
BRAZILIAN CRITICAL MINERALS LIMITED

ACN 089 221 634

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Brazilian Critical Minerals Limited (ACN 089 221 634) (**Company**) gives notice to Shareholders in relation to the Notice of Annual General Meeting announced on 24 October 2024 (**Notice**) in respect of the Company's annual general meeting of members to be held at 11:00 am WST on 28 November 2024 (**Meeting**).

The Directors have resolved to amend Resolution 10 and the accompanying Sections 6.2 and 11 of the Explanatory Statement, on the terms set out in this Addendum.

Capitalised terms in this Addendum have the same meaning as given in the Notice except as otherwise defined.

This Addendum is supplemental to the Notice and should be read in conjunction with the Notice. Apart from the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice remain unchanged.

Proxy Form

If you have already voted and wish to change your vote, you can do so by submitting a new proxy vote. If you have not yet voted, you can do so by following the below instructions.

You can lodge your proxy online via the Company's share registry by taking the following steps:

- (a) Click here: <https://investor.automic.com.au/#/loginsah>;
- (b) Enter your Australian postcode (If you are an overseas resident please amend the country name to the country in which you reside);
- (c) Select the "I'm not a robot" box and follow the prompts; and
- (d) Click on the "vote" button.

Your proxy voting instruction must be received by 11:00am (WST) on Tuesday, 26 November 2024, 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.

Enquiries

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 0401 248 048.

SUPPLEMENTARY BUSINESS OF THE MEETING

The agenda of the Notice is amended by decreasing the number of options to be issued to Euroz Hartleys, resulting in the following Resolution now reading as follows:

1. **RESOLUTION 10 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO EUROZ HARTLEYS**

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 122,432,611 Lead Manager Options to Euroz Hartleys on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

Voting Exclusion Statement:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 10 – Approval to issue Lead Manager Options to Euroz Hartleys	Euroz Hartleys or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
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However, this does not apply to a vote cast in favour of the Resolution by:

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

SUPPLEMENTARY EXPLANATORY STATEMENT

The Explanatory Statement is supplemented by amending the following Sections:

1. BACKGROUND TO RESOLUTIONS 8 TO 10

1.1 October Placement

As announced by the company on 10 October 2024, the Company received firm commitments for a placement to raise approximately \$500,000 (before costs) (**October Placement**) comprising:

- (a) the issue of 38,451,909 Shares to unrelated institutional, sophisticated and professional investors (**October Placement Participants**) at an issue price of \$0.01 per Share under the Company's Listing Rule 7.1 and 7.1A capacity; and
- (b) the issue of 11,548,091 Shares on the same terms which is subject to Shareholder approval pursuant to Resolution 9.

In conjunction with the October Placement, the Company is undertaking a rights issue to eligible shareholders on the basis of 1 Share for every existing 3 Shares held by eligible Shareholders to raise up to \$2,897,304 (before costs) at maximum subscription (**Rights Issue**).

Euroz Hartleys Limited (**Euroz Hartleys**) acted as lead manager to the October Placement and Rights Issue. In consideration for its services as lead manager to the October Placement and Rights Issue, the Company has agreed to pay Euroz Hartleys the following fees:

- (a) (**Advisory Fees**) in the event the Company raises \$2,000,000 under the October Placement, Rights Issue and any shortfall to the Rights Issue, the Company will pay the Euroz Hartleys an advisory fee of \$5,000 per month for the remaining term of the engagement;
- (b) (**Capital raising Fees**) the Company will:
 - (i) pay a cash fee equal to 6% of the proceeds under the October Placement and any shortfall to the Rights Issue; and
 - (ii) issue:
 - (A) 1 unlisted Option for every 1 Share issued under the October Placement; and
 - (B) 1 Option for every 4 Shares placed as part of the shortfall to the Rights Issue,

exercisable at \$0.0175 per Option on or before the date which is 3 years from the date of issue (**Lead Manager Options**).

The proposed issue of Lead Manager Options to Euroz Hartleys is subject to Shareholder approval pursuant to Resolution 10.

The funds raised from the October Placement will be applied towards finalising the Mineral Resource Estimate update for the Ema Rare Earths Project, further metallurgical test work in respect of the Ema Project, piloting and field trials for in-situ leaching, environmental base line studies, commencement of pre-feasibility studies and general working capital.

2. RESOLUTION 10 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO EUROZ HARTLEYS

2.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 122,432,611 Lead Manager Options to Euroz Hartleys in part consideration for lead manager services provided under the October Placement and Rights Issue.

Further details of the October Placement and Rights Issue are set out in Section 1.1 above.

2.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 of the Notice.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

2.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. In this event, the Company may be required to renegotiate a cash fee with Euroz Hartleys.

2.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were identified/selected	Euroz Hartleys. Euroz Hartleys acted as lead manager to the October Placement and Rights Issue and will continue to provide ongoing corporate advisory services under an existing lead manager mandate. The proposed issue of Lead Manager Options to Euroz Hartleys would comprise more than 1% of the Company's issued capital as at the date of this Notice.
Number and class of Securities issued	Up to 122,432,611 Lead Manager Options.
Terms of Securities	The Lead Manager Options will be issued on the terms and conditions set out in Schedule 4.
Date(s) on or by which the Securities will be issued.	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Lead Manager Options will be issued at a nil issue price, in consideration for lead manager services provided by Euroz Hartley under the October Placement and Rights Issue.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under a lead manager mandate.
Summary of material terms of agreement to issue	The Securities are being issued under a lead manager mandate, a summary of the material terms of which is set out in Section 1.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.