

**SENTINEL EXPLORATION LTD
ACN 644 425 678**

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY STATEMENT

AND

PROXY FORM

IMPORTANT INFORMATION

*This is an important document that should be read in its entirety.
If you do not understand it you should consult your professional advisers without delay.*

*If you wish to discuss any aspect of this document with the Company please contact
Mr Keith Bowker on telephone +61 8 6144 0590*

NOTICE OF ANNUAL GENERAL MEETING

SENTINEL EXPLORATION LTD ACN 644 425 678

NOTICE IS HEREBY GIVEN that the 2024 Annual General Meeting (**Meeting**) of the members of Sentinel Exploration Ltd will be held at 11.30am on 27 November 2024 at Suite 2, 20 Howard Street, Perth, Western Australia, 6000 to consider and, if thought fit, to pass the following Resolution:

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

AGENDA

1. Financial & Other Reports

To receive and consider the Annual Report of the Company for the financial year ended 30 June 2024, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 – Re-election of Director – Mark Stowell

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

“That, for the purposes of clause 18.2 of the Constitution, and for all other purposes, Mr Mark Stowell, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

DATED this 24th day of October 2024.

BY ORDER OF THE BOARD



Keith Bowker
Company Secretary

Information for Shareholders

Definitions

Terms which are used in this Notice and which are defined in Section 3 of the Explanatory Statement have the meanings ascribed to them therein.

Voting Entitlement

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company on 25 November 2024 at 11:30am (WST).

This means that any Shareholder registered at 11:30am (WST) on 25 November 2024 is entitled to attend and vote at the Meeting.

Voting in person

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

Proxies

A member entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the member at the Meeting. A proxy need not be a member. If the member is entitled to cast 2 or more votes at the Meeting the member may appoint 2 proxies. If a member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes. A Proxy Form is attached with this Notice and provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

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

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- the appointed proxy is not the chair of the meeting;
- at the meeting, a poll is duly demanded on the resolution; and
- either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice as soon as possible and either:

- Return the Proxy Form by post to Automic, GPO Box 5193, Sydney, NSW, 2001; or
- Return the Proxy Form by delivery to Automic, Level 5, 126 Phillip Street, Sydney, NSW, 2000; or
- Send the Proxy Form to Automic by email at meetings@automicgroup.com.au.

To be effective a completed proxy form must be received by the Company by no later than 11.30am (WST) on 25 November 2024.

Where the Proxy Form is executed under power of attorney, the power of attorney must be lodged in like manner as the proxy.

SENTINEL EXPLORATION LTD

ACN 644 425 678

EXPLANATORY STATEMENT

This Explanatory Statement forms part of a Notice convening the 2024 Annual General Meeting of Sentinel Exploration Ltd to be held at 11.30am on 27 November 2024 at Suite 2, 20 Howard Street, Perth, WA, 6000. This Explanatory Statement is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolution proposed. Certain terms used in this Explanatory Statement are defined in Section 3.

1. Financial & Other Reports

In accordance with the Corporation Act, the business of the Meeting will include receipt and consideration of the Annual Report of the Company for the financial year ended 30 June 2024, which includes the Financial Report, the Directors' Report and the Auditor's Report.

The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so. The Annual Report is available on its website at www.sentinelexploration.com.au.

There is no requirement for Shareholders to approve the Annual Report.

2. Resolution 1 – Re-election of Director – Mark Stowell

2.1 General

Clause 18.2 of the Company's Constitution sets out the requirements for determining which Directors are to retire by rotation and seek re-election.

Mr Mark Stowell, who has served as a Director since 17 September 2020 and who was last re-elected on 18 November 2022, retires by rotation and seeks re-election.

If Resolution 1 is passed, Mr Mark Stowell will be re-elected as a Director.

If Resolution 1 is not passed, Mr Mark Stowell will not be re-elected as a Director and the Company will be required to seek a suitable replacement to be appointed to the Board as a Director.

2.2 Qualifications and other material directorships and positions held

Mr Stowell, B.Bus, CA, has over 20 years of corporate finance and resources business management experience. He served as manager in the corporate division of Arthur Anderson and subsequently in the establishment and management of a number of successful ventures as principal, including resources companies operating in Australia and internationally.

Mr Stowell was a founder director of Anvil Mining Ltd (Democratic Republic of Congo), a copper explorer and developer, for seven years until 2000. He was a founder and Non-Executive Director of Incremental Petroleum Limited, an oil and gas producer with operations in Turkey and the USA, until its takeover by a USA operator. He was Chairman and founder of Mawson West Ltd, a copper producer and explorer which completed an IPO on the Toronto Stock Exchange in one of the largest base metal IPO's of 2011.

Mr Stowell is currently Chairman of ASX listed entities, Kula Gold Limited and Southern Hemisphere Mining Limited.

Mr Stowell has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

2.3 Independence

If re-elected, the Board does not consider Mr Mark Stowell to be an independent Director given his 32.53% shareholding in the Company.

2.4 Board recommendation

Resolution 1 is an ordinary resolution.

The Board has reviewed Mr Mark Stowell's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform his role. Accordingly, the Board (other than Mr Mark Stowell) supports the re-election of Mr Mark Stowell and recommends that Shareholders vote in favour of Resolution 1.

3. DEFINITIONS

In this Explanatory Statement:

“Annual General Meeting or Meeting” means the meeting convened by the Notice.

“Annual Report” means the Directors' Report, the Financial Report, and the Auditor's Report, in respect to the year ended 30 June 2024.

“ASIC” means the Australian Securities & Investment Commission.

“Auditor” means the Company's auditor from time to time.

“Auditor's Report” means the report of the Auditor contained in the Annual Report.

“Board” means the current board of directors of the Company.

“Business Day” means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day.

“Chair” means the chair of the Meeting.

“Closely Related Party” has the meaning given in section 9 of the Corporations Act.

“Company” means Sentinel Exploration Ltd (ACN 644 425 678).

“Constitution” means the constitution of the Company as amended from time to time.

“Corporations Act” means the Corporations Act 2001 (Cth).

“Director” means the current directors of the Company.

“Directors' Report” means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities for the financial year ended 30 June 2024 provided to Shareholders.

“Explanatory Statement” means the explanatory statement accompanying the Notice.

“Financial Report” means the annual financial report in respect of the year ended 30 June 2024 prepared under Chapter 2M of the Corporations Act and contained in the Annual Report.

“Notice” and **“Notice of Meeting”** means this notice of meeting including the Explanatory Statement and the Proxy Form.

“Proxy Form” means the proxy form accompanying the Notice.

“Resolution” means the resolution set out in the Notice, or any one of them, as the context requires.

“Section” means a section of the Explanatory Statement.

“Share” means an fully paid ordinary share in the capital of the Company.

“Shareholder” means a registered holder of a Share.

“WST” means Western Standard Time as observed in Perth, Western Australia.

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