a Director that has similar skills integral to advance the Company's Projects.

3. Mr Stephen Brockhurst and Dr Frank Bierlein are critical to the current development of the Company and ensure that the Board has a balanced skill set.

Mr Brockhurst and Dr Bierlein were both appointed as Non-Executive Directors on 10 November 2021. Since the Company was listed in April 2022, both Directors have been integral parts of a united Board focusing on delivering Shareholder value.

Both Directors have substantial experience as non-executive directors of ASX-listed exploration companies, and each provide skills complementary to the existing Board's capabilities to deliver on the Company's strategy to advance the exploration and development of its Projects.

The Company is at an important stage of development and the Board reiterates to its Shareholders that these Directors' skills will be critical to adding significant value for Shareholders over time.

The Requisitioning Shareholders have not provided any statement or reasons as to why Mr Brockhurst and Dr Bierlein should be removed as Directors. The Board believes this is because there are no legitimate reasons to support the removal of Mr Brockhurst and Dr Bierlein at this stage of the Company's development.

4. The Requisitioning Shareholders have not articulated any plans for Firetail or its reasons for requisitioning this Meeting.

The Board believes that all Shareholders should be provided with adequate information from the Requisitioning Shareholders about the proposed Resolutions and why these Resolutions are considered by the Requisitioning Shareholders to be in the best interests of the Company's Shareholders.

The Requisitioning Shareholders have not provided Shareholders with any clear, or any, plans for Firetail and we have deep concerns around their motives for seeking to change the composition of the current Board.

Mr Paul Byrne, who is understood to control one of the Requisitioning Shareholders, was one of the vendors of the Company's Marlborough Project located in Queensland. Shortly following Firetail's listing, Mr Byrne sought Firetail's interest in acquiring other projects. While Firetail is open to considering additional growth project opportunities, such acquisitions so soon after listing is not the current focus. There is a risk that any such acquisitions are considered by ASX to constitute a significant change to the nature of scale of Firetail's activities, requiring Firetail to re-comply with Chapter 1 and 2 of the ASX Listing Rules as though it was a new listing.

The Firetail Board has concerns that the motive behind the Requisitioning Shareholders taking this action may be to have control over Firetail for their own purposes.

The failure of the Requisitioning Shareholders to provide Shareholders with any information as to their plans for Firetail may be inferred as a sign that they have control over a significant percentage of the Shares in the Company, thus they may not require a significant percentage of the other Shareholders to vote in favour of the proposed Resolutions in order to be passed.

5. Since admission to the Official List of ASX, the Company has undertaken its activities in a manner consistent with its intentions in its Prospectus and continued to provide detailed updates to its Shareholders in respect to its progress.

The Company has recently announced its first quarterly activities report, for the period ending 30 June 2022, which confirms that the Company remains on track with the scheduled exploration activities as per the Company's recent investor presentations announced on the 4 May and 22 June 2022. The quarterly activities report notes that:

- the Company has completed a reconnaissance trip at both the Yalgoo-Dalgaranga Lithium Project and Mt Slopeaway Project, with preparation for a first phase reverse circulation drilling now underway in respect to the Mt Slopeaway Project;
- the Company's technical team has also been undertaking comprehensive desktop studies for the Paterson Copper-Gold Project; and
- during the September quarter, the Company intends to undertake a number of additional activities on each Project consistent with the Company's key business strategies disclosed in the Prospectus.²

The Board is aware that the Company's share price has dropped since the Company's admission to the Official List of ASX, however considers that this recent performance is rather a reflection on the increased

² See page 7 of the Quarterly Activities Report (dated 27 July 2022)

volatility in the market arising from a number of external factors beyond the Board's control. The Board is focused on doing everything within its control to protect and increase Shareholder value.

Due to the Company's recent admission to the Official List of ASX and the continued progress of the exploration and development of its Projects under the leadership of the current Board, and based on the information received to date, the Board does not believe that the:

- the addition of the Nominee Director; and/or
- removal of Mr Stephen Brockhurst or Dr Frank Bierlein,

will be of any benefit to the Company and its Projects nor be in the best interests of the Shareholders.

The Board recommends that Shareholders
VOTE AGAINST
all Resolutions

We look forward to delivering to Shareholders value through the continued exploration and development of the Projects and ask for your support, by voting **AGAINST** all the proposed Resolutions.

Yours sincerely

Brett Grosvenor
Executive Chair
On behalf of the Board of Firetail Resources Limited

Firetail Resources Limited
ACN 651 057 822
(Company)

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of Firetail Resources Limited will be held at Ground Floor Conference Room, London House, 216 St Georges Terrace, Perth at 2.30pm (Perth time) on Friday, 16 September 2022 (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 14 September 2022 at 2.30pm (Perth time).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Resolution 1 – Removal of Stephen Brockhurst as a Director

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

“That Stephen Brockhurst be removed as a Director of the Company with immediate effect upon the passing of this resolution.”

Your Board is not proposing Resolution 1. The Company is required to put Resolution 1 to Shareholders due to the request made by the Requisitioning Shareholders.

Your Board recommends that Shareholders vote **AGAINST** this Resolution 1.

Resolution 2 – Removal of Frank Bierlein as a Director

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

“That Frank Bierlein be removed as a Director of the Company with immediate effect upon the passing of this resolution.”

Your Board is not proposing Resolution 2. The Company is required to put Resolution 2 to Shareholders due to the request made by the Requisitioning Shareholders.

Your Board recommends that Shareholders vote **AGAINST** this Resolution 2.

Resolution 3 – Election of Warwick Grigor as a Director

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

“That Warwick Grigor be elected as a Director of the Company with immediate effect upon the passing of this resolution.”

Your Board is not proposing Resolution 3. The Company is required to put Resolution 3 to Shareholders due to the request made by the Requisitioning Shareholders.

Your Board recommends that Shareholders vote **AGAINST** this Resolution 3.

BY ORDER OF THE BOARD

Craig McNab
Joint Company Secretary
Firetail Resources Limited
Dated: 5 August 2022

Firetail Resources Limited
ACN 651 057 822
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Ground Floor Conference Room, London House, 216 St Georges Terrace, Perth at 2.30pm (Perth time) on Friday, 16 September 2022.

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Background to Requisitioned Meeting
Section 4	Resolutions 1 and 2 – Removal of Directors
Section 5	Resolution 3 – Election of Warwick Grigor as a Director
Schedule 1	Definitions
Schedule 2	Existing Director biographies

Proxy Forms are located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

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

If a representative of a corporate Shareholder will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

2.2 Voting by proxy

For the convenience of Shareholders, two Proxy Forms have been included with this Notice of Meeting – a green Proxy Form and a white Proxy Form.

The green Proxy Form has been completed in line with the recommendations of your Directors. If you wish to vote in accordance with that recommendation, you should execute the green Proxy Form and return it in accordance with the instructions on that form. If you execute and return the green Proxy Form, you do not need to complete the white Proxy Form.

If you want to appoint a proxy and do not wish to vote in accordance with the recommendations of your Directors, you should follow the instructions on the white Proxy Form to indicate your voting directions and return it in accordance with the instructions on that form.

Submit EITHER a green OR a white Proxy Form – DO NOT submit both.

A Proxy Form is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return a Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If the Proxy Form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Share Registry.

The enclosed Proxy Forms provide further details on appointing proxies and lodging Proxy Forms.

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:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) 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;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

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

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either 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.

2.3 **Chair's voting intentions**

The Chair intends to exercise all available proxies **AGAINST** all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.4 **Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Joint Company Secretary at info@firetailresources.com.au by Wednesday, 14 September 2022.

Shareholders will also have the opportunity to submit 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 Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

2.5 **Forward looking statements**

Some of the statements appearing in this document may be in the nature of forward-looking statements. The words 'anticipate', 'believe', 'expect', 'project', 'forecast', 'estimate', 'likely', 'intend', 'should', 'could', 'may', 'target', 'plan', 'consider', 'foresee', 'aim', 'will' and similar expressions are intended to identify forward-looking statements. Indications of guidance on future activities and performance are also forward-looking statements.

You should be aware that such statements are only predictions and are subject to inherent risks and uncertainties, many of which are outside the Company's control. Actual events or results may differ materially from the events or results expressed or implied in any forward-looking statement and such deviations are both normal and to be expected.

None of the Company, any of its respective officers or any person named in this document or involved in the preparation of this document make any representation or warranty (either express or implied) as to the accuracy or likelihood of fulfilment of any forward-looking statement, or any events or results expressed or implied in any forward looking statement, and you are cautioned not to place undue reliance on those statements.

The forward-looking statements in this document reflect views held only as at the date of this document.

3. **Background to Requisitioned Meeting**

On 18 July 2022, two of the Company's registered Shareholders - Japan & China Holdings Australia Pty Ltd (ACN 057 846 527) (**Japan & China Holdings**) and Moray Holdings (QLD) Pty Ltd (ACN 061 505 744) (**Moray Holdings**) – who together are registered as the holders of 8.19% of the Shares on issue (together, the **Requisitioning Shareholders**), lodged with the Company a notice under section 249D of the Corporations Act requesting that the Company call a meeting of Shareholders at which four resolutions are to be considered and if deemed fit to pass concerning the composition of the Board (**Requisition Notice**). The resolutions are as follows:

- (a) Resolutions 1 and 2 proposing the removal of Non-Executive Directors Mr Stephen Brockhurst and Dr Frank Bierlein (together, the **Existing Directors**); and
- (b) Resolution 3 proposing the appointment of Mr Warwick Grigor as a Director (**Nominee Director**).

The Requisitioning Shareholders proposed an additional resolution "Removal of New Directors of the Company". This resolution is not valid and will not be put to the Meeting.

Pursuant to section 249D of the Corporations Act, the directors of a company must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting. As the Requisitioning Shareholders hold more than 5% of the votes that can be cast at a general meeting, the Directors were compelled at law to call this Meeting.

Biography of Existing Directors

Biographies of the Existing Directors are set out at Schedule 2.

Statement of Requisitioning Shareholders

Section 249P of the Corporations Act permits the Shareholders who have requisitioned the meeting to submit a statement for circulation to Shareholders regarding the Resolutions and any other matter that may be properly considered at the Meeting.

To date, the Requisitioning Shareholders have not provided the Company with a statement under section 249P of the Corporations Act (**Requisitioning Shareholders' Statement**). If the Company receives a Requisitioning Shareholder's Statement prior to the Meeting, it will distribute a copy to all Shareholders in accordance with its obligations under section 249P of the Corporations Act.

Takeovers Panel Application

As announced by the Takeovers Panel on 28 July 2022, the Company has lodged an application in relation to its affairs. The Company submits that, among other things:

- (a) a group of Shareholders (which includes the Requisitioning Shareholders), understood to hold an aggregate voting power of approximately 40%, appear to be acting in concert for the purposes of influencing the composition of the Company's Board;

- (b) the identity of a substantial holder of the Company has not been disclosed; and
- (c) accordingly, there have been contraventions of sections 606 and 671B of the Corporations Act.

The Company has sought interim orders that, among other things, the Requisitioning Shareholders withdraw the Requisition Notice and in effect, be prohibited from submitting any further notices under sections 203D and 249D of the Corporations Act.

4. Resolutions 1 and 2 – Removal of Directors

Under section 203D of the Corporations Act, a public company may by resolution remove a director from office despite anything in:

- (a) the company's constitution (if any); or
- (b) an agreement between the company and the director; or
- (c) an agreement between any or all members of the company and the director.

The Requisition Shareholders have given notice of their intentions to move the following resolutions to remove the Existing Directors:

- (a) Resolution 1 – Removal of Stephen Brockhurst as a Director; and
- (b) Resolution 2 – Removal of Frank Bierlein as a Director.

The Existing Directors' biographies are set out at Schedule 2.

Subject to the passing of Resolutions 1 and 2, the Existing Directors will be removed from their office as Directors of the Company with such removal to take effect from the close of the Meeting.

Your Board is not proposing Resolutions 1 and 2. The Company is required to put Resolutions 1 and 2 to Shareholders due to the request made by the Requisitioning Shareholders.

Your Board recommends that Shareholders vote **AGAINST** Resolutions 1 and 2.

The Chair intends to vote all undirected proxies **AGAINST** Resolutions 1 and 2.

5. **Resolution 3 – Election of Warwick Grigor as a Director**

The Company's Constitution provides that the Company may elect a person as a director by resolution passed in general meeting.

The Requisitioning Shareholders have given notice of their intentions to move the resolution to elect Mr Warwick Grigor as a Director of the Company.

Subject to the passing of Resolution 3, Mr Warwick Grigor will be appointed as a director of the Company with such appointment to take effect from the close of the Meeting.

To date, the Requisitioning Shareholders have not provided the Company with Requisitioning Shareholders' Statement. If the Company receives a Requisitioning Shareholder's' Statement prior to the Meeting, it will distribute a copy to all Shareholders in accordance with its obligations under section 249P of the Corporations Act.

Your Board is not proposing Resolution 3. The Company is required to put Resolution 3 to Shareholders due to the request made by the Requisitioning Shareholders.

Your Board recommends that Shareholders vote **AGAINST** Resolution 3.

The Chair intends to vote all undirected proxies **AGAINST** Resolution 3.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Firetail Resources Limited (ACN 651 057 822).
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Existing Directors	means Mr Stephen Brockhurst and Dr Frank Bierlein.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Japan & China Holdings	Japan & China Holdings Australia Pty Ltd (ACN 057 846 527).
Meeting	has the meaning given in the introductory paragraph of the Notice.
Moray Holdings	means Moray Holdings (QLD) Pty Ltd (ACN 061 505 744).
Nominee Director	means Mr Warwick Grigor.
Notice	means this notice of general meeting.
Projects	means the Company's Yalgoo-Dalgaranga Lithium Project, Mt Slopeaway Project and Paterson Copper-Gold Project.
Proxy Form	means the proxy form attached to the Notice.
Requisition Notice	has the meaning given in Section 3.
Requisitioning Shareholders	has the meaning given in Section 3.
Requisitioning Shareholders' Statement	has the meaning given in Section 3.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.

Schedule 2 Existing Director biographies

1. Stephen Brockhurst – Non-Executive Director

Mr Brockhurst was appointed as a Non-Executive Director on 10 November 2021.

Mr Brockhurst has 20 years' experience in the finance and corporate advisory industry. His experience includes corporate and capital structuring, corporate advisory and company secretarial services.

Mr Brockhurst is currently a non-executive director of ASX-listed companies Estrella Resources Ltd (ASX:ESR), Nelson Resources Ltd (ASX:NES) and Locksley Resources Ltd (ASX:LKY).

2. Frank Bierlein – Non-Executive Director

Dr Bierlein was appointed as a Non-Executive Director on 10 November 2021.

Dr Bierlein has over 30 years' experience as a geologist. Dr Bierlein has held exploration and generative geology roles with QMSD Mining, Qatar Mining, Afmeco Australia and Areva NC.

Dr Bierlein is currently a non-executive director of ASX-listed companies PNX Metals Ltd (ASX:PNX), Blackstone Minerals Limited (ASX:BSX) and Impact Minerals Limited (ASX:IPT).

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **2.30pm (AWST) on Wednesday, 14 September 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote i



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.





Contact	Return your completed form		All enquiries to Automic	
	BY MAIL Automic GPO Box 5193 Sudne NSW 2001	IN PERSON Automic Level 5, 126 Phillip Street Sudne NSW 2000	BY EMAIL meetings@automicgroup.com.au BY FACSIMILE +61 2 8583 3040	WEBSITE https://automic.com.au/ PHONE 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

STEP 1: Appoint Your Proxy	Complete and return this form as instructed only if you do not vote online
	I/We being a Shareholder entitled to attend and vote at the General Meeting of Firetail Resources Limited, to be held at 2.30pm (AWST) on Friday, 16 September 2022 at Ground Floor Conference Room, London House, 216 St Georges Terrace, Perth WA 6000 hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair’s nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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The Chair intends to vote undirected proxies against all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

Your Board unanimously recommends that Shareholders vote AGAINST the Resolutions.

STEP 2: Your Voting Direction	Resolutions	For	Against	Abstain
	1. Removal of Stephen Brockhurst as a Director <i>Your Board is not proposing Resolution 1. The Company is required to put Resolution 1 to Shareholders due to the request made by the Requisitioning Shareholders. Your Board recommends that Shareholders vote AGAINST this Resolution 1.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Removal of Frank Bierlein as a Director <i>Your Board is not proposing Resolution 2. The Company is required to put Resolution 2 to Shareholders due to the request made by the Requisitioning Shareholders. Your Board recommends that Shareholders vote AGAINST this Resolution 2.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. Election of Warwick Grigor as a Director <i>Your Board is not proposing Resolution 3. The Company is required to put Resolution 3 to Shareholders due to the request made by the Requisitioning Shareholders. Your Board recommends that Shareholders vote AGAINST this Resolution 3.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

***Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

STEP 3: Sign Here + Contact	SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED		
	Individual or Securityholder 1	Securityholder 2	Securityholder 3

Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

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Email Address:

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Contact Daytime Telephone:

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Date (DD/MM/YY)

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By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

FTL



If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **2.30pm (AWST) on Wednesday, 14 September 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote i



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

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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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.



Contact

Return your completed form

BY MAIL

Automic
GPO Box 5193
Sudneú NSW 2001

IN PERSON

Automic
Level 5, 126 Phillip Street
Sudneú NSW 2000

BY EMAIL

meetings@automicgroup.com.au

BY FACSIMILE

+61 2 8583 3040

All enquiries to Automic

WEBSITE

<https://automic.com.au/>

PHONE

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1: Appoint Your Proxy

Complete and return this form as instructed only if you do not vote online

I/We being a Shareholder entitled to attend and vote at the General Meeting of Firetail Resources Limited, to be held at 2.30pm (AWST) on Friday, 16 September 2022 at Ground Floor Conference Room, London House, 216 St Georges Terrace, Perth WA 6000 hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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The Chair intends to vote undirected proxies against all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

Your Board unanimously recommends that Shareholders vote AGAINST the Resolutions.

STEP 2: Your Voting Direction

Resolutions	For	Against	Abstain
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1.	Removal of Stephen Brockhurst as a Director	<input type="checkbox"/>	<input checked="checked" type="checkbox"/>	<input type="checkbox"/>
	<i>Your Board is not proposing Resolution 1. The Company is required to put Resolution 1 to Shareholders due to the request made by the Requisitioning Shareholders. Your Board recommends that Shareholders vote AGAINST this Resolution 1.</i>			

2.	Removal of Frank Bierlein as a Director	<input type="checkbox"/>	<input checked="checked" type="checkbox"/>	<input type="checkbox"/>
	<i>Your Board is not proposing Resolution 2. The Company is required to put Resolution 2 to Shareholders due to the request made by the Requisitioning Shareholders. Your Board recommends that Shareholders vote AGAINST this Resolution 2.</i>			

3.	Election of Warwick Grigor as a Director	<input type="checkbox"/>	<input checked="checked" type="checkbox"/>	<input type="checkbox"/>
	<i>Your Board is not proposing Resolution 3. The Company is required to put Resolution 3 to Shareholders due to the request made by the Requisitioning Shareholders. Your Board recommends that Shareholders vote AGAINST this Resolution 3.</i>			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3: Sign Here + Contact

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

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Email Address:

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Contact Daytime Telephone

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Date (DD/MM/YY)

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By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).