



**COHIBA**  
MINERALS LIMITED

**COHIBA MINERALS LIMITED**  
**ACN 149 026 308**

# **Notice of General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Friday, 10 May 2024**

Time of Meeting:  
**10:00am (AEST)**

Location:  
**Virtual meeting**

*This Notice of General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.*

# COHIBA MINERALS LIMITED

ACN 149 026 308

Registered office: Level 21, 459 Collins Street, Melbourne Victoria 3000

## NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of shareholders of Cohiba Minerals Limited (the “Company”) will be held as a virtual meeting on Friday, 10 May 2024 at 10:00am (AEST) (“General Meeting” or “Meeting”).

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders attending the Meeting virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the Meeting.

The virtual meeting can be attended using the following details:

**When:** Friday, 10 May 2024 at 10:00am (AEST)

**Topic:** Cohiba Minerals Limited: General Meeting

**Register in advance for the virtual meeting:**

[https://us06web.zoom.us/webinar/register/WN\\_Hk4XaX2ZS2OLtiti9ev0GA#/registration](https://us06web.zoom.us/webinar/register/WN_Hk4XaX2ZS2OLtiti9ev0GA#/registration)

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online. The Company will conduct a poll on each resolution presented at the meeting. The Company will accept questions during the meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the meeting by email to [admin@cohibaminerals.com.au](mailto:admin@cohibaminerals.com.au). The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any shareholders who wish to attend the Meeting should monitor the Company’s website and its ASX announcements for any updates about the Meeting. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at [asx.com.au](http://asx.com.au) (ASX: CHK) and on its website at [www.cohibaminerals.com.au](http://www.cohibaminerals.com.au).

# AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

## ORDINARY BUSINESS

### Resolution 1: Ratification and approval of prior issue of Shares

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

*“That the prior agreement by the Company to issue 538,000,000 Shares at \$0.0012 (0.12 cents) per Share to unrelated professional and sophisticated investors on the terms and conditions in the accompanying Explanatory Statement be approved and ratified for the purposes of ASX Listing Rule 7.4 and for all other purposes.”*

### Resolution 2: Approval for Issue of Shares

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 87,000,000 Shares at \$0.0012 (0.12 cents) per Share to unrelated professional and sophisticated investors, as described in the Explanatory Statement which accompanied and formed part of this Notice.”*

### Resolution 3: Approval for Issue of Options

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, shareholders approve the issue of up to 312,500,000 Unlisted Options to unrelated professional and sophisticated investors who participated in the Placement the subject of Resolutions 1 and 2, as described in the Explanatory Statement which accompanied and formed part of this Notice.”*

### Resolution 4: Approval of Issue of Placement Securities to Mr Mordechai Benedikt, Director of the Company

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue of 83,333,333 Placement Shares and 41,666,666 Attaching Options to Mr Mordechai Benedikt, Director of the Company (and/or his nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice.”*

### Resolution 5: Change of Company Name

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

*“That, for the purposes of purposes of sections 136(2) and 157(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, the Company’s name be changed from ‘Cohiba Mineral’s Limited’ to ‘Altair Minerals Limited’ and the Constitution of the Company be amended to reflect the change of name of the Company to ‘Altair Minerals Limited’ by changing all references to the name of the Company to Altair Minerals Limited, effective from when ASIC alters the details of the Company’s registration.”*

By order of the Board



**Justin Mouchacca**  
Company Secretary

Dated: 10 April 2024

## Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the General Meeting, Shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEST) on the date 48 hours before the date of the General Meeting. Only those persons will be entitled to vote at the General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

### 3. Proxies

#### All voting will be conducted by poll.

The Directors instruct all Shareholders who would like to appoint a proxy to lodge a proxy form prior to Wednesday, 8 May 2024 at 10:00am (AEST) (**Proxy Cut-Off Time**). Please refer to the accompanying proxy form for further details on how to appoint a proxy.

Shareholders are strongly encouraged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.

### 4. Asking questions

A discussion will be held on all items of business to be considered at the Meeting. Shareholders will have a reasonable opportunity to ask questions during the Meeting.

To ensure that as many Shareholders as possible have the opportunity to speak, we ask that all shareholders observe the following when asking questions:

- (a) all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting and general questions about the performance, business or management of the Company;
- (b) if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- (c) Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

If you wish to register questions in advance of the Meeting, you are invited to do so by sending your questions at least two business days prior to the Meeting by email to [admin@cohibaminerals.com.au](mailto:admin@cohibaminerals.com.au). We will attempt to address the more frequently asked questions at the Meeting.

### 5. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

### 6. How the Chair will vote undirected proxies

Subject to the restrictions set out below, the Chair of the Meeting intends to vote all undirected proxies on, and in favour of, all of the proposed Resolutions.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

### 7. Voting Exclusion Statement:

The Listing Rules require that certain persons must not vote, and that the Company must disregard any votes cast by or on behalf of certain persons, on the resolutions to be considered at the Meeting. These voting exclusions are described below.

#### Resolutions 1 to 4

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 1 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or any of their respective associates.
- (b) Resolution 2 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 entity), or any of their respective associates.
- (c) Resolution 3 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 entity), or any of their respective associates.
- (d) Resolution 4 by or on behalf of Mr Mordechai Benedikt (or his nominee(s)) any other person who will obtain a material benefit as a result of, the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

**Resolution 5**

There is no voting exclusion for this resolution

**8. Enquiries**

Shareholders are invited to contact the Company Secretary, Justin Mouchacca on (03) 8360 3321 if they have any queries in respect of the matters set out in these documents.

## EXPLANATORY STATEMENT

### Resolution 1: Ratification and approval of prior issue of Shares

On 20 February 2024, the Company announced that it had received commitments from professional and sophisticated investors identified by Phoenix (defined below) or the Company) for a placement of 708,333,333 fully paid ordinary shares (**Placement Shares**) at an issue price of \$0.0012 (0.12 cents) per Placement Share to raise \$850,000 before costs (**Placement**).

The Placement consists of two tranches. Tranche 1 comprising 538,000,000 Shares was agreed by the Company to be issued utilising the Company's existing placement capacity under ASX Listing Rule 7.1 (**Tranche 1 Placement Shares**). Shareholder ratification of the agreement by the Company to issue the Tranche 1 Placement Shares is sought pursuant to this Resolution 1. The Company proposes issuing the Tranche 1 Placement Shares either prior to, or shortly following, the Meeting.

Tranche 2 comprises 87,000,000 Shares (**Tranche 2 Placement Shares**) that are to be issued subject to shareholder approval. Shareholder approval for the issue of the Tranche 2 Placement Shares is being sought under Resolution 2 of this Notice.

Subject to receipt of shareholder approval, participants in the Placement as described for Resolutions 1 and 2 are to receive one (1) attaching Option for every two Placement Shares issued under the Placement, with each attaching Option exercisable at an exercise price of \$0.003 each and with an expiry date 3 years from the date of issue (**Attaching Options**). Shareholder approval for the issue of the Attaching Options is being sought under Resolution 3 of this Notice.

Executive Chairman, Mr Mordechai Benedikt (and/or his nominee(s)), has agreed to participate in the Placement and subscribe for \$100,000 being 83,333,333 Placement Shares and 41,666,666 Attaching Options. Shareholder approval for the issue of these Placement Shares and Attaching Options is being sought under Resolution 4 of this Notice.

Phoenix Global Investments Pty Ltd (**Phoenix**) was engaged as lead manager of the Placement and the Company has agreed to pay Phoenix a capital raising fee of 6% of the amount raised under the Placement.

Resolution 1 seeks shareholder approval to ratify the prior issue of 538,000,000 Tranche 1 Placement Shares to unrelated professional and sophisticated investors identified by Phoenix or the Company.

### **ASX Listing Rules**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions including ASX Listing Rule 7.1, issue or agree to issue during any twelve (12) month period any Equity Securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to ASX Listing Rule 7.1 (provided the previous issue or agreement to issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

The Company seeks approval under ASX Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under ASX Listing Rules 7.1.

If Shareholders approve Resolution 1, the Tranche 1 Placement Shares the subject of Resolution 1 that the Company agreed to issue will no longer use the placement capacity available to the Company under Listing Rules 7.1 (and, if the relevant Shareholder approval is held at the time, Listing Rule 7.1A). If Shareholders do not approve Resolution 1, the Tranche 1 Placement Shares the subject of Resolution 1 will continue to use the placement capacity available to the Company under Listing Rule 7.1 (and, if the relevant Shareholder approval is held at the time, Listing Rule 7.1A).

The following information is provided for Resolution 1 in accordance with ASX Listing Rule 7.5:

- The Company agreed to issue the Tranche 1 Placement Shares to unrelated professional and sophisticated investors identified by Phoenix or the Company.
- There were no related parties, key management personnel, substantial holders, advisor or an associate of these persons who was issued more than 1% of the issued capital of the Company through this issue.

- The number of securities agreed to be issued by the Company was 538,000,000 fully paid ordinary shares (Tranche 1 Placement Shares).
- The Tranche 1 Placement Shares are proposed to be issued prior to, or just after, the Meeting and in any event no later than 3 months after the date of the Meeting.
- The Tranche 1 Placement Shares are to be issued at \$0.0012 per Tranche 1 Placement Share.
- Funds raised from the issue of Tranche 1 Placement Shares the subject of this Resolution 1 are to be used for working capital requirements and due diligence activities on new potential acquisitions.
- A voting exclusion statement as set out in the Notice applies to Resolution 1.

### **Director recommendation**

The Directors unanimously recommend that shareholders vote in favour of Resolution 1.

### **Resolution 2: Approval for Issue of Shares**

On 20 February 2024, the Company announced a Placement the full details of which are outlined in Resolution 1 of this Notice.

Resolution 2 seeks the required Shareholder approval for the proposed issue of 87,000,000 Tranche 2 Placement Shares to unrelated professional and sophisticated investors identified by Phoenix or the Company.

### **Listing Rule 7.1**

As mentioned 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 securities it had on issue at the start of that period.

The effect of Resolution 2 will be to allow the Company to issue the Tranche 2 Placement Shares during the period of 3 months after the Meeting without using the Company's 15% Placement Capacity.

The proposed issue of the Tranche 2 Placement Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% Placement Capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity (and, if the relevant Shareholder approval is held at the time, 10% Placement Capacity), effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and the Company may need to seek an alternative means of raising capital.

For the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 2 Placement Shares:

- The Company intends to issue the Tranche 2 Placement Shares to unrelated professional and sophisticated investors identified by Phoenix or the Company.
- There are no related parties, key management personnel, substantial holders, advisor or an associate of these persons proposed to be issued more than 1% of the issued capital of the Company through the issue under this Resolution 2.
- The number of securities to be issued is 87,000,000 fully paid ordinary shares (Tranche 2 Placement Shares).
- The Tranche 2 Placement Shares will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 3 months after the date of the Meeting.
- The issue price of the Tranche 2 Placement Shares will be \$0.0012 per Tranche 2 Placement Share.
- Funds raised from the issue of Tranche 2 Placement Shares the subject of this Resolution 2 will be used for working capital requirements and due diligence activities on new potential acquisitions.
- A voting exclusion statement as set out in the Notice applies to Resolution 2.

### **Board recommendation**

The Directors unanimously recommend that shareholders vote in favour of Resolution 2.

### Resolution 3: Approval for Issue of Options

On 20 February 2024, the Company announced a Placement the full details of which are outlined in Resolution 1 of this Notice.

Resolution 3 seeks the required Shareholder approval for the proposed issue of 312,500,000 Attaching Options to unrelated professional and sophisticated investors identified by Phoenix or the Company who participated in the Placement the subject of Resolutions 1 and 2.

#### Listing Rule 7.1

As mentioned 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 securities it had on issue at the start of that period.

The effect of Resolution 3 will be to allow the Company to issue the Attaching Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% Placement Capacity.

The proposed issue of the Attaching Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% Placement Capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Attaching Options. In addition, the issue of the Attaching Options will be excluded in calculating the Company's 15% Placement Capacity (and, if the relevant Shareholder approval is held at the time, the Company's 10% Placement Capacity), effectively increasing, subject to exercise of the Attaching Options into Shares, the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Attaching Options and the Company may need to seek an alternative means of raising capital.

For the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Attaching Options:

- The Company intends to issue the Attaching Options to unrelated professional and sophisticated investors identified by Phoenix or the Company who participate in the Placement the subject of Resolutions 1 and 2.
- There are no related parties, key management personnel, substantial holders, advisor or an associate of these persons proposed to be issued more than 1% of the issued capital of the Company through the issue under this Resolution 3.
- The number of securities to be issued is 312,500,000 Attaching Options.
- The Attaching Options will have an exercise price of \$0.003 (0.3 cents) and expire on the date that is date 3 years from the date of issue. Upon exercise, entitle the holder to one fully paid ordinary share in the Company. The unlisted Options otherwise have terms as set out in Annexure A.
- The Attaching Options will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 3 months after the date of the Meeting.
- The Attaching Options will be issued for nil consideration as free-attaching to Placement Shares on the basis of one Attaching Option for every two Placement Shares.
- While no funds will be raised from the issue of the Attaching Options, any funds raised from the exercise of the Attaching Options the subject of this Resolution 3 (if any) will be used for working capital requirements.
- A voting exclusion statement as set out in the Notice applies to Resolution 3.

#### Board recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 3.

### Resolution 4: Approval of Issue of Placement Securities to Mr Mordechai Benedikt, Director of the Company

On 20 February 2024, the Company announced a Placement the full details of which are outlined in Resolution 1 of this Notice.

Resolution 3 seeks the required Shareholder approval for the proposed issue and allotment of 83,333,333 Placement Shares and 41,666,666 Attaching Options (**Benedikt Securities**) to Mr Mordechai Benedikt, a Director of the Company (and/or his nominee(s)) pursuant to his participation in the Placement on the same terms as unrelated



investors, raising \$100,000.

### **Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Mordechai Benedikt is a director of the Company, Mr Mordechai Benedikt is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the Benedikt Securities to Mr Mordechai Benedikt (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of the Benedikt Securities and will raise funds of \$100,000. Additionally, as Shareholder approval pursuant to ASX Listing Rule 7.1 will not be required for the issue of the securities (because approval is being obtained under ASX Listing Rule 10.11), the issue of the securities will not be included in the calculation of the Company's 25% limit in ASX Listing Rules 7.1 (15%) and, if the relevant Shareholder approval is held at the time, 7.1A (10%).

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of the Benedikt Securities and funds of \$100,000 will not be raised as part of the Placement.

### **Information required by ASX Listing Rule 10.13**

The following information in relation to the issue of the Benedikt Securities to Mr Mordechai Benedikt is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- The Company intends to issue the Benedikt Securities to Mr Mordechai Benedikt, a Director of the Company (or his nominee(s)).
- Mr Mordechai Benedikt is a Director of the Company and is therefore a related party to whom ASX Listing Rule 10.11.1 applies.
- The number of securities to be issued is 83,333,333 Placement Shares and 41,666,666 Attaching Options, comprising the Benedikt Securities.
- The Placement Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company. The Attaching Options will have an exercise price of \$0.003 (0.3 cents) and expire on the date that is date 3 years from the date of issue. Upon exercise, entitle the holder to one fully paid ordinary share in the Company. The unlisted Options otherwise have terms as set out in Annexure A.
- The Benedikt Securities will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 1 month after the date of the Meeting.
- The Placement Shares will be issued at \$0.0012 (0.12 cents) per Placement Share. The Attaching Options will be issued for nil consideration as free-attaching to Placement Shares on the basis of one Attaching Option for every two Placement Shares issued.

- Funds raised from the issue of Placement Shares the subject of this Resolution 4 will be used for working capital requirements and due diligence activities on new potential acquisitions. While no funds will be raised from the issue of the Attaching Options the subject of this Resolution 4, any funds raised from the exercise of the Attaching Options (if any) will be used for working capital requirements.
- A voting exclusion statement as set out in the Notice applies to Resolution 4.

## Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of the Benedikt Securities (which are types of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Andrew Graham, and Nochum Labkowski) carefully considered the issue of the Benedikt Securities to Mr Mordechai Benedikt and formed the view that the giving of this financial benefit is on arm’s length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company pursuant to the Placement.

Accordingly, the non-conflicted Directors of the Company believe that the issue of the Benedikt Securities to Mr Mordechai Benedikt fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of the Benedikt Securities to Mr Mordechai Benedikt requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

## Board recommendation

The Directors (with Mr Mordechai Benedikt abstaining) recommend that shareholders vote in favour of Resolution 4.

## Resolution 5: Change of Company Name

Resolution 5 seeks the approval of shareholders for the Company to change its name to ‘Altair Minerals Limited’ and to make minor changes to the Constitution of the Company (**Constitution**) to reflect the change of name of the Company to Altair Minerals Limited.

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Section 136(2) of the Corporations Act provides that a company may modify its constitution, or a provision of its constitution, by special resolution.

If Resolution 5 is passed, the change of name and minor amendment to the Constitution will take effect when ASIC alters the details of the Company’s registration.

If Resolution 5 is passed, the Company will lodge a copy of the special resolution with ASIC in order to effect the change, as well as an amended copy of the Constitution.

Resolution 5 is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

The Board unanimously support the change of the Company’s name and recommend shareholders vote in favour of Resolution 5.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**AEST**” means Australian Eastern Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice and **Chairman** shall have a corresponding meaning;

“**Company**” means Cohiba Minerals Limited ABN 72 149 026 308;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Convertible Security**” means a security of the Company which is convertible into shares;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX and **ASX Listing Rules** shall have a corresponding meaning;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Meeting including the Explanatory Statement;

“**Option**” means an option which, subject to its terms, could be exercised into a Share;

“**Placement**” has the meaning given in Resolution 1 of the Notice;

**Placement Share**” has the meaning given in Resolution 1 of the Notice;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Section**” means a section of the Explanatory Statement;

“**Share**” means a fully paid ordinary share in the capital of the Company; and

“**Shareholder**” means shareholder of the Company.

**ANNEXURE A**  
**TERMS OF UNLISTED OPTIONS**

Reference below to **Options** is to Attaching Options the subject of Resolutions 3 and 4:

- (a) Each Option entitles the holder to acquire one fully paid ordinary share (**Share**) in the capital of the Company. The Company does not propose applying for quotation (listing) of the Options.
- (b) The exercise price is \$0.003 (0.3 cents) (**Exercise Price**) per Option.
- (c) Each Option is exercisable at any time prior to 5:00pm Melbourne time on the date that is three years after issue of the Options (**Expiry Date**).
- (d) Options may be exercised by providing written notice together with payment for the number of Shares in respect of which Options are exercised to the registered office of the Company.
- (e) Any Option that has not been exercised prior to the Expiry Date or cancelled in accordance with these terms shall automatically lapse.
- (f) An Option shall not be able to be exercised (and the Company will not be required to issue Shares upon such exercise) if it would be unlawful to do so.
- (g) Subject to applicable law, Options are freely transferable.
- (h) The Exercise Price is payable in full upon exercise of Options.
- (i) Where an Option holder determines to exercise some, but not all, of their held Options, the total aggregate amount payable to exercise the Options must be a minimum of \$1,000.
- (j) All shares issued upon exercise of Options will rank pari passu in all respect with, and have the same terms as, the Company's then issued fully paid ordinary shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX and the Company being listed on ASX at the relevant time. The Options will not give any right to participate in dividends until shares are issued pursuant to the terms of the relevant Options.
- (k) There are no participation rights or entitlements inherent in the Options. Option holders are not entitled to participate in new issues of securities offers to shareholders without first exercising the Option. Prior to the Expiry Date and if required by the ASX Listing Rules, the Company will send notices to option holders in accordance with the time limits required by the ASX Listing Rules in respect of offers of securities made to shareholders.
- (l) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- (m) Options will otherwise have the terms as required by ASX and the ASX Listing Rules.

# Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (AEST) on Wednesday, 08 May 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

**All enquiries to Automic:**

**WEBSITE:** <https://automicgroup.com.au/>

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

