

ELEMENTOS

27 May 2021

Dear Shareholder

GENERAL MEETING

Elementos Limited ACN 138 468 756 (**Company or Elementos**) invites you to attend a General Meeting of shareholders (**Shareholders**) (**GM**) to be held at the offices of Piper Alderman, Level 26, Riparian Plaza, 71 Eagle Street, Brisbane, Queensland on Tuesday 6 July 2021 commencing at 10.30am (AEST).

Please be advised that in accordance with the Australian Securities and Investment Commission's 'no-action' position in relation to convening meetings electronically, the Company will not be sending hard copies of the notice of meeting in respect of the GM (**Notice of Meeting**). Instead, the Notice of Meeting can be viewed and downloaded from the Company's website on its ASX announcements page: <https://www.elementos.com.au/asx-announcements/>

Elementos encourages those Shareholders who cannot attend the GM to lodge their proxy forms prior to the GM. A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry:

Internet: <https://www.votingonline.com.au/elementosgm2021>
Post: Elementos Limited, C/- Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia
In Person: Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000
Fax: +61 2 9290 9655

Your proxy voting instructions must be received by 10:30am (AEST) on 4 July 2021 being not less than 48 hours before the commencement of the GM. Any proxy voting instructions received after that time will not be valid for the GM.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry Boardroom Pty Limited on 1300 737 760 (+61 2 9290 9600 from outside Australia) or via enquiries@boardroomlimited.com.au.

The Company will continue to closely monitor guidance from the Federal and State Government for any impact on the proposed arrangements for the GM. If any changes are required, the details will be made available through an announcement to the ASX.

Elementos' Board has authorised the release of this announcement to the market.

For further information, please contact:

Mr Duncan Cornish
Company Secretary
Phone: +61 7 3221 7770
admin@elementos.com.au

Level 6, 10 Market Street
Brisbane Queensland 4000
Phone +61 (0)7 3221 7770
admin@elementos.com.au
[elementos.com.au](https://www.elementos.com.au)

ELEMENTOS

ELEMENTOS LIMITED

ACN 138 468 756

Notice of General Meeting and Explanatory Memorandum

Date of Meeting: 6 July 2021

Time of Meeting: 10:30am (AEST)

Place of Meeting: Piper Alderman
Level 26
Riparian Plaza
71 Eagle Street
Brisbane Qld 4000

Notice of General Meeting

Notice is given that a General Meeting of Shareholders of Elementos Limited ACN 138 468 756 (**Company**) will be held physically at **Level 26, Riparian Plaza, 71 Eagle Street, Brisbane, Qld 4000** on 6 July 2021 at **10:30am** (AEST).

Capitalised terms used in this Notice of Meeting and the Explanatory Memorandum have the meaning ascribed to them in the Explanatory Memorandum.

This Notice of Meeting should be read in its entirety, together with the Explanatory Memorandum and the enclosed proxy form.

ORDINARY BUSINESS

1. Resolution 1 – Ratification of 544,000,000 Unconditional Shares and 272,000,000 Unconditional Options

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 544,000,000 Shares (**Unconditional Shares**) by way of private placement to sophisticated and professional investors at an issue price of \$0.01 per Share, and the issue of 272,000,000 Options (**Unconditional Options**) issued to the same sophisticated and professional investors, with an exercise price of \$0.015 and expiry date of 30 April 2022, (**Unconditional Placement**), in accordance with the terms set out in the Explanatory Memorandum, be ratified."*

Voting exclusion: The Company will disregard any votes cast on Resolution 1 by, or on behalf of, a person who received Unconditional Shares and Unconditional Options pursuant to the Unconditional Placement and any Associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the resolution in that way, or it is cast by the Chair of the Meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair of the Meeting to vote as the Chair decides or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (a) 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 (b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Approval of issue of 65,000,000 Conditional Shares and 32,500,000 Conditional Options

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, the issue of 65,000,000 Shares (**Conditional Shares**) by way of private placement to sophisticated and professional investors at an issue price of \$0.01 per Share, and the issue of 32,500,000 Options (**Conditional Options**) issued to the same sophisticated and professional investors, with an exercise price of \$0.015 and expiry date of 30 April 2022 (**Conditional Placement**), in accordance with the terms set out in the Explanatory Memorandum, be approved."*

Voting exclusion: The Company will disregard any votes cast on Resolution 2 by, or on behalf of, a person who is intended to be issued Conditional Shares and Conditional Options pursuant to the Conditional Placement and any other person who will obtain a material benefit as a result of the proposed issue, except a benefit arising solely from their capacity as a holder of Shares, if the resolution is passed, together with any of their respective Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the resolution in

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that way, or it is cast by the Chair of the Meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair of the Meeting to vote as the Chair decides or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (a) 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 (b) 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 – Approval to Issue up to 1,000,000 Shares to Mr Brett Smith

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, the issue of up to **1,000,000** Shares at an issue price of \$0.01 per Share to Mr Brett Smith, be approved, subject to the passing of Resolution 4."*

Voting exclusion: The Company will disregard any votes cast on Resolution 3 by, or on behalf of, Mr Smith and any other person who will obtain a material benefit as a result of the issue of the Shares to Mr Smith, except a benefit arising solely from their capacity as a holder of Shares, and any of their Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the resolution in that way, or it is cast by the Chair of the Meeting as a proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair of the Meeting to vote as the Chair decides or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (a) 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 (b) 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 – Approval to Issue up to 500,000 Options to Mr Brett Smith

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, the issue of up to **500,000** Options, with an exercise price of \$0.015 and expiry date of 30 April 2022, to Mr Brett Smith, be approved, subject to the passing of Resolution 3."*

Voting exclusion: The Company will disregard any votes cast on Resolution 4 by, or on behalf of, Mr Smith and any other person who will obtain a material benefit as a result of the issue of the Options to Mr Smith, except a benefit arising solely from their capacity as a holder of Shares, and any of their Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the resolution in that way, or it is cast by the Chair of the Meeting as a proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair of the Meeting to vote as the Chair decides or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (a) 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 (b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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5. Resolution 5 – Approval of Issue of Broker Options

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, the issue of **45,000,000** Options (**Broker Options**) to BW Equities Pty Ltd, with an exercise price of \$0.015 and expiry date of 30 April 2022, in accordance with the terms set out in the Explanatory Memorandum, be approved.”*

Voting exclusion: The Company will disregard any votes cast on Resolution 5 by, or on behalf of, BW Equities Pty Ltd and 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 arising solely from their capacity as a holder of Shares, and any of their respective Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the resolution in that way, or it is cast by the Chair of Meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair of the Meeting to vote as the Chair decides or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (a) 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 (b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 6 – Approval of Conversion of Debt into Shares to Mr Andrew Greig

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, the issue of **56,924,600** Shares at an issue price of \$0.01 per Share to Mr Andrew Greig in accordance with the terms set out in the Explanatory Memorandum, be approved, subject to the passing of Resolution 7.”*

Voting exclusion: The Company will disregard any votes cast on Resolution 6 by, or on behalf of, Mr Greig and any other person who will obtain a material benefit as a result of the issue of the Shares pursuant to Resolution 6, except a benefit arising solely from their capacity as a holder of Shares, and any of their respective Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the resolution in that way, or it is cast by the Chair of the Meeting as a proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair of the Meeting to vote as the Chair decides or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (a) 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 (b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Chair of the Meeting as their proxy (including an appointment by default) are encouraged to direct the Chair of the Meeting as to how to vote on all Resolutions.

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If the Chair of the Meeting is appointed, or is taken to have been appointed, as your proxy, you can direct the Chair of the Meeting to vote for, against or abstain from voting on Resolution 6 by marking the appropriate the box opposite Resolution 6 on the Proxy Form.

However, if the Chair of the Meeting is your proxy and you do not direct the Chair of the Meeting how to vote, you will be deemed to have directed, and expressly authorised, the Chair of the Meeting to vote your proxy in favour of Resolution 6. This express authorisation acknowledges that the Chair of the Meeting may vote your proxy even though the Chair may have an interest in Resolution 6 and that votes cast by the Chair for these Resolutions, other than as authorised proxy holder, will be disregarded because of that interest.

7. Resolution 7 – Approval to issue Options to Mr Andrew Greig

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, the issue of **28,462,300** Options, with an exercise price of \$0.015 and expiry date of 30 April 2022, to Mr Andrew Greig in accordance with the terms set out in the Explanatory Memorandum, be approved, subject to the passing of Resolution 6."*

Voting exclusion: The Company will disregard any votes cast on Resolution 7 by, or on behalf of, Mr Greig and any other person who will obtain a material benefit as a result of the issue of the Options pursuant to Resolution 7, except a benefit arising solely from their capacity as a holder of Shares, and any of their respective Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the resolution in that way, or it is cast by the Chair of the Meeting as a proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair of the Meeting to vote as the Chair decides or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (a) 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 (b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Chair of the Meeting as their proxy (including an appointment by default) are encouraged to direct the Chair of the Meeting as to how to vote on all Resolutions.

If the Chair of the Meeting is appointed, or is taken to have been appointed, as your proxy, you can direct the Chair of the Meeting to vote for, against or abstain from voting on Resolution 7 by marking the appropriate the box opposite Resolution 7 on the Proxy Form.

However, if the Chair of the Meeting is your proxy and you do not direct the Chair of the Meeting how to vote, you will be deemed to have directed, and expressly authorised, the Chair of the Meeting to vote your proxy in favour of Resolution 7. This express authorisation acknowledges that the Chair of the Meeting may vote your proxy even though the Chair may have an interest in Resolution 7 and that votes cast by the Chair for these Resolutions, other than as authorised proxy holder, will be disregarded because of that interest.

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By order of the Board
Mr Duncan Cornish
Company Secretary
Elementos Limited
24 May 2021

Explanatory Memorandum

The following notes and the Explanatory Memorandum form part of the Notice of Meeting.

Voting and Attendance Entitlement

The Board has determined that those persons who are registered as holding Shares as at 7.00pm (AEST) on 4 July 2021, will be entitled to attend and vote at the Meeting.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of a Share is present at the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Action to be Taken by Shareholders

A Shareholder who is entitled to attend and vote at the Meeting may appoint a person, who need not be a Shareholder of the Company, as the Shareholder's proxy to attend and vote on behalf of the Shareholder.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If in respect of any of the items of business you do not direct your proxy how to vote, you are directing your proxy to vote as he or she decides.

If you mark the abstain box for a particular item you are directing your proxy to not vote on your behalf and your Shares will not be counted in computing the required majority in the event of a poll.

For proxies without voting instructions that are exercisable by the Chair of the Meeting, the Chair of the Meeting intends to vote those proxies in favour of the Resolutions. The Chair of the Meeting will be deemed to be appointed where a signed proxy form is returned that does not contain the name of the proxy or where the person appointed on the form is absent from the Meeting.

A proxy form accompanies this Notice of Meeting. Should you wish to appoint a proxy, please complete the proxy form and return it at

least 48 hours before the Meeting, being no later than **10:30am (AEST) on 4 July 2021** to:

- (a) if online:
<https://www.votingonline.com.au/elementosgm2021>
- (b) if by fax: on +61 2 9290 9655; or
- (c) if by mail:
Elementos Limited
C/- Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia; or
- (d) if in person:
Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

Corporate Representatives

A Shareholder which is a corporation may appoint an individual to act as its representative to attend and vote at the Meeting. The appointment must comply with section 250D of the Corporations Act, meaning that Company will require a Certificate of Appointment of Corporate Representative executed in accordance with section 250D of the Corporations Act. The completed certificate should be lodged with the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Polls

In the event that a poll is demanded, every Shareholder shall have one vote for every Share registered in their name as at 7.00pm (AEST) on 4 July 2021.

Required Majority

Each of the Resolutions are Ordinary Resolutions, requiring a simple majority of the votes cast by Shareholders entitled to vote on them.

General

All Shareholders are invited to attend the Meeting or, if they are unable to attend in person, to sign and return the proxy form to the Company in accordance with the instructions set out on the proxy form.

Shareholders, their proxy or corporate representatives who plan on attending the Meeting are asked to arrive at the venue at least 30 minutes prior to the time the Meeting is scheduled to commence, so that Shareholders can be checked against the Company's share

Explanatory Memorandum

register, or appointment as proxy, attorney or corporate representative can be verified and their attendance noted.

If the situation surrounding the global COVID-19 pandemic changes materially between the date of this Notice of Meeting, and the date of the Meeting, the Company may need to change the location of the Meeting, including hosting the meeting entirely virtually. If so, the Company will inform Shareholders of any such change as soon as reasonably practicable prior to the date of the Meeting. Accordingly, Shareholders are encouraged to vote on the resolutions set out in this Notice of Meeting by proxy to ensure their participation.

This Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the General Meeting. Shareholders should read this Explanatory Memorandum in full. This Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in any doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in this Explanatory Memorandum are defined in the Glossary section at the end of this Explanatory Memorandum. Unless otherwise stated, all references to sums of money, '\$' and 'dollars' are references to Australian currency.

Capital Raising Background

On 19 April 2021, the Company announced a private share placement of new Shares and Options to raise \$6,100,000 (before costs) (**Placement**), which comprised:

- (a) the initial issue of:
 - (i) **544,000,000** Unconditional Shares by way of a private placement to sophisticated and professional investors at an issue price of \$0.01 per Share, raising \$5,440,000; and
 - (ii) **272,000,000** Unconditional Options to the same sophisticated and professional investors with an exercise price of \$0.015 and an expiry date of 30 April 2022,

(together, the **Unconditional Placement**); and

- (b) an agreement to subsequently issue a further:
 - (i) **65,000,000** Conditional Shares and **1,000,000** Shares to Mr Brett Smith by way of private placement to sophisticated and professional investors at an issue price of \$0.01 per Share, raising \$660,000; and
 - (ii) **32,500,000** Conditional Options to the same sophisticated and professional investors and **500,000** Options to Mr Brett Smith with an exercise price of \$0.015 and an expiry date of 30 April 2022,

which was conditional on Shareholder approval being obtained for that issue(**Conditional Placement**).

The funds raised from the Placement will be applied to the following activities:

- (a) Oropesa Drilling Program: bring the Company's current 48-hole drilling program to a close and fund the completion of the optimisation program designed to unlock further value in the Oropesa project;
- (b) Oropesa Geological Resource model upgrade;
- (c) Oropesa environmental approval process;
- (d) Oropesa PFS and project engineering;
- (e) Cleveland exploration drilling;
- (f) Debt reduction / conversion; and

(g) Corporate costs and working capital.

The table below illustrates the effect of the Placement on the Company's share capital, assuming that Resolutions 2, 3 and 4 are passed:

	Securities issued under Unconditional Placement	Securities currently on issue as at 21 May 2021	Securities proposed to be issued under Conditional Placement
Shares	544,000,000	3,854,442,168	66,000,000
Options (Unlisted)	272,000,000	468,187,356	33,000,000

The total dilutionary effect of the Unconditional Placement was 14.1%, the total dilutionary effect of the Conditional Placement will, if Resolutions 2 and 3 are passed, will be 1.7%.

Resolution 1 – Ratification of 544,000,000 Unconditional Shares and 272,000,000 Unconditional Options

As noted in the background section of this Explanatory Memorandum, on 19 April 2021 the Company announced the Placement, which included **544,000,000** Unconditional Shares and **272,000,000** Unconditional Options to sophisticated and professional investors. The Unconditional Placement was undertaken under the Company's placement capacity under Listing Rules 7.1 and 7.1A.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 and Listing Rule 7.1A limit the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% and 10% respectively of the fully paid ordinary shares it had on issue at the start of that period.

The Unconditional Shares and Unconditional Options issued to participants in the Unconditional Placement did not fall within an exception and were issued without Shareholder approval under the Company's 15% placement capacity under Listing Rule 7.1 and the Company's 10% placement capacity under Listing Rule 7.1A.

Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under Listing Rule 7.1 and Listing Rule 7.1A, provided the issue did not breach the maximum thresholds set by Listing Rule 7.1 and Listing Rule 7.1A. If they do, the issue is taken to have been approved under Listing Rule 7.1 and Listing Rule 7.1A and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and Listing Rule 7.1A and thus the Company is seeking ratification of the Unconditional Shares and Unconditional Options issued pursuant to the Unconditional Placement by Resolution 1. The Company confirms that the issue and allotment of the Unconditional Shares and Unconditional Options did not breach Listing Rule 7.1 and Listing Rule 7.1A at the date of issue.

If Resolution 1 is passed, the Unconditional Shares and Unconditional Options issued pursuant to the Unconditional Placement will be excluded in calculating the Company's 15% Threshold

in Listing Rule 7.1 and 10% Additional Placement Capacity limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolution 1 is not passed, the relevant issues will be included in calculating the Company's 15% Threshold in Listing Rule 7.1 and 10% Additional Placement Capacity limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date of issue.

For the purposes of Listing Rule 7.5, the following information is provided in respect of Resolution 1:

Number of securities issued	The Company has issued 816,000,000 new securities, being the sum of: (a) 544,000,000 Unconditional Shares; and (b) 272,000,000 Unconditional Options.
Issue Price	The issue price for the Unconditional Shares was \$0.01 per Unconditional Share. The Unconditional Options were issued for nil consideration. The Company has received a total of \$5,440,000 under the Unconditional Placement.
Terms of the securities	All Unconditional Shares will, from their date of issue, rank equally with all other Shares on issue. The Unconditional Options: <ul style="list-style-type: none"> • each convert to one fully paid ordinary share in the Company; • have an exercise price of \$0.015 (which will be adjusted accordingly in the event of a consolidation / subdivision of the Company's securities); • have an expiry date of 30 April 2022; • upon conversion into shares will rank equally with each fully paid ordinary share in the Company; • are transferrable to any one or more third parties in any manner approved by the ASX or the Corporations Act; and • are unlisted.
Material terms of agreement	The relevant placement agreements provided that the issue price of Unconditional Shares is \$0.01 and the Unconditional Options are to be issued for nil consideration and includes various other conditions usual for a placement of this sort.
Names of allottees	The securities issued under the Unconditional Placement were issued to various professional and sophisticated investors and were selected by the Company in consultation with BW Equities Pty Ltd. None of the allottees are Related Parties of the Company. No Director or any of their Associates have participated in, or will receive any securities pursuant to, the Unconditional Placement.
Use of funds	The funds raised by the Unconditional Placement will be used for the purposes outlined in the section of this Explanatory Memorandum entitled

	"Capital Raising Background" .
Date of issue	The Unconditional Shares and Unconditional Options were issued on Tuesday 27 April 2021.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 and advise that they intend to vote any Shares that they own or control in favour of Resolution 1.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

Resolution 2 – Approval of issue of 65,000,000 Conditional Shares and 32,500,000 Conditional Options

As noted in the background section of these Explanatory Memorandum, in addition to the Unconditional Placement, the Company received firm commitments from sophisticated and professional investors to issue a further **65,000,000** Shares and **32,500,000** Options under the Conditional Placement, subject to obtaining Shareholder approval to such issue.

As noted in Resolution 1, broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 and Listing Rule 7.1A limit the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% and 10% respectively of the fully paid ordinary shares it had on issue at the start of that period.

Exception 17 of Listing Rule 7.1 provides that an agreement to issue equity securities that is conditional on the holders of the listed company's ordinary securities approving the issue before the issue is made shall be an exception to this prohibition, provided that if an entity relies on this exception the listed company must not issue the equity securities without such approval.

Under, and for the purposes of Listing Rule 7.1, Resolution 2 seeks the required Shareholder approval for the issue of the Conditional Shares and Conditional Options to various sophisticated and professional investors who participated in the Conditional Placement.

If Resolution 2 is passed, the Company will be able to proceed with the issue of Conditional Shares and Conditional Options under the Conditional Placement to these participants. In addition, the Conditional Shares and Conditional Options 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 Resolution 2 is not passed, the Company will not be able to proceed with the issue of Conditional Shares and Conditional Options to participants in the Conditional Placement.

For the purposes of Listing Rule 7.3, the following information is provided in respect of Resolution 2:

Maximum number of securities proposed to be issued	The maximum number securities issued under the Conditional Placement is 97,500,000 , being the sum of: (a) up to 65,000,000 Conditional Shares; and (b) up to 32,500,000 Conditional Options.
Issue Price	The issue price for the Conditional Shares is \$0.01 per share. The Conditional Options will be issued for nil consideration. The Company

	will receive a total of \$660,000 under the Conditional Placement.
Terms of the securities	<p>All Conditional Shares will, from their date of issue, rank equally with all other Shares on issue. The Company will apply for the Conditional Shares to be quoted on the ASX.</p> <p>The Conditional Options:</p> <ul style="list-style-type: none"> • each convert to one fully paid ordinary share in the Company; • have an exercise price of \$0.015 (which will be adjusted accordingly in the event of a consolidation / subdivision of the Company's securities); • have an expiry date of 30 April 2022; • upon conversion into shares will rank equally with each fully paid ordinary share in the Company; • are transferrable to any one or more third parties in any manner approved by the ASX or the Corporations Act; and • are unlisted.
Material terms of agreement	The relevant placement agreement provides that the issue price of the Conditional Shares is \$0.01 per Share and that the Conditional Options are to be issued for nil consideration and includes various other conditions usual for a placement of this sort.
Names of allottees	<p>If Resolution 2 is passed the Conditional Shares and Conditional Options will be issued to various sophisticated and professional investors who participated in the Conditional Placement, selected in consultation with BW Equities Pty Ltd;</p> <p>No Director or any of their Associates have participated in, or will receive any securities pursuant to, Resolution 2. As outlined in Resolution 3, Mr Smith participated in the Conditional Placement and will receive securities in respect of the same, subject to the passing of Resolution 3.</p>
Use of funds	It is proposed that the funds raised by the Conditional Placement will be used for the purposes outlined in the section of this Explanatory Memorandum entitled " Capital Raising Background ".
Date of issue	The Conditional Shares and Conditional Options will be issued as soon as practicable following the Meeting, and in any event, will be issued no later than 3 months after the Meeting.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2 and advise that they intend to vote any Shares that they own or control in favour of Resolution 2.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 2.

Resolutions 3 and 4 – Approval of Issue of Shares and Options to Mr Brett Smith

Among those persons who subscribed for Shares pursuant to the Placement was Mr Brett Smith, a Director of the Company.

Listing Rule Requirements

Listing Rule 10.11 requires that the Company obtain Shareholder approval prior to the issue of equity securities to a Related Party of the Company.

As Mr Smith is a Related Party of the Company (by virtue of his position as Director), he is a person falling within category 10.11.1 of Listing Rule 10.11 and, accordingly, Resolutions 3 and 4 seek Shareholder approval for the issue of Shares and Options under the Placement to Mr Smith in accordance with Listing Rule 10.11.

If Resolutions 3 and 4 are passed, Mr Smith will receive Shares and Options under the Placement.

If Resolutions 3 and/ or 4 are not passed, no Shares or Options will be issued to Mr Smith as part of the Placement and all application money received from Mr Smith for the Shares will be returned to him.

Shareholders should be aware that, if approval is given to issue Shares and Options to Mr Smith under Listing Rule 10.11, approval will not be required under Listing Rule 7.1 and 7.1A and that the number of Shares and Options issued to Mr Smith will not be counted towards the Company's placement capacity.

Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a Related Party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the Related Party. Mr Smith is a Director and is therefore a Related Party of the Company.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Shares and Options pursuant to Resolutions 3 and 4, on the basis that the exception in section 210 of the Corporations Act applies as Mr Smith is proposing to participate in the Placement on the same terms as other applicants.

For the purposes of Listing Rule 10.13, the following information is provided in respect of Resolutions 3 and 4.

<i>Maximum number of securities proposed to be issued</i>	The maximum number of securities proposed to be issued to Mr Smith pursuant to Resolutions 3 and 4 is 1,000,000 Shares and 500,000 Options.
Issue Price	The issue price of the Shares proposed to be issued to Mr Smith pursuant to Resolution 3 is \$0.01 per Share. The Options are being issued to Mr Smith pursuant to Resolution 4 for nil consideration.
<i>Terms of the securities</i>	All Shares issued pursuant to Resolution 3 will, from their date of issue, rank equally with all other Shares on issue. The Options issued pursuant to Resolution 4: <ul style="list-style-type: none">• each convert to one fully paid ordinary share in the Company;

	<ul style="list-style-type: none"> • have an exercise price of \$0.015 (which will be adjusted accordingly in the event of a consolidation / subdivision of the Company's securities); • have an expiry date of 30 April 2022; • upon conversion into shares will rank equally with each fully paid ordinary share in the Company; • are transferrable to any one or more third parties in any manner approved by the ASX or the Corporations Act; and • are unlisted.
Names of allottees	If Resolutions 3 and 4 are passed, Shares and Options will be issued to Mr Smith.
Material terms of agreement	The relevant placement agreement provides that the issue price of the Shares is \$0.01 per Share and that the Options are to be issued for nil consideration and includes various other conditions usual for a placement of this sort.
Use of funds	It is proposed that the funds raised by the Placement will be used for the purposes outlined in the section of this Explanatory Memorandum entitled " Capital Raising Background ".
Date of issue	The Shares and Options will be issued as soon as practicable following the Meeting, and in any event, will be issued no later than 1 month after this Meeting.

As the proposed issue of securities to Mr Smith in accordance with Resolutions 3 and 4 will:

- (a) be at the same issue price as all other participants in the Placement; and
- (b) provide the Company with additional funds to progress its objectives,

the Directors, other than Mr Smith, who has abstained from providing any recommendation on Resolutions 3 and 4, recommend that Shareholders vote in favour of Resolutions 3 and 4 and advise that they intend to vote any Shares that they own or control in favour of Resolutions 3 and 4.

The Chair of the Meeting intends to vote any undirected proxies in favour of Resolutions 3 and 4.

Resolution 5 – Approval of Issue of Broker Options

On 14 April 2021 the Company entered into an agreement with BW Equities Pty Ltd (**Lead Manager**) to act as lead manager for the Placement. For the services provided by BW Equities Pty Ltd during the Placement the Company agreed to issue them with 45,000,000 Broker Options.

As described above under Resolution 1, subject to a number of exceptions, Listing Rule 7.1 and Listing Rule 7.1A limit the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% and 10% respectively of the fully paid ordinary shares it had on issue at the start of that period.

As noted above, the Company does not have sufficient placement capacity remaining under Listing Rule 7.1. Accordingly, the Company needs the approval of Shareholders in order to issue 45,000,000 Broker Options to the Lead Manager in consideration for the Lead Manager acting as lead manager to the Placement.

If Resolution 5 is passed, the Company will be able to issue the Broker Options to the Lead Manager.

If Resolution 5 is not passed, then the Company will not be able to issue the Broker Options to the Lead Manager.

For the purposes of Listing Rule 7.3, the following information is provided in respect of Resolution 5:

<i>Maximum number of securities proposed to be issued</i>	Subject to Resolution 5 being passed, the maximum number of securities to be issued to BW Equities Pty Ltd is 45,000,000 Broker Options.
<i>Issue Price</i>	The issue price of the Broker Options is nil and are being issued for the purpose of satisfying the consideration agreed to be issued to BW Equities Pty Ltd for acting as Lead Manager to the Placement.
<i>Terms of the securities</i>	<p>The Broker Options:</p> <ul style="list-style-type: none"> • each convert to one fully paid ordinary share in the Company; • have an exercise price of \$0.015 (which will be adjusted accordingly in the event of a consolidation / subdivision of the Company's securities); • have an expiry date of 30 April 2022; • upon conversion into shares will rank equally with each fully paid ordinary share in the Company; • are transferrable to any one or more third parties in any manner approved by the ASX or the Corporations Act; and • are unlisted.
<i>Names of allottees</i>	If Resolution 5 is passed, 45,000,000 Broker Options will be issued to BW Equities Pty Ltd.
<i>Material terms of agreement</i>	<p>The lead manager agreement provided that:</p> <ul style="list-style-type: none"> • the Lead Manager would support the Company in undertaking the Placement; • the Lead Manager would receive: <ul style="list-style-type: none"> ○ a 2% management fee of total funds raised under the Placement; and ○ a 4% selling fee (in addition to the above fee) on monies raised directly by the Lead Manager under the Placement; and • for various other standard conditions for a lead manager

	agreement of this sort, including various indemnities in favour of the Lead Manager in respect of their role.
Use of funds	There are no proceeds from the issue of the Broker Options.
Date of issue	The Broker Options will be issued as soon as practicable following the Meeting, and in any event, will be issued no later than 3 months after the Meeting.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5 and advise that they intend to vote any Shares that they own or control in favour of Resolution 5.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 5.

Resolutions 6 and 7 – Approval of Conversion of Debt into Shares and Options Issued to Mr Andrew Greig

Mr Greig had previously provided a loan facility to the Company, of which \$1,250,000 was drawn down and \$500,000 was repaid on or about 2 December 2020.

A further \$272,727.27 was discharged at the time the Placement was announced, by way of the Company setting-off that amount against the exercise price payable by Mr Greig for the exercise of 30,303,030 options held by Mr Greig.

In parallel with this Mr Greig has also agreed that, subject to the Company obtaining Shareholder approval, to convert \$569,246 of the outstanding loan amount to equity on the same terms as the Placement.

Assuming that the Resolutions are passed, and that the Meeting is held on or about 6 July 2021, this will leave an outstanding loan balance of approximately \$6,803 of accrued interest.

Listing Rule 10.11 requires that the Company obtain shareholder approval prior to the issue of equity securities to a Related Party of the Company.

As Mr Greig is a Related Party of the Company (by virtue of his position as a Director), and therefore a person falling within category 10.11.1 of Listing Rule 10.11, Resolutions 6 and 7 seeks Shareholder approval for the issue of **56,924,600** Shares and **28,462,300** Options in accordance with Listing Rule 10.11.

If Resolutions 6 and 7 are passed, Mr Greig will receive Shares and Options and the amount owing from the Company to Mr Greig will be reduced by \$569,246.

If Resolutions 6 and/ or 7 are not passed, no Shares or Options will be issued to Mr Greig and the Company's debt to Mr Greig will not be reduced.

Shareholders should be aware that, if approval is given to issue Shares and Options to Mr Greig under Listing Rule 10.11, approval will not be required under Listing Rule 7.1 and that the number of Shares and Options issued to Mr Greig will not be deducted from the Company's placement capacity in Listing Rules 7.1 and 7.1A.

Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a Related Party unless an exception applies or shareholders have in a general meeting

approved the giving of that financial benefit to the Related Party. Mr Greig is a Director and is therefore a Related Party of the Company.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Shares and Options pursuant to Resolutions 6 and 7, on the basis that the exception in section 210 of the Corporations Act applies as Mr Greig will receive Shares and Options on the same terms as applicants under the Placement.

For the purposes of Listing Rule 10.13, the following information is provided in respect of Resolutions 6 and 7:

Maximum number of securities proposed to be issued	The maximum number of securities proposed to be issued to Mr Greig is 85,386,900 , being the sum of: (a) 56,924,600 Shares; and (b) 28,462,300 Options.
Issue Price	The issue price of the Shares proposed to be issued to Mr Greig pursuant to Resolution 6 is \$0.01 per Share. The Options are being issued to Mr Greig pursuant to Resolution 7 for nil consideration.
Terms of the securities	All Shares issued pursuant to Resolution 6 will, from their date of issue, rank equally with all other Shares on issue. The Company will apply for those Shares to be quoted on the ASX. The Options issued pursuant to Resolution 6: <ul style="list-style-type: none"> • each convert to one fully paid ordinary share in the Company; • have an exercise price of \$0.01 (which will be adjusted accordingly in the event of a consolidation / subdivision of the Company's securities); • have an expiry date of 30 April 2022; • upon conversion into shares will rank equally with each fully paid ordinary share in the Company; • are transferrable to any one or more third parties in any manner approved by the ASX or the Corporations Act; and • are unlisted.
Names of allottees	Subject to passing Resolutions 6 and 7, Shares and Options will be issued to Mr Andrew Greig.
Material terms of agreement	The issue of the Shares and Options under the Debt for Equity Swap Deed between the Company and Mr Greig dated 26 April 2021 decreases the balance of the amount the Company owes to Mr Greig by \$569,246 in consideration for the Company issuing the Shares and Options to Mr Greig (subject to the Company having received Shareholder approval).
Use of funds	The Company will not receive any funds from the issue of the Shares and Options under Resolutions 6 and 6.

<i>Date of issue</i>	The Shares and Options to be issued pursuant to Resolutions 6 and 7 will be issued as soon as practicable following the Meeting, and in any event, will be issued no later than 1 month after this Meeting.
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Save as set out in this Explanatory Memorandum, the Directors are not aware of any other information that could be reasonably required by Shareholders to make a decision in relation to Resolutions 6 or 7.

As the proposed issue of Shares and Options to Mr Greig in accordance with Resolutions 6 and 7 will:

- (a) be on the same terms as the Placement; and
- (b) significantly reduce the Company's outstanding debt, freeing up additional funds to progress its objectives,

the Directors, other than Mr Greig, who has abstained from providing any recommendation, recommend that Shareholders vote in favour of Resolutions 6 and 7 and advise that they intend to vote any Shares that they own or control in favour of Resolutions 6 and 7.

The Chair of the Meeting (stepping in for Mr Greig for the purposes of Resolutions 6 and 7) intends to vote any undirected proxies in favour of Resolutions 6 and 7.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Duncan Cornish (Company Secretary): Level 6, 10 Market St, Brisbane City, QLD 4000 Ph: +61 7 3212 6299

Glossary

10% Additional Placement Capacity means the equity securities issued by the Company pursuant to Listing Rule 7.1A.

15% Threshold means the restriction on the issue of equity securities contained in Listing Rule 7.1, which prohibits the Company (subject to certain exceptions), from issuing or agreeing to issue Equity Securities representing more than 15% of the number of ordinary shares on issue 12 months prior to the intended date of issue, in the absence of prior Shareholder approval.

Associate has the meaning given to that term in the Corporations Act.

ASX means ASX Limited (ABN 98 008 624 691) or the securities market operated by ASX Limited (as the context requires).

AEST means Australian Eastern Standard Time.

Board means the board of Directors of the Company.

Broker Options means the proposed issue of **45,000,000** Options to BW Equities Pty Ltd the subject of Resolution 5.

Company means Elementos Limited ACN 138 468 756.

Conditional Placement means, together, the proposed issue of Conditional Shares and Conditional Options to sophisticated and professional investors the subject of Resolution 2 and the Conditional Shares and Conditional Options to be issued to Mr Brett Smith the subject of Resolutions 3 and 4.

Conditional Options means the **33,000,000** Options proposed to be issued pursuant to the Conditional Placement.

Conditional Shares means **66,000,000** Shares proposed to be issued pursuant to the Conditional Placement.

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

Director means a director of the Company as at the date of this Explanatory Memorandum.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum that accompanies, and forms part of, the Notice of Meeting.

General Meeting or **Meeting** means the general meeting of the Company to be convened by the Notice of Meeting.

Listing Rules means the listing rules of the ASX.

Notice of Meeting means the notice convening the general meeting of Shareholders that accompanies this Explanatory Memorandum.

Option means an option to subscribe for a Share.

Optionholder means a holder of an Option.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Placement means, together, the Unconditional Placement and the Conditional Placement.

Related Party has the meaning given to that term in the Listing Rules.

Resolution means a resolution referred to in this Notice of Meeting.

Shareholder means a holder of a Share.

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

Unconditional Placement means, together, the private placement of Unconditional Shares and Unconditional Options issued to sophisticated and professional investors as detailed in the section of this Explanatory Memorandum entitled 'Capital Raising Background'.

Unconditional Options means the *272,000,000* Options issued pursuant to the Unconditional Placement.

Unconditional Shares means the *544,000,000* Shares issued pursuant to the Unconditional Placement.

ELEMENTOS

ABN 49 138 468 756

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (AEST) on Sunday, 4 July 2021.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT <https://www.votingonline.com.au/elementosgm2021>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am (AEST) on Sunday, 4 July 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/elementosgm2021>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

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

the Chair of the Meeting (mark box)

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at Piper Alderman, Level 26, Riparian Plaza, 71 Eagle Street, Brisbane QLD 4000 on Tuesday, 6 July 2021 at 10:30am (AEST) and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of 544,000,000 Unconditional Shares and 272,000,000 Unconditional Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of issue of 65,000,000 Conditional Shares and 32,500,000 Conditional Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to Issue up to 1,000,000 Shares to Mr Brett Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to Issue up to 500,000 Options to Mr Brett Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Issue of Broker Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Conversion of Debt into Shares to Mr Andrew Greig	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval to issue Options to Mr Andrew Greig	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021