

Annual General Meeting – Notice and Proxy Form

10 November 2021

Dear Shareholder

Kogi Iron Limited (ABN 28 001 894 033) (“Kogi” or the “Company”) is convening its Annual General Meeting (the “AGM”) of shareholders to be held on at Level 1, 24 Bank Place, South Melbourne, Melbourne, Victoria and at the Celtic Club, 48 Ord Street, West Perth at 1.00 pm (AEDT) on 15 December 2021.

Whilst the AGM will be conducted as a physical meeting, the Company will make arrangements for shareholders, who are unable to attend, to view the Meeting on line. The Company will make announcement of these arrangements closer to the AGM date.

In accordance with Treasury Laws Amendment (2021 Measures No. 1) Act 2021 (Cth), the Company will not be dispatching physical copies of the Notice of Meeting. Instead, a copy of the Notice of Meeting is available at <https://www.kogiiiron.com/announcements> and at the Company’s Announcements Platform at asx.com.au (ASX: KFE).

If you have elected to receive notices by email, the Company will provide a link to where the notice and other materials can be viewed or downloaded via email. If you have not elected to receive notices by email, a copy of your personalised proxy form will be posted to you, together with this letter, for your convenience.

Shareholders attending are asked to observe all protocols including appropriate social gathering and physical distancing measures in place.

Circumstances continue to change rapidly in relation to Covid-19 restrictions. The Company will provide an update to shareholders if changing circumstances impact the arrangements for the AGM at the two locations. The details of any such changes will be available at the above website location.

A copy of our Proxy form is enclosed for convenience. Proxy forms may be lodged through the following methods:

- Post to the Company, c/- Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235;
- on facsimile number (+61 2) 9287 0309; or
- by hand delivery to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

Alternatively, proxies may be completed online at www.linkmarketservices.com.au - Select ‘Investor Login’ and in the “Single Holding” section enter Kogi Iron Limited or the ASX code KFE in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click ‘Login’. Select the ‘Voting’ tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

The Notice of Meeting (including the accompanying Explanatory Memorandum) sets out important details regarding the resolutions that will be put to Shareholders at the AGM of Kogi Iron Limited. The Board recommends that you read all of the document carefully prior to voting.

If you are in doubt as to how you should vote, we recommend that you seek independent advice from your accountant, solicitor or other professional advisor prior to voting.

Sincerely,



Ray Ridge
Company Secretary



ACN 001 894 033

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

To be held

At 1.00 pm (AEDT), Wednesday, 15 December 2021

at

Level 1, 24 Bank Place, South Melbourne, Melbourne, Victoria
and
Celtic Club, 48 Ord Street, West Perth, Western Australia

Important

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

In accordance with Treasury Laws Amendment (2021 Measures No. 1) Act 2021 (Cth) ("Treasury Amendment Act"), the Company will not be dispatching physical copies of this Notice of Meeting unless a Shareholder has elected to receive documents in hard copy, in accordance with the time frame specified by 253RB(3) of the Treasury Amendment Act. For each shareholder that the Company has an email address on record, the Company will send a copy of this Notice and material relating to the Meeting or provide a link to where the Notice and other material can be viewed or downloaded by email. To the other Shareholders, the Company will send a letter setting out a URL for viewing or downloading the Notice and other material. If you are unable to attend the Meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.

KOGI IRON LIMITED
ACN 001 894 033

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Kogi Iron Limited will be held at Level 1, 24 Bank Place, South Melbourne, Melbourne, Victoria and at the Celtic Club, 48 Ord Street, West Perth, Western Australia, at 1.00 pm (AEDT) on 15th December 2021, to conduct the following business and to consider, and if thought fit, to pass the following resolutions.

AGENDA

FINANCIAL & OTHER REPORTS

To receive and consider the financial report for the year ended 30 June 2021 and the accompanying Directors' Report, Directors' Declaration, and Auditor's Report.

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

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

“That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report that forms part of the Directors' Report for the financial period ended 30 June 2021.”

The Remuneration Report is set out in the Directors' Report in the Annual Report. Please note that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution:

- (a) by or on behalf of any Key Management Personnel, the details of whose remuneration are included in the Remuneration Report, and any Closely Related Party of such Key Management Personnel, regardless of the capacity in which the vote is cast;
- (b) as a proxy by a member Key Management Personnel at the date of the meeting, or that Key Management Personnel's Closely Related Party.

However, the Company will not disregard a vote cast in favour of this resolution if it is cast as a proxy for a person who is entitled to vote on this resolution and either:

- (c) the person is appointed as a proxy in writing that specifies the way the proxy is to vote on the resolution; or
- (d) the person is the chair of the Meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

RESOLUTION 2 – ELECTION OF DIRECTOR – PETER HULJICH

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

“That Mr Peter Huljich, having retired in accordance with 13.2 of the Company’s Constitution, and, being eligible, offers himself for re-election as a Director of the Company.”

RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF ORDINARY SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,562,216 ordinary shares as set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of SD Capital Advisory Limited and GKB Ventures Ltd , or any of their respective associates.

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

- a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 4 – APPROVAL OF SECOND PLACEMENT SUBSCRIPTION RIGHT

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, approval is given for the Company’s grant of the right to issue Shares with the value of \$2,140,000 in relation to the Second Placement, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of a 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) (namely, Diversified Metals Holdings LLC) or an associate of that person (or those persons).

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

- a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 5 - APPROVAL OF 10% PLACEMENT FACILITY

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

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed by Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is expected to participate in the 10% Placement Facility, the subject of this resolution, and any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any of their associates.

However, the Company will not disregard a vote cast in favour of this resolution by or on behalf of:

- a) a person as 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 of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**DATED THIS 9th NOVEMBER 2021
BY ORDER OF THE BOARD**



**RAY RIDGE
COMPANY SECRETARY**

Notes

Definitions

Terms which are used in this Notice and which are defined in Glossary section of the Explanatory Memorandum have the meanings ascribed to them therein.

Note

If you have recently changed your address or if there is any error in the name and address used for this notice please notify the Company Secretary. In the case of a corporation, notification is to be signed by a director or company secretary.

Proxies

A Shareholder who is entitled to vote at this Meeting has a right to appoint a proxy and should use the proxy form enclosed with this notice. The proxy need not be a Shareholder of the Company and can be an individual or a body corporate.

A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of this appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

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 a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, section 249X of the Corporations Act will take effect so that each proxy may exercise half of the votes (ignoring fractions).

A proxy's authority to speak and vote for a Shareholder at the meeting is suspended if the Shareholder is present at the meeting.

The proxy form must be signed and dated by the Shareholder or the Shareholder's attorney. In the case of joint Shareholders, either shareholder may sign.

Proxy forms and the original or a certified copy of the power of attorney (if the proxy form is signed by an attorney) must be received by:

- Post to the Company, c/- Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235; or
- on facsimile number (+61 2) 9287 0309;
- by hand delivery to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138; or
- lodge online at www.linkmarketservices.com.au instructions as follows:

Select 'Investor Login' and in the "Single Holding" section enter Kogi Iron Limited or the ASX code KFE in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

not later than 1:00pm (AEDT) on 13 December 2021.

Pursuant to regulation 7.11.37 of the Corporations Regulations, the Board has determined that the shareholding of each Shareholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the share register at 1:00pm (AEDT) on 13 December 2021.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. The appointment may be a standing one.

Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice convening the Annual General Meeting of Shareholders of Kogi Iron Limited to be held at Level 1, 24 Bank Place, South Melbourne, Melbourne, Victoria and at the Celtic Club, 48 Ord Street, West Perth, Western Australia. This Explanatory Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the resolutions proposed. Certain terms used in the Notice and Explanatory Memorandum are defined in the Glossary section.

1. FINANCIAL AND OTHER REPORTS

As required by section 317 of the Corporations Act, the financial report for the year ended 30 June 2021 and the accompanying Directors' Report, Directors' Declaration and Auditor's Report will be laid before the Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote on the reports. However, Shareholders will have an opportunity to ask questions about the report at the Annual General Meeting. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the auditor's report and audit conduct. Written questions may be submitted 5 business days prior to the Meeting addressed to the Chairman and sent to the Company's registered office, about the management of the Company, or addressed to the Company's auditor and sent to the Company's registered office about audit conduct, accounting policies used by the Company and auditor independence. General questions about the management of the Company will also be taken.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

As required by the Corporations Act, the Board is presenting the Remuneration Report to Shareholders for consideration and adoption by a non-binding vote.

The Remuneration Report contains:

- information about Board Policy for determining the nature and amount of remuneration of the Company's Directors and senior executives;
- a description of the relationship between remuneration policy and the Company's performance;
- a summary of performance conditions, including a summary of why they were chosen and how performance is measured against them; and
- remuneration details for each executive and non-executive Directors, and Key Management Personnel.

The Remuneration Report, commences on page 12 of the Company's 2021 Annual Report, has been sent to Shareholders (except those who have made an election not to receive the Annual Report). Copies of the 2021 Annual Report are available by contacting the Company's Share Registry or visiting the Company's web site (www.kogiiron.com).

In particular, the Directors note that page 15 of the Remuneration Report contains the value of cash consideration paid to Directors, together with the valuation and amounts expensed in the year ended 30 June 2020 in relation to the options granted to directors, following approval at the 2020 Annual General Meeting.

The Meeting presents an opportunity to discuss the Remuneration Report for Shareholders who are interested in doing so. The vote on this resolution is advisory only and does not bind the Directors or the Company.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a **spill resolution**) on whether

the Board should be put up for re-election. If the spill resolution is passed, another meeting must be held within 90 days at which all of the Company's Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must go up for re-election.

At both the Company's 2018 Annual General Meeting, and 2019 Annual General Meeting, more than 25% of votes cast on the resolution to adopt the Remuneration Report were voted against the resolutions. Accordingly, the Company put a Spill Resolution to the 2019 Annual General Meeting. As a Spill Resolution was considered in the 2019 Annual General Meeting, no spill resolution is required to be held at this Annual General Meeting if the Company receives a vote greater than 25% against the 2020 Remuneration Report.

The Chairman intends to vote all available proxies in favour of adopting the Remuneration Report. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on resolution 1, by signing and returning the proxy form you are considered to have provided the Chairman with express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intentions.

3. RESOLUTION 2 – ELECTION OF DIRECTOR PETER HULJICH

Resolution 2 deals with the re-election of Mr Peter Huljich who retires by rotation as required by the Company's Constitution and the Listing Rules and being eligible, has offered himself for re-election.

Information relating to Mr Peter Huljich

Mr Huljich has been a non-executive Director of the Company since 7 May 2019, and currently is also Chairman of Remuneration & Nomination Committee and Chairman of Audit & Governance Committee.

Mr Huljich (BCom/LLB, GD-AppFin, GAICD) has over 25 years' experience in the legal, natural resources and banking sectors with a particular expertise in capital markets, mining, commodities and African related matters. He has worked in London for several prestigious investment banks, including Goldman Sachs, Barclays Capital, Lehman Brothers and Macquarie Bank, with a focus on Commodities and Equity and Debt Capital Markets. He has extensive on-the-ground African mining, oil & gas and infrastructure experience as the Senior Negotiator and Advisor for Power, Mining and Infrastructure at Industrial Promotional Services, the global infrastructure development arm of the Aga Khan Fund for Economic Development (AKFED) whilst resident in Nairobi, Kenya.

Mr Huljich is currently a non-executive Director of AVZ Minerals Limited (ASX: AVZ), Amani Gold Limited (ASX:ANL) and GoldOz Limited (ASX:G79).

Directors' recommendation

The Directors (other than Mr Huljich, who does not make a recommendation for his own election) supports the election of Mr Huljich and recommends that Shareholders vote in favour of resolution 2.

The Chair intends to vote all available proxies in favour of resolution 2.

4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF ORDINARY SHARES

On 9 November 2021, the Company issued a total of 3,562,216 ordinary shares, being 1,781,108 to each of SD Capital Advisory Limited and GKB Ventures Ltd, in satisfaction of an agreed amount of USD\$24,000 payable to each of the two companies as settlement of all claims and outstanding fees associated with their Advisory and Debt Capital Agreement. The Company had been issuing shares or paying cash to these advisors since the inception of the agreement in September 2017. This final payment of Shares now settles and terminates this arrangement. The Company issued the Shares under its placing capacity pursuant to Listing Rule 7.1.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of these shares.

4.1 Listing Rule 7.4

Listing Rule 7.1 provides that, subject to certain exceptions, prior approval of shareholders is required for an issue of securities by a company if those securities, when aggregated with the securities issued by the company during the previous twelve (12) months (without approval and which were not subject to an exception), exceed fifteen percent (15%) of the number of shares on issue at the commencement of that twelve (12) month period.

The issue of 3,562,216 ordinary shares, the subject of Resolution 3 does not fall within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the 3,562,216 ordinary shares.

Listing Rule 7.4 sets out the procedure and effect of Shareholder approval of a prior issue of securities and provides that where shareholders in general meeting ratify a previous issue of securities made without approval under Listing Rule 7.1, provided that the previous issue of securities did not breach ASX Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1.

By ratifying the Exclusivity Shares, the Company will retain the flexibility to issue shares in the future up to the fifteen percent (15%) placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.2 Listing Rule 7.5

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in respect of resolution 3, for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the ordinary shares were issued to SD Capital Advisory Limited and GKB Ventures Ltd as noted above;
- (b) the Shares issued comprised 3,562,216 fully paid ordinary shares in the Company under Listing Rule 7.1;
- (c) the Ordinary Shares were issued and allotted as fully paid and ranked equally with the existing Ordinary Shares on issue at the time of allotment;
- (d) the ordinary shares were issued on 9 November 2021;
- (e) no funds were raised by the issue of the ordinary shares. The issue of the shares is pursuant to an agreement to terminate the existing Advisory and Debt Capital Agreement. The material terms of the termination agreement, is the Company's obligation to issue the ordinary shares in return for the release of any present or future claims for services provided by SD Capital Advisory Limited and GKB Ventures Ltd; and
- (f) a voting exclusion statement is included in the Notice of Annual General Meeting.

4.3 Listing Rule 14.1A

Listing Rule 14.1A provides that a notice of meeting which contains a resolution approval of security holders under the Listing Rules must summarise the relevant Listing Rule (see summary of Listing Rule 7.4 above) and what will happen if security holders give, or do not give, that approval.

If Resolution 3 is approved by Shareholders, then the 3,562,216 ordinary shares will be excluded in calculating the Company's fifteen percent (15%) limit in Listing Rule 7.1 and the Company will retain the flexibility to issue shares in the future up to the fifteen percent (15%) placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 3 is not approved by Shareholders, the 3,562,216 ordinary shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of shares that the Company can issue without Shareholder approval over the twelve (12) month period following the date of issue of the 3,562,216 ordinary shares.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of resolution 3.

The Chair intends to vote all available proxies in favour of resolution 3.

5. RESOLUTION 4 – APPROVAL OF SECOND PLACEMENT SUBSCRIPTION RIGHT

5.1 Background

On 23 April 2021, the Company entered into a subscription agreement with Diversified Metals Holdings, LLC (**Diversified Metals** or the **Subscriber**), a US-based institutional investor (**Subscription Agreement**). Under the Subscription Agreement, the Subscriber agreed to invest an aggregate amount of up to A\$6,500,000 in the Company, and in return, the Company agreed to issue Shares with an aggregate subscription price of up to A\$6,780,000 (**Subscription Placement**). References to Diversified Metals or the Subscriber in this Notice include any designee or nominee of Diversified Metals.

A summary of the material terms of the Subscription Agreement is set out in Annexure A to this Notice.

For further details in respect of the Subscriber and the Subscription Agreement, please refer to the announcement (titled "Capital Raising of up to \$10.3 million") released on the Company's ASX platform on 26 April 2021 (ASX: KFE).

As set out in that announcement, the Subscription Placement comprises:

- an initial placement to raise \$2,000,000 (**First Placement**) as consideration for the grant of the right to be issued Shares (**Placement Shares**) worth \$2,140,000 (the **First Placement Subscription Right**) in accordance with the terms of the Subscription Agreement;
- in addition, if (and only if) Kogi exercises its right to receive the proceeds therefrom (**Put Right**), a second placement to raise \$2,000,000 (**Second Placement**) as consideration for the grant of the right to be issued Placement Shares worth \$2,140,000 (the **Second Placement Subscription Right**) in accordance with the terms of the Subscription Agreement; and
- finally, subject to mutual consent of the Company and the Subscriber, further placements to raise up to \$2,500,000 (**Third Placement**) as consideration for the grant of the right to issued Placement Shares worth up to \$2,500,000 (the **Third Placement Subscription Right**), in accordance with the terms of the Subscription Agreement.

The First Placement Subscription Right was approved by shareholders at a general meeting held on 11 June 2021. Accordingly, the First Placement occurred on 18 June 2021, at which time the Company granted the First Placement Subscription Right to the Subscriber. In relation thereto, funds in the amount of \$2,000,000 (before costs) were received by the Company. As at 9 November 2021, the Subscriber had exercised the First Placement Subscription Right in relation to \$480,000 of the original \$2,140,000 subscription amount of the First Placement Subscription Right. In relation to such \$480,000 subscription amount, the Company issued 43,636,364 Placement Shares on 9 September 2021, utilising the Purchase Price formula set out in Annexure A. The remaining balance of the First Placement Subscription Right of \$1,660,000 (as at 9 November 2021) must be exercised by the Subscriber by no later than 18 June 2023.

The Company is now seeking shareholder approval for the Second Placement Subscription Right under Resolution 4 of this Notice. The Company is not seeking Shareholder approval of the Third Placement Subscription Right at the Meeting.

Under the Subscription Agreement, neither the Subscriber nor Kogi has any obligation in relation to the Second Placement or the Second Placement Subscription Right unless Kogi exercises its Put Right in relation to the Second Placement on or before 30 March 2022 (pursuant to a formal extension given by the Subscriber from the original deadline of by 26 October 2020).

If (and only if) Kogi exercises its Put Right in relation to the Second Placement, the Second Placement will occur on a date determined by the Subscriber that is after the exercise date of the Put Right and on or before 18 November 2022 (pursuant to a formal extension given by the Subscriber from the original deadline of 16 June 2022).

The abovementioned formal extensions were given by the Subscriber without any further fees, issue of additional securities or other alterations to the Subscription Agreement.

Following the grant of the Second Placement Subscription Right, the Subscriber will determine (in its sole discretion) the date or dates on which the Placement Shares the subject of the Second Placement Subscription Right will be issued to it, which dates must be on or before the date that is 24 months after the date on which the Second Placement Subscription Right is granted.

5.2 Listing Rule 7.1

The Second Placement Subscription Right will constitute an 'equity security' under the Listing Rules (as it constitutes the right to unissued Shares) and a 'convertible security' under the Listing Rules (as it is convertible to Shares in accordance with the terms of the Subscription Agreement).

As summarised in Section 4.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 to allow the grant of the Second Placement Subscription Right within 3 months of the date of the Meeting without utilising the Company's placement capacity under Listing Rule 7.1. It is noted that there is no guarantee that the Second Placement Subscription Right will be granted within that 3 month period, but the approval obtained under Listing Rule 7.1 (if any) in relation to the Second Placement Subscription Right will only be valid for that 3 month period.

5.3 Indicative Share Calculation

As set out in the Company's announcement released on 26 April 2021, the number of Placement Shares to be issued on exercise of the Second Placement Subscription Right will be determined by applying the Purchase Price at the time of the exercise to all or part of the Second Subscription Amount, subject to the Floor Price (refer to Annexure A for the meaning of Purchase Price and Floor Price). The Purchase Price will be determined as set out in Annexure A. The Floor Price (as defined in Annexure A) is \$0.01.

The Purchase Price will be determined as the average of the 5 daily VWAP selected by the Subscriber during the 20 consecutive trading days immediately prior to the date of the Subscriber's notice to issue shares, less an 8% discount (or a 10% discount if the Placement Shares are issued after 26 April 2022) (rounded down to the next one tenth of a cent, or if the share price exceeds \$0.10, the next half a cent).

Set out below is a worked example of the number of Placement Shares that may be issued on exercise of the Second Placement Subscription Right, using five example average of 5 daily VWAPs (at intervals of \$0.011) and the resulting Purchase Price, and assuming the Subscriber elects to exercise the First Placement Subscription Right in full before 26 April 2022 (such that an 8% discount applies to the average of the 5 daily VWAPs).

Example average of 5 daily VWAPs	Relevant Purchase Price (average of the 5 daily VWAPs less 8% discount)	Number of Placement Shares issued on exercise of the Second Placement Subscription Right (based on the relevant Purchase Price)
\$0.011	\$0.010 (equals Floor Price)	214,000,000
\$0.022	\$0.02	107,000,000
\$0.033	\$0.03	71,333,333
\$0.044	\$0.04	53,500,000
\$0.055	\$0.05	42,800,000

Note: The closing price on 9 November 2021 for the Company's shares (being the last practicable date prior to preparation of this Notice) was \$0.014.

Where the Purchase Price is less than the Floor Price, the Company may refuse to issue Placement Shares and instead opt to repay the relevant subscription price (being \$2,140,000 or the relevant portion thereof) in cash (with a 5% premium) (being a total of \$2,247,000 or the corresponding portion thereof); however, this is subject to the Subscriber's right to receive Shares at the Floor Price in lieu of such cash repayment.

The above payments must be made no later than the first business day following the date on which that notice was provided to the Company.

The Company notes that the above workings are an example only and the actual number of Placement Shares to be issued on exercise of the Second Placement Subscription Right may differ. This will result in the maximum number of Placement Shares to be issued and the dilution percentage to also differ.

5.4 Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the Second Placement Subscription Right (being the right to acquire the Placement Shares and which itself will constitute the issue an 'equity security' and a 'convertible security' within the meanings of such terms in the Listing Rules) will be granted to Diversified Metals, and the Placement Shares issuable on exercise of that Second Placement Subscription Right will be issued to Diversified Metals;
- (b) the Second Placement Subscription Right will be granted following the exercise of the Put Right and payment of the Second Placement on the terms summarised in Annexure A;
- (c) the Second Placement Subscription Right will be granted to the Subscriber no later than 3 months after the date of the Meeting;
- (d) if the Second Placement Subscription Right is granted (which will constitute the issue of a 'convertible security' within the meaning of the Listing Rules), the Subscriber will have the right to be issued Placement Shares (at one or more times, from time to time) in relation to the Second Placement Subscription Right within 24 months of the date on which the Second Placement Subscription Right is granted. The maximum number of Placement Shares to be issued upon the exercise(s) of the Second Placement Subscription Right is unknown as at the date of this Notice. However, please refer above to Section 5.3 for a hypothetical worked example of the potential number of Placement Shares to be issued, using an assumed low, mid and high-range Purchase Price. The Purchase Price will be determined as set out in Annexure A. Placement Shares issued on exercise of the Second Placement Subscription Right will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (e) if the Second Placement Subscription Right is granted (which will constitute the issue of a 'convertible security' within the meaning of the Listing Rules), the Company will be required to issue to the Subscriber Placement Shares worth \$2,140,000 in the aggregate, determined in accordance with the Purchase Price formula set out in Annexure A. The Purchase Price of the Placement Shares to be issued on exercise of the Second Placement Subscription Right are unknown as at the date of this Notice. This number of Placement Shares will be determined as set out in the summary of the Subscription Agreement in Annexure A;
- (f) the grant of the Second Placement Subscription Right will be made in consideration of the Second Placement, being the \$2,000,000 payment by the Subscriber in accordance with the terms set out in Annexure A;
- (g) the purpose of the grant of the Second Placement Subscription Right (and the subsequent issue of the Placement Shares) will be to satisfy the Company's obligations under the Subscription Agreement should the Company elect to exercise its Put Right in relation to the Second Placement;
- (h) the grant of the Second Placement Subscription Right and the subsequent issue of the Placement Shares in relation thereto will be granted/issued to Diversified Metals under the Subscription Agreement. A summary of the material terms of the Subscription Agreement is set out in Annexure A; and
- (i) the grant of the Second Placement Subscription Right will not be granted under, or to fund, a reverse takeover.

5.5 Listing Rule 14.1A

Listing Rule 14.1A provides that a notice of meeting which contains a resolution approval of security holders under the Listing Rules must summarise the relevant Listing Rule (see summary of Listing Rule 7.4 at Section 5.2) and what will happen if security holders give, or do not give, that approval.

If Resolution 4 is passed, and if, during the three months after the date of the Meeting, the Put Right is exercised by the Company and the Subscriber pays the Company the \$2,000,000 constituting the Second Placement, then the grant of the Second Placement Subscription Right to the Subscriber 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. Similarly, in those circumstances, any Placement Shares issued on exercise of the Second Placement Subscription Right will fall within Listing Rule 7.2 exception 9 and/or 16 and will therefore 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 4 is not passed (or the Second Placement Subscription Right is not granted within the period of 3 months following the date of the Meeting), the Company will only be able to exercise the Put Right in relation to the Second Placement (and accordingly grant the Second Placement Subscription Right to the Subscriber) if it has sufficient capacity under the Company's placement capacity under Listing Rule 7.1 (taking into account the Placement Shares to be issued pursuant to the Second Placement Subscription Right, in accordance with the Listing Rules). This would effectively decrease the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date on which the Put Right in relation to the Second Placement is exercised (thereby constituting an agreement to grant the Second Placement Subscription Right to the Subscriber). Alternatively, if there is insufficient capacity under ASX Listing Rule 7.1, the grant of the Second Placement Subscription Right will not proceed, and the Company will not be able to proceed with the Second Placement (and receive the additional \$2,000,000 of funding).

For clarity, the Second Placement Subscription Right is not contingent in any way on Resolution 4 being passed, and even if Resolution 4 is passed, the Second Placement Subscription Right may be granted after the 3 months following the date of the Meeting (in which case the Second Placement Subscription Right will not be granted under the authority granted under Resolution 4).

6. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT FACILITY

6.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (“10% Placement Facility”). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$13,011,602 (based on 929,400,157 ordinary shares on issue and the closing price of A\$0.014 on the ASX on 9 November 2021).

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

The primary purpose for the 10% Placement Facility is to enable the Company to raise additional capital without additional regulatory impediments and to pursue possible future investment opportunities that may arise.

Directors’ recommendation

The Directors of the Company believe that this resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this resolution.

6.2 Description of Listing Rule 7.1A

a. Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

b. Equity Securities

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

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

The Company, as at the date of the Notice, has on issue two classes of quoted Equity Securities:

- i) Shares (ASX code: KFE)
- ii) Listed Options with exercise price of \$0.10 expiring 31 December 2021 (ASX code: KFEOA)

c. Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A = the number of fully paid Shares on issue at the commencement of the relevant period,

- plus, the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 exception 9, 16 or 17,
- plus, the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4,
- plus the number of partly paid ordinary securities that became fully paid in the relevant period,
- less the number of fully paid ordinary securities cancelled in the relevant period;

D = 10%

E = the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by holders of its ordinary securities under rule 7.4; and

“relevant period” has the same meaning as in rule 7.1.

d. Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 932,962,373 quoted ordinary shares and has a capacity to issue:

- 137,910,023 Equity Securities under Listing Rule 7.1; and
- 93,296,237 Equity Securities under Listing Rule 7.1A 10 %, subject to Shareholder approval being sought under this resolution.

This calculation is based upon shareholder approval for the ratification of the prior issue of ordinary securities under the Resolution 3 of this Notice of Meeting and Resolution 1 of the General meeting being held 19 November 2021.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

e. Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded, immediately before:

- i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (e)(i) above, the date on which the Equity Securities are issued.

f. 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- ii) the time and date of Company's next annual general meeting; or
- iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

("10% Placement Period").

6.3 Listing Rule 7.1A

The effect of resolution 5 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1. If resolution 5 is not carried the 10% Placement Facility will not be available.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

6.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days, on which trades in those securities were recorded, immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a)(i) above, the date on which the Equity Securities are issued.

- (b) If this resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company may be diluted as shown in Table A (below). There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

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

Table A shows the dilution of existing Shareholders on the basis of the current market price of ordinary shares (closing price as at 9 November 2021) and the current number of ordinary securities for variable "A" (being 932,962,373, inclusive of the 3,562,216 issued 10 November 2021) calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

Table A also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0070 50% decrease in issue price	\$0.0140 Issue price	\$0.0280 100% increase in issue price
Current Variable A 932,962,373 Shares	10% voting dilution	93,296,237 Shares	93,296,237 Shares	93,296,237 Shares
	Funds raised	\$653,074	\$1,306,147	\$2,612,295
50% increase in current Variable A 1,399,443,559 Shares	10% voting dilution	139,944,355 Shares	139,944,355 Shares	139,944,355 Shares
	Funds raised	\$979,610	\$1,959,221	\$3,918,442
100% increase in current Variable A 1,865,924,746 Shares	10% voting dilution	186,592,474 Shares	186,592,474 Shares	186,592,474 Shares
	Funds raised	\$1,306,147	\$2,612,295	\$5,224,589

The table has been prepared on the following assumptions:

- (i) There are currently 932,962,373 quoted Shares on issue, inclusive of the 3,562,216 issued 10 November 2021.
- (ii) The issue price set out above is the closing Share price on the ASX on 9 November 2021.
- (iii) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (iv) No Options are exercised into Shares before the date of the issue of the Equity Securities.

- (v) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example at 10%.
 - (vi) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
 - (vii) The table shows only the effect of the issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (viii) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (ix) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or without approval under Listing Rule 7.1.
 - (x) The above table does not take into account the ordinary shares yet to be issued, subject to shareholder approval at a general meeting to be held on 19 November 2021, before this annual general meeting. These include 384,615,385 ordinary shares (resolution 2) and up to 133,333,333 ordinary shares (resolution 3).
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under resolution 6 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking)).
- (d) The Company may only seek to issue the Equity Securities for cash consideration. The Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rule 7.1A(4) upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

If Resolution 5 is approved by Shareholders, the Company may issue Equity Securities under the 10% Placement Facility during the Placement Period when the circumstances of the Company require.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

- (e) The Company did not obtain Shareholder approval under Listing Rule 7.1A at its 2020 Annual General Meeting, and therefore has not issued any Equity Securities under Listing Rule 7.1A during the 12 months preceding the date of the Meeting.

- (f) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice

Directors' recommendation

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities, for the purpose of funding progress with its existing projects or strategic acquisitions, representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommends that Shareholders approve this resolution.

The Chair intends to vote all available proxies in favour of this resolution.

GLOSSARY

In this Notice and Explanatory Memorandum the following terms have the following meanings unless the context otherwise requires:

"10% Placement Facility" has the meaning given to it in Section 6.1;

"10% Placement Period" has the meaning given to it in Section 6.2(e);

"Annual Report" means the annual report of the Company for the financial year ended 30 June 2020;

"ASIC" means the Australian Securities and Investments Commission;

"ASX" means ASX Limited ACN 008 624 691;

"Auditor's Report" means the auditor's report contained in the Annual Report;

"Board" means the board of Directors;

"Business Day" has the meaning given to it in the Listing Rules;

"Chair" means the chair of the Meeting.

"Chairman" means the chairman of the Board;

"Closely Related Party" of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

"Company" means Kogi Iron Limited (ACN 001 894 033);

"Constitution" means the constitution of the Company;

"Corporations Act" means the Corporations Act 2001 (Cth);

"Director" means a director of the Company;

"Equity Securities" has the same meaning as in the Listing Rules;

"Explanatory Memorandum" means this Explanatory Memorandum;

"Key Management Personnel" has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

"Listing Rules" means the official listing rules of the ASX;

"Notice" and **"Notice of Meeting"** means the notice of meeting to which this Explanatory Memorandum is attached;

"Official List" means the official list of ASX;

"Performance Rights" means the equity securities granted to existing Directors at the 2019 Annual General Meeting;

"Proxy Form" means the proxy form attached to this Notice;

"Remuneration Report" means the remuneration report contained in the Annual Report;

"Resolution" means a resolution set out in this Notice;

"Schedule" means a schedule to this Notice and Explanatory Memorandum;

“Section” means a section of this Explanatory Memorandum;

“Share” means an ordinary fully paid ordinary share in the capital of the Company and **“Shareholder”** has a corresponding meaning;

“Trading Day” has the meaning ascribed to that term in the Listing Rules.

ANNEXURE A – SUMMARY OF SUBSCRIPTION AGREEMENT (Resolution 4)

A summary of the material terms of the Subscription Agreement is set out below.

Placement Shares

Kogi will issue Shares (**Placement Shares**) in relation to all or part of the Subscription Placement made by the Subscriber, at the Subscriber's request, within 24 months of the date of the corresponding prepayment. The number of shares so issued by the Company will be determined by applying the Purchase Price (as set out below) to the subscription price prepaid by the Subscriber, but subject to the Floor Price (as set out below).

Pricing

Subject to the Floor Price described below, the Purchase Price will be determined by the average of the five-daily volume-weighted average prices selected by the Subscriber during the 20 consecutive trading days immediately prior to the date of the Subscriber's notice to issue shares, less an 8% discount (or a 10% discount if the Placement Shares are issued after 26 April 2022) (rounded down to the next one tenth of a cent, or if the share price exceeds \$0.10, the next half a cent) (the **Purchase Price**). The Purchase Price will, nevertheless, be the subject of the Floor Price of \$0.01. If the Purchase Price formula results in a price that is less than the Floor Price, the Company may refuse to issue shares and instead opt to repay the relevant subscription price in cash (with a 5% premium), subject to the Subscriber's right to receive Shares at the Floor Price in lieu of such cash repayment. The Purchase Price will not be the subject to a cap (thereby ameliorating a potential dilutive effect of a capital raising at today's share price level).

Refusal to issue Shares

The Company will have the right (but no obligation) to refuse an issuance of shares in relation to the Subscriber's request for issuance and instead to repay the subscription amount by making a payment to the Subscriber equal to the number of shares that would have otherwise been issued multiplied the Purchase Price or, if greater, the market value of the Placement Shares at that time.

First Placement

Under the Subscription Agreement, the Subscriber agreed to make an initial placement to raise \$2,000,000 (**First Placement**) as consideration for the grant of the right to be issued Shares (**Placement Shares**) worth \$2,140,000 (the **First Placement Subscription Right**) in accordance with the terms of the Subscription Agreement.

The First Placement Subscription Right was approved by shareholders at a general meeting held on 11 June 2021. The First Placement occurred on 18 June 2021, at which time the Company granted the First Placement Subscription Right to the Subscriber. In relation thereto, funds in the amount of \$2,000,000 (before costs) were received by the Company. As at 9 November 2021, the Subscriber had exercised the First Placement Subscription Right in relation to \$480,000 of the original \$2,140,000 subscription amount of the First Placement Subscription Right. In relation to such \$480,000 subscription amount, the Company issued 43,636,364 Placement Shares on 9 September 2021, utilising the Purchase Price formula summarised in Annexure A. The remaining balance of the First Placement Subscription Right of \$1,660,000 must be exercised by the Subscriber by no later than 18 June 2023.

Initial Placement Shares

Following shareholder approval on 11 June 2021, the Company issued 9.8 million Shares to the Subscriber on 16 June 2021, towards the ultimate number of Placement Shares to be issued. Alternatively, in lieu of applying these shares towards the aggregate number of the Placement Shares to be issued by the Company, the Subscriber may make a further payment to the Company equal to the value of these shares determined using the Purchase Price at the time of the payment.

Commencement Fee Shares

The Company agreed, concurrent with the funding of First Placement, to pay a fee of \$159,900 to the Subscriber by way of the issue of ordinary shares. Following the requisite shareholder approval on 11 June 2021, 11,421,429 shares were issued on 16 June 2021 in satisfaction of this obligation.

Subscriber Options

The Company also agreed, concurrent with the funding of First Placement, to grant 14.8 million unlisted options to the Subscriber. Following the requisite shareholder approval, the options were granted on 16 June 2021. The options are exercisable at anytime through to 15 June 2024, at an exercise price of \$0.023765 per share.

Second Placement (the subject of Resolution 4)

Under the Subscription Agreement, if (and only if) Kogi exercises its right to receive the proceeds therefrom (**Put Right**), the Subscriber has agreed to make a second placement to raise \$2,000,000 (**Second Placement**) as consideration for the grant of the right to be issued Placement Shares worth \$2,140,000 (the **Second Placement Subscription Right**) in accordance with the terms of the Subscription Agreement.

Under the Subscription Agreement, neither the Subscriber nor Kogi has any obligation in relation to the Second Placement or the Second Placement Subscription Right unless Kogi exercises its Put Right in relation to the Second Placement on or before 30 March 2022 (pursuant to a formal extension given by the Subscriber from the original deadline of by 26 October 2020).

If (and only if) Kogi exercises its Put Right in relation to the Second Placement, the Second Placement will occur on a date determined by the Subscriber that is after the exercise date of the Put Right and on or before 18 November 2022 (pursuant to a formal extension given by the Subscriber from the original deadline of 16 June 2022).

The abovementioned formal extensions were given by the Subscriber without any further fees, options or other alterations to the Subscription Agreement.

The proceeds from the Second Placement will not exceed 15% of the Company's market capitalisation, without the Subscriber's consent.

The Subscriber will not be obligated to provide the Second Placement, and/or may reduce the size of the Second Placement, if the market price of the Company's shares is below \$0.009 and does not recover to above that level within two months after the Subscriber providing the Company with notice thereof. In addition, the Company and the Subscriber will each have the right to postpone the Second Placement by up to two months.

If Resolution 4 is approved by shareholders, Kogi will determine whether to exercise the option prior to the deadline for its exercise, based on its capital requirements, the macroeconomic conditions and its share price.

If Resolution 4 is not approved by shareholders, Kogi's decision to proceed with the Second Placement will be subject to sufficient available capacity under ASX Listing Rule 7.1.


Third Placement

Finally, subject to mutual consent of the Company and the Subscriber, further placements to raise up to \$2,500,000 (**Third Placement**) may be made by the Subscriber as consideration for the grant of the right to issued Placement Shares worth up to \$2,500,000 (the **Third Placement Subscription Right**), in accordance with the terms of the Subscription Agreement.

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Kogi Iron Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **1.00pm (AEDT) on Wednesday, 15 December 2021 at Level 1, 24 Bank Place, South Melbourne, Melbourne, Victoria and at the Celtic Club, 48 Ord Street, West Perth (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).


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

VOTING DIRECTIONS

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

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director – Peter Huljich	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Ratification of Prior Issue of Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Approval of Second Placement Subscription Right	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your 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 A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1.00pm (AEDT) on Monday, 13 December 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

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

QR Code



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



BY MAIL

Kogi Iron Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

Deliver it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

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

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