



**Coziron Resources Limited  
ACN 112 866 869**

## **Notice of Annual General Meeting**

**Annual General Meeting of Shareholders to be held at  
Level 9, 40 St Georges Terrace, Perth, Western Australia  
at 11.00am (WST) on Wednesday, 27 November 2019.**

**Important**

This Notice 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.

## Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Coziron Resources Limited ACN 085 166 721 (**Company**) will be held at Level 9, 40 St Georges Terrace, Perth, Western Australia at 11.00am (WST) on Wednesday, 27 November 2019.

### Business

#### 1. Annual Report for the financial year ended 30 June 2019

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To receive and consider the Annual Report of the Company, containing the Directors' Report, the Remuneration Report and the Auditor's Report, for the financial year ended 30 June 2019.

#### 2. Resolution 1 – Adoption of Remuneration Report

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To consider and, if thought fit, pass the following as a **non-binding resolution**:

*“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2019 be adopted.”*

**Note:** 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 by, or on behalf of, a member of the Company's Key Management Personnel (**KMP**), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2019 or a closely related party of a KMP whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### 3. Resolution 2 – Re-election of Dr Robert Ramsay

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

*“That Robert Ramsay, who retires by rotation in accordance with clause 11.3 of the Constitution and who is eligible and offers himself for re-election, be re-elected as a Director.”*

#### 4. Resolution 3 – Re-election of Simon Jackson

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

*“That Simon Jackson, who was appointed as a Director on 29 January 2019 and in accordance with clause 11.12 of the Constitution holds office until this Annual General Meeting, and who is eligible and offers himself for re-election, be re-elected as a Director..”*

## 5. Resolution 4 – Approval of 10% Placement Capacity

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To consider and, if thought fit, pass the following resolution as a **special resolution**:

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totaling up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, and otherwise as set out in the Explanatory Statement.”*

### Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, an issue under the 10% Placement Facility, (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of those persons.

However, the Company need not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

## 6. Resolution 5 - Approval of issue of Loan Repayment Shares to Creasy Group

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

*“That for the purposes ASX Listing Rule 10.11, and for all other purposes, approval be and is hereby given for the issue of up to 281,424,657 Shares at an issue price of \$0.01 per Share and 50,000,000 Loan Repayment Options to Yandal Investments Pty Ltd as repayment of loans as set out in the Explanatory Statement.”*

### Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Yandal Investments Pty Ltd, or any associate of those persons.

However, the Company need not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

## 7. Resolution 6 - Approval of issue of Loan Repayment Shares to Directors

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

- (a) “That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be and is hereby given to issue of up to 11,819,453 Shares at an issue price of \$0.01 per Share and up to 6,500,000 Loan Repayment Options to Adam Sierakowski and his associated entities (and/or its nominee) on the terms and conditions as outlined in the Explanatory Statement.”*
- (b) “That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be and is hereby given to issue of up to 15,357,534 Shares at an issue price of \$0.01 per Share and up to 10,000,000 Loan Repayment Options to Stephen Lowe and his associated entities (and/or its nominee) on the terms and conditions as outlined in the Explanatory Statement.”*
- (c) “That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be and is hereby given to issue of up to 4,670,548 Shares at an issue price of \$0.01 per Share and up to 2,000,000 Loan Repayment Options to Simon Jackson and his associated*

*entities (and/or its nominee) on the terms and conditions as outlined in the Explanatory Statement."*

**Voting Exclusion Statement**

**Adam Sierakowski:** The Company will disregard any votes cast in favour of Resolution 6(a) by or on behalf of Adam Sierakowski or any of his associates.

However, the Company need not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Stephen Lowe:** The Company will disregard any votes cast in favour of Resolution 6(b) by or on behalf of Stephen Lowe or any of his associates.

However, the Company need not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Simon Jackson:** The Company will disregard any votes cast in favour of Resolution 6(c) by or on behalf of Stephen Lowe or any of his associates.

However, the Company need not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

## **8. Resolution 7 – Ratification of Placement Securities**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of:*

- a) *118,944,873 Shares and 148,750,000 Placement Options issued under Listing Rule 7.1; and*
- b) *178,555,127 Shares issued under Listing Rule 7.1A,*

*to institutional and professional investors on 9 August 2019 as described in the Explanatory Statement."*

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this resolution by or on behalf of any person who participated in the Placement or any associate of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**9. Other business**

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In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Annual General Meeting.

**By order of the Board**

A handwritten signature in black ink, appearing to read 'S Hewitt-Dutton', with a long horizontal flourish extending to the right.

**Stephen Hewitt-Dutton**  
Company Secretary  
Coziron Resources Limited  
8 October 2019

## Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice.

This Explanatory Statement should be read in conjunction with the Resolutions set out in this Notice. Capitalised terms used in this Notice and Explanatory Statement are defined in the Glossary.

### 1. Proxies

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Please note that:

- (a) a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate 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 or its share registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

Members of Key Management Personnel and their Closely Related Parties will not be able to vote as proxy on Resolution 1 unless the Shareholder directs them how to vote or, in the case of the Chairman, unless the Shareholder expressly authorises him to do so. If a Shareholder intends to appoint a member of Key Management Personnel or their Closely Related Parties (other than the Chairman) as its proxy, the Shareholder should ensure that it directs the proxy how to vote on Resolution 1.

If a Shareholder intends to appoint the Chairman as its proxy on Resolution 1, Shareholders can direct the Chairman how to vote by marking one of the boxes for Resolution 1 (for example, if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If a Shareholder does not direct the Chairman how to vote, the Shareholder is deemed to expressly authorise the Chairman to vote as he sees fit on Resolution 1 even though Resolution 1 is connected to the remuneration of members of Key Management Personnel and even if the Chairman has an interest in the outcome of that Resolution.

To vote by proxy, please complete and sign the Proxy Form enclosed and return in accordance with the instructions on the Proxy Form so that it is received by no later than 11.00am (WST) on Monday, 25 November 2019. Proxy Forms received later than this time will be invalid.

### 2. Voting entitlements

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In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 5.00pm (WST) on Monday, 25 November 2019. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

### **3. Annual Report for the financial year ended 30 June 2019**

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The Corporations Act requires the Annual Report of the Company for the financial year ended 30 June 2019, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report, to be laid before the Annual General Meeting. The financial statements and reports are contained in the Annual Report. Shareholders who have elected to receive the Annual Report have been provided with a copy. The Annual Report is also available on ASX's website.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions about, and make comments on, the Financial Report, the Directors Report and the Auditor's Report.

In accordance with section 250T of the Corporations Act, a representative of the Company's Auditor is anticipated to be in attendance to respond to any questions raised of the Auditor or on the Auditor's Report. Written questions to the Auditor must be submitted by Shareholders to the Company at least 5 business days prior to the Annual General Meeting.

### **4. Resolution 1 – Adoption of Remuneration Report**

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The Remuneration Report for the financial year ended 30 June 2019 is set out in the 2019 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for its Directors and senior management.

Section 250R(2) of the Corporations Act requires the Annual General Meeting to include a vote on the adoption of the Remuneration Report. Under section 250R(3) of the Corporations Act, the vote on the this Resolution is advisory only and does not bind the Directors or the Company.

In accordance with section 250SA of the Corporations Act, the Chairman will provide a reasonable opportunity for discussion on the Remuneration Report at the Annual General Meeting.

If at least 25% of the votes on this Resolution are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2020 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of the Directors (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Company's 2020 annual general meeting. All of the Directors who are in office when the Company's 2020 Directors' Report is approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election is approved will be the directors of the Company.

### **5. Resolution 2 – Re-election of Dr Robert Ramsay**

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In accordance with clause 11.3 of the Constitution, at every annual general meeting, one third of the Directors for the time being must retire from office by rotation and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

Dr Robert Ramsay retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-election.

Dr Rob Ramsay is a Geologist with over 31 years of industry experience. He has worked across a range of commodities, which include; iron-ore, gold, base-metals, platinum group metals, fluorite, mineral sands and diamonds, in Australia and elsewhere in the World. He is a past Director of Striker Resources NL (now North Australian Diamonds) and has previously worked with, and consulted to, a range of companies that include CRA Exploration (now Rio Tinto Ltd), BHP-Billiton Ltd, Gravity Diamonds, Mineral Securities Ltd and Speewah Metals Ltd.

Dr Ramsay is a Member of the Australian Institute of Geoscientists. He manages the target generation process and assists with field follow-up of exploration targets for Coziron Resources.

The Directors (excluding Dr Ramsay) recommend that Shareholders vote in favour of Resolution 2.

## **6. Resolution 3 – Re-election of Dr Robert Ramsay**

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Under clause 11.11 of the Constitution, the Directors may at any time appoint a person as an additional Director. Pursuant to clause 11.12, that person holds office until the next annual general meeting and is then eligible for re-election.

Simon Jackson was appointed as a Director on 29 January 2019 and, being eligible, offers himself for re-election.

Mr Jackson is an experienced resource industry executive with a broad range of senior management experience through all facets of the mining cycle from exploration, discovery, feasibility, financing, construction, operations and divestment. He has extensive Board and executive level experience in a number of TSX and ASX listed public companies.

Mr Jackson is the Managing Director of Kopore Metals Limited, a copper explorer focussed on the Kalahari Copper Belt in Botswana and Namibia. Mr Jackson has previously held senior management roles at Beadell Resources Limited, Orca Gold Inc. and Red Back Mining Inc.

Mr Jackson is a fellow of the Institute of Chartered Accountants and holds a Bachelor of Commerce degree from the University of Western Australia.

The Directors (excluding Mr Jackson) recommend that Shareholders vote in favour of Resolution 3.

## **7. Resolution 4 – Approval of 10% Placement Facility**

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### **7.1 Background**

Listing Rule 7.1A enables eligible entities to issue Equity Securities totalling up to 10% of its issued share capital through placements over a 12 month period after the entity's 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. The Company is an eligible entity.

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 (please refer to Section 7.2(c) below).

The Directors believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

### **7.2 Description of Listing Rule 7.1A**

#### **(a) Shareholder approval**

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



(b) **Equity Securities**

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. As at the date of this Notice, the Company has only one quoted class of Equity Securities, being 1,785,551,268 Shares.

(c) **Formula for calculating 10% Placement Facility**

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:

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

**A** is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note: A has the same meaning as in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(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.

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 (please refer to Section 7.2(c) above).

(e) **Minimum issue price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average market price 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 5 trading days of the date in Section 7.2(e)(i), 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; or
- (ii) the 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),

or such longer period if allowed by ASX (**10% Placement Period**).

### **7.3 Specific information required by Listing Rule 7.3A**

In accordance with Listing Rule 7.3A, the following information is provided to Shareholders in relation to the 10% Placement Facility:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average market price for the Company's Equity Securities 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 5 trading days of the date in Section 7.3(a)(i), the date on which the Equity Securities are issued.
- (b) If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. 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 Annual General 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 or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

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

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (iii) 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 as at the date of this notice. 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 meetings of Shareholders; and
- (iv) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Table 1 – based on issued Shares at 7 October 2019

Variable A in Listing Rule 7.1A.2		Dilution		
		\$0.0045 50% decrease in market price	\$0.014 Current market price	\$0.018 100% increase in market price
Current variable “A” 2,083,051,268	10% voting dilution	208,305,127 Shares	208,305,127 Shares	208,305,127 Shares
	Funds raised	\$ 9,37,373	\$1,874,746	\$3,749,492
50% increase in current variable “A” 3,124,576,902	10% voting dilution	312,457,690 Shares	312,457,690 Shares	312,457,690 Shares
	Funds raised	\$1,406,060	\$2,812,119	\$5,624,328
100% increase in current variable “A” 4,166,102,536	10% voting dilution	416,610,254 Shares	416,610,254 Shares	416,610,254 Shares
	Funds raised	\$ 1,874,746	\$ 3,749,492	\$ 7,498,985

**Notes and assumptions:**

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  2. No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
  3. 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 as 10%.
  4. 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 Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
  5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
  7. The current market price is \$0.019, being the closing price of the Shares on ASX on 7 October 2017.
  8. The table does not incorporate the effects of any Shares issued under Resolution 4.
- (c) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 4 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 seek to issue the Equity Securities under the 10% Placement Facility to raise funds for working capital and the exploration and development of its existing projects including the Yarraloola, Yarrie, Shepherds Well, Croydon and Buddadoo projects.

The Company may also issue Equity Securities for non-cash consideration, such as for the acquisition of new assets or investments. If the Company issues Equity Securities for non-cash consideration, the Company will release on valuation of the non-cash consideration that demonstrates that the deemed issue price of the Equity Securities complies with Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon any issue of Equity Securities.

- (e) 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 persons to be issued Equity Securities will be determined on a case-by-case basis having regard to factors which include the following:
- (i) the purpose of the issue;
  - (ii) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issues in which existing Shareholders can participate;
  - (iii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iv) the financial situation and solvency of the Company;
  - (v) prevailing market conditions; and
  - (vi) advice from corporate, financial and broking advisers (if applicable).

The persons to be issued Equity Securities under the 10% Placement Facility have not been determined as at the date of this Notice but are likely to be sophisticated or professional investors for the purposes of section 708 of the Corporations Act who are not related parties or associates of a related party of the Company.

If the Company is successful in acquiring new resource assets or investments, it is likely that the persons to be issued Equity Securities under the 10% Placement Facility will be the vendors of the new resource assets or investments who are not related parties or associates of a related party of the Company.

- (f) The Company obtained Shareholder approval under Listing Rule 7.1A at its previous annual general meeting on 23 November 2018. In accordance with Listing Rule 7.3A.6, as at the date of this Notice, the Company has issued 178,555,127 Equity Securities under Listing Rule 7.1A in the 12 months prior to the Annual General Meeting. A total of 446,250,000 equity securities (297,500,000 Shares and 148,750,000 Options) have been issued in the 12 months preceding the meeting, representing a total of 25.0% (16.7% Shares and 8.3% Options) of the Shares on issue 12 months before the date of this meeting.
- (g) Details of securities issued during the 12 months preceding the date of the meeting.

<b>Date of issue</b>	9 August 2019	9 August 2019
<b>Number issued</b>	297,500,000	148,750,000
<b>Class of Security</b>	Ordinary Fully paid	Options, Exercise price \$0.02, expiry 8 August 2021
<b>Persons who received securities</b>	Institutional and professional investors	Institutional and professional investors
<b>Price (per share)</b>	\$0.01	Free attaching with placement shares
<b>Discount to market</b>	25%	Not applicable
<b>Total cash consideration</b>	\$2,975,000	Not applicable
<b>Cash spent up to the date of this notice</b>	\$575,000	Not applicable
<b>Use of cash</b>	Exploration programs and working capital	Not applicable
<b>Non cash consideration</b>	Not Applicable	Not applicable
<b>Current value</b>	\$2,677,500	\$420,053

- (h) A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in the issue of an Equity Securities under Listing Rule 7.1A. Therefore, no existing Shareholder's votes will be excluded from voting on Resolution 4.

## **8. Resolution 5 – Approval of issue of Loan Repayment Securities to Creasy Group**

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### **8.1 Background**

Resolution 5 is an ordinary resolution seeking Shareholder approval for the issue of Securities to Yandal Investments Pty Ltd, an entity associated with Creasy Group. Yandal Investments Pty Ltd is a substantial shareholder of the Company with a holding of 45.7%, whilst the Creasy Group (including Yandal Investments Pty Ltd) has a total holding 62.58%. The Securities to be issued to Yandal Investments Pty Ltd are in repayment of loans advanced to the Company. Details of the loan were included in the Company's ASX announcements on 31 January 2018, 3 August 2018 and 22 July 2019.

### **8.2 ASX Listing Rule 10.11**

ASX Listing Rule 10.11 provides that a company must not issue equity securities to a “related party” without the approval of holders of ordinary securities, or to a person whose relationship with the company or a related party of the company is, in ASX’s opinion, such that approval should be obtained. Further, ASX Listing Rule 7.2 (Exception 14) states that approval pursuant to ASX Listing Rule 7.1 is not required if shareholder approval is obtained under ASX Listing Rule 10.11.

Yandal Investments Pty Ltd is a related party of the Company within the definition set out in ASX Listing Rule 19.12. The Directors are therefore seeking Shareholder approval pursuant to ASX Listing Rule 10.11 to allow the Directors to issue Loan Repayment Shares to Yandal Investments Pty Ltd, on the terms set out in this Explanatory Statement.

The issue of the Loan Repayment Shares will not affect the capacity of the Company to issue securities in the next 12 months under ASX Listing Rule 7.1, as those securities (once issued) will be excluded from the calculations under ASX Listing Rule 7.1.

### **8.3 Section 208 of the Corporations Act**

Section 208 of the Corporations Act states that a public company cannot give a “financial benefit” (including an issue of shares and options) to a “related party” of the Company unless one of the exceptions set out in section 210 to 216 of the Corporations Act apply, or the holders of ordinary securities have approved the giving of the financial benefit to the related party in a general meeting.

Yandal Investments Pty Ltd is a related party of the Company within the meaning specified under section 228 of the Corporations Act. Section 210 of the Corporations Act states that Shareholder approval is not needed to give a financial benefit that is on arm's length terms.

It is the view of the Directors that the exception set out in section 210 of the Corporations Act applies in the current circumstances. The Directors considered the terms of the Loan Agreement at the time of entering into the agreement and were satisfied that the terms being offered were in line with similar arrangements entered into by other companies at the time. Accordingly, the Directors have determined not to seek Shareholder approval under section 208 of the Corporations Act for the issue of securities to Yandal Investments Pty Ltd.

### **8.4 Technical Information – ASX Listing Rule 10.13**

As required by Listing Rule 10.13, the following information is provided in relation to Resolution 5.

- (a) The related party to which Securities are to be allotted and issued under Resolution 5 is Yandal Investments Pty Ltd.
- (b) The maximum number of Securities to be issued under Resolution 5 is:
- (i) 281,424,657 fully paid ordinary shares

- (ii) 50,000,000 Loan Repayment Options, exercisable at \$0.015 per Share and expiring on 30 June 2022.
- (c) The Securities will be issued as soon as practicable after Shareholders approve Resolution 5 and, in any event, no later than 1 month after the Annual General Meeting (or such later date to the extent permitted by any waiver of the ASX Listing Rules).
- (d) Yandal Investments Pty Ltd is a related party of the Company as it is a member of the Creasy Group who has a controlling interest in the Company.
- (e) The Securities will be issued at a deemed issue price per Share of \$0.01, with the Loan Repayment Options being free attaching.
- (f) The Shares to be issued under Resolution 5 are ordinary fully paid shares which on issue will rank equally with the Existing Shares. The Loan Repayment Options to be issued will form a new class of security, on the terms and conditions set out in Appendix A.
- (g) No funds will be raised through the issue of the Shares under Resolution 5.

## **9. Resolution 6 – Issue of Loan Repayment Securities to Directors**

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### **9.1 Resolution 6**

Resolution 6 seeks the approval of Shareholders to issue a total of up to 31,876,302 Shares and up to 18,500,000 Loan Repayment Options to Directors, being Mr Adam Sierakowski, Mr Simon Jackson and Mr Steve Lowe. Approval is sought pursuant to Listing Rule 10.11.

### **9.2 Background**

The Securities to be issued to the Directors are in repayment of loans advanced to the Company. Details of the loans were included in the Company's ASX announcements on 14 March 2019 and 22 July 2019.

Assuming full conversion of their loans, the maximum number of Securities proposed to be issued to each Director, and/or his nominee(s), is:

<b>Director</b>	<b>Number of Director Loan Repayment Shares</b>	<b>Number of Director Loan Repayment Options</b>
Adam Sierakowski	11,848,220	6,500,000
Steve Lowe	15,357,534	10,000,000
Simon Jackson	4,670,548	2,000,000
<b>Total</b>	<b>31,876,302</b>	<b>18,500,000</b>

### **9.3 ASX Listing Rule 10.11**

ASX Listing Rule 10.11 provides that a company must not issue equity securities to a “related party” without the approval of holders of ordinary securities, or to a person whose relationship with the company or a related party of the company is, in ASX’s opinion, such that approval should be obtained. Further, ASX Listing Rule 7.2 (Exception 14) states that approval pursuant to ASX Listing Rule 7.1 is not required if shareholder approval is obtained under ASX Listing Rule 10.11.

The Directors are related parties of the Company within the definition specified in ASX Listing Rule 19.12. Accordingly, Shareholder approval is sought under ASX Listing Rule 10.11 to permit the issue of 31,876,302 Shares and 18,500,000 Loan Repayment Options to the Directors and/or their nominees as related parties of the Company.

The issue of the Shares under Resolution 6 will not affect the capacity of the Company to issue securities in the next 12 months under ASX Listing Rule 7.1.

#### 9.4 Technical Information – ASX Listing Rule 10.13

ASX Listing Rule 10.13 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 6 as an exception to ASX Listing Rule 10.11:

(a) **The name of the allottee of the securities**

- (i) Mr Adam Sierakowski and/or his nominee.
- (ii) Mr Steve Lowe and/or his nominee.
- (iii) Mr Simon Jackson and/or his nominee

(b) **The maximum number of securities to be allotted and issued**

Director	Number of Director Loan Repayment Shares	Number of Director Loan Repayment Options
Adam Sierakowski	11,848,220	6,500,000
Steve Lowe	15,357,534	10,000,000
Simon Jackson	4,670,548	2,000,000
<b>Total</b>	<b>31,876,302</b>	<b>18,500,000</b>

(c) **The date of allotment and issue of the securities**

The Shares will be issued as soon as possible after the Annual General Meeting and in any event, no later than 1 month after the Annual General Meeting (or such later date to the extent permitted by any ASX waiver of the ASX Listing Rules).

(d) **The relationship that requires Shareholder approval**

Adam Sierakowski, Steve Lowe and Simon Jackson are all related parties to the Company by virtue of being a Director.

(e) **The issue price of the securities**

The Shares will be issued at a deemed issue price per Share of \$0.01 per Share, with the Loan Repayment Options free attaching.

(f) **The terms of the securities**

The Shares to be issued under Resolution 6 are ordinary fully paid shares which on issue will rank equally with the Existing Shares. The Loan Repayment Options to be issued will form a new class of security, on the terms and conditions set out in Appendix A.

(g) **The intended use of the funds**

No funds will be raised through the issue of the Shares under Resolution 6.

#### 10. Resolution 7 – Ratification of Placement Shares and Options

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Resolution 4 seeks Shareholder approval to ratify the 297,500,000 Shares and 148,750,000 Placement Options previously issued to institutional and professional investors on 9 August 2019.

##### 10.1 Background

On 9 August 2019, the Company announced that it had completed a placement raising \$2,975,000 through the issue of 297,500,000 Shares at \$0.01 per share, along with one free attaching option for every two new shares issued, to institutional and professional investors (“**Placement**”).

Under the Placement, the Company issued a total of 297,500,000 Shares and 148,750,000 Placement Options utilising the Company' available capacity under Listing Rule 7.1 (118,944,873 Shares and 148,750,000 Placement Options) and Listing Rule 7.1A (178,555,127 Shares).

## **10.2 ASX Listing Rules 7.1, 7.1A and 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 the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of the ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.1A provides that eligible entities may, subject to shareholder approval by special resolution, issue equity securities up to 10% of its issued capital over a period of 12 months after the annual general meeting. Shareholder approval was obtained pursuant to Listing Rule 7.1A on 23 November 2018.

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 this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in ASX Listing Rule 7.1, and subject to resolution 4, a further 10% under ASX Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

## **10.3 ASX Listing Rule 7.5**

Listing Rule 7.5 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 4 for the purposes of Listing Rule 7.4:

- (a) A total of 297,500,000 Shares and 148,750,000 Placement Options were issued. 118,944,873 Shares and 148,750,000 Placement Options under Listing Rule 7.1 and 178,555,127 Shares under listing Rule 7.1A.
- (b) The Shares had an issue price of \$0.01 per Share. The Placement Options were free attaching on the basis of one option for every 2 Shares.
- (c) The Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue. The Placement Options to be issued will form a new class of security, on the terms and conditions set out in Appendix B.
- (d) The Shares and Placement Options under the Placement were issued to institutional and professional clients of DJ Carmichael and Trident Capital and were not related parties of the Company.
- (e) The funds are being used to undertake exploration programs on the Company's projects including the Ashburton Magnetite project and drilling at the Top Camp gold and base metal projects, and provide working capital.

## **10.4 Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.



## Glossary

In this Notice and Explanatory Statement, the following terms have the following meanings:

<b>Annexure</b>	an annexure to the Explanatory Statement.
<b>ASIC</b>	the Australian Securities and Investments Commission.
<b>Annual General Meeting</b>	the annual general meeting convened by this Notice.
<b>ASX</b>	ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.
<b>Board</b>	the board of Directors.
<b>Chairman</b>	the chair of the Annual General Meeting.
<b>Closely Related Party</b>	a closely related party of a member of Key Management Personnel as defined in the Corporations Act, being: <ul style="list-style-type: none"><li>(a) a spouse or child of the member;</li><li>(b) a child of that member's spouse;</li><li>(c) a dependant of that member or of that member's spouse;</li><li>(d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company;</li><li>(e) a company that is controlled by that member; or</li><li>(f) any other person prescribed by the regulations.</li></ul>
<b>Company</b>	Coziron Resources Limited ACN 085 166 721.
<b>Constitution</b>	the constitution of the Company.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Director</b>	a director of the Company.
<b>Equity Securities</b>	has the meaning given in the Listing Rules.
<b>Explanatory Statement</b>	the explanatory statement incorporated in the Notice.
<b>Key Management Personnel</b>	the key management personnel of the Company as defined in the Corporations Act and Australian Accounting Standards Board accounting standard 124, broadly including those 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).
<b>Listing Rules</b>	the ASX Listing Rules published and distributed by ASX.
<b>Loan Repayment Option</b>	means an options to acquire a Share on the terms set out in Appendix A.
<b>Notice</b>	the notice of annual general meeting incorporating the Explanatory Statement.
<b>Placement Option</b>	means an options to acquire a Share on the terms set out in Appendix B.
<b>Proxy Form</b>	the proxy form attached to this Notice.
<b>Resolution</b>	a resolution contained in this Notice.
<b>Section</b>	a section contained in the Explanatory Statement.
<b>Share</b>	a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	a holder of a Share.
<b>VWAP</b>	the volume weighted average price of Shares.
<b>WST</b>	Western Standard Time, being the time in Perth, Western Australia.

## Appendix A

### Coziron Resources Limited (“Company”) – Placement Loan Repayment Option Terms

- a) Each Option shall entitle the holder the right to subscribe for one (1) fully paid ordinary share in the capital of the Company.
- b) The exercise price of each Option is 1.5 cents (\$0.015) per share subscribed for on exercise of each Option.
- c) Each Option will expire on 30 June 2022 (“Option Expiry Date”). Each Option may be exercised at any time prior to 5.00pm WST on the Option Expiry Date and any Option not so exercised shall automatically expire on the Option Expiry Date.
- d) Each ordinary share allotted as a result of the exercise of an Option will, subject to the Constitution of the Company, rank in all aspects *pari passu* with the existing ordinary fully paid shares in the capital of the Company on issue at the date of allotment.
- e) A registered owner of an Option (“Option Holder”) will be entitled to receive and will be sent all reports, accounts and notices required to be given to members of the Company but will not be entitled to attend or vote at any meetings of the members of the Company unless they are members of the Company.
- f) A certificate or holding statement will be issued by the Company with respect to Options held by an Option Holder. Attached to these terms and attached or endorsed on the reversed side of each certificate or holding statement will be a notice that is to be completed when exercising the Options the subject of the certificate or holding statement (“Notice of Exercise of Options”). Options may be exercised by the Option Holder completing the Notice of Exercise of Options and forwarding the same to the Secretary of the Company. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of ordinary shares in the capital of the Company to be allotted.

The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full of the relevant number of shares being subscribed, being an amount of \$0.015 per share.

On exercise of Options, the Option Holder must surrender to the Company the Option Holder’s option certificate or holding statement with respect to those Options being exercised.

Within 14 days from the date the Option Holder properly exercised Options held by the Option Holder, the Company shall issue and allot to the Option Holder that number of fully paid ordinary shares in the capital of the Company so subscribed for by the Option Holder.

- g) In the event of a reconstruction (including a consolidation, sub-division, reduction, return or pro-rata cancellation) of the issued capital of the Company, the number of Options or the exercise price of the Options or both shall be reconstructed in such that there will not result in any benefits being conferred on the Option Holders which are not conferred on shareholders (subject to the provision with the respect to rounding of entitlements sanctioned by the meeting of shareholders approving the reconstruction of capital) but in all other respects the terms of the exercise of Options shall remain unchanged.
- h) There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its shareholders from time to time prior to the Option Expiry Date unless and until Options are exercised. The Company will ensure that during the exercise period of the Options, the record date for the purposes of determining entitlement to any new such issue, will be at least 9 Business Days after such new issues are announced in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder.
- i) Subject to the Corporations Law, the Listing Rules and the Constitution of the Company, the Options are freely transferable and will only be quoted on ASX if a sufficient spread of option holders exists in compliance with the ASX Listing Rules.
- j) If the Company is listed on ASX and makes a pro rata issue (except a bonus issue) to the holders of ordinary shares, the exercise price of each Option shall be amended in accordance with the following formula:

$$O' = \frac{O - E [P - (S + D)]}{N + 1}$$

Where:

O' = the new exercise price of the Option.

O = the old exercise price of the Option.

E = the number of underlying shares into which one Option is exercisable.

P = the average market price per share (weighed by reference to volume) of the underlying shares to which the Option Holder is entitled.

S = the subscription price for a share under the pro rata issue.

D = any dividend due but not yet paid on the existing underlying share (except those to be issued under the pro rata issue).

N = the number of shares with rights or entitlements that must be held to receive a right to one new share.

No change will be made pursuant to the application of the above formula to the number of shares to which the Option Holder is entitled.

If the Company is listed upon ASX, the reduction of the exercise price of each Option in accordance with the above formula shall be subject to the provision of the Listing Rules of ASX.

If the Company makes a bonus issue or other securities convertible into ordinary shares pro rata to holders of ordinary shares the number of shares issued on exercise of each Option will include the number of bonus shares that would have been issued if the Option had been exercised by the Option Holder prior to the books closing date for bonus shares. No change will be made in such circumstances to the exercise price of each Option.

## Appendix B

### Coziron Resources Limited (“Company”) – Placement Option Terms

- a) Each Option shall entitle the holder the right to subscribe for one (1) fully paid ordinary share in the capital of the Company.
- b) The exercise price of each Option is 2.0 cents (\$0.02) per share subscribed for on exercise of each Option.
- c) Each Option will expire on 8 August 2021 (“Option Expiry Date”). Each Option may be exercised at any time prior to 5.00pm WST on the Option Expiry Date and any Option not so exercised shall automatically expire on the Option Expiry Date.
- d) Each ordinary share allotted as a result of the exercise of an Option will, subject to the Constitution of the Company, rank in all aspects pari passu with the existing ordinary fully paid shares in the capital of the Company on issue at the date of allotment.
- e) A registered owner of an Option (“Option Holder”) will be entitled to receive and will be sent all reports, accounts and notices required to be given to members of the Company but will not be entitled to attend or vote at any meetings of the members of the Company unless they are members of the Company.
- f) A certificate or holding statement will be issued by the Company with respect to Options held by an Option Holder. Attached to these terms and attached or endorsed on the reversed side of each certificate or holding statement will be a notice that is to be completed when exercising the Options the subject of the certificate or holding statement (“Notice of Exercise of Options”). Options may be exercised by the Option Holder completing the Notice of Exercise of Options and forwarding the same to the Secretary of the Company. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of ordinary shares in the capital of the Company to be allotted.

The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full of the relevant number of shares being subscribed, being an amount of \$0.02 per share.

On exercise of Options, the Option Holder must surrender to the Company the Option Holder’s option certificate or holding statement with respect to those Options being exercised.

Within 14 days from the date the Option Holder properly exercised Options held by the Option Holder, the Company shall issue and allot to the Option Holder that number of fully paid ordinary shares in the capital of the Company so subscribed for by the Option Holder.

- g) In the event of a reconstruction (including a consolidation, sub-division, reduction, return or pro-rata cancellation) of the issued capital of the Company, the number of Options or the exercise price of the Options or both shall be reconstructed in such that there will not result in any benefits being conferred on the Option Holders which are not conferred on shareholders (subject to the provision with the respect to rounding of entitlements sanctioned by the meeting of shareholders approving the reconstruction of capital) but in all other respects the terms of the exercise of Options shall remain unchanged.
- h) There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its shareholders from time to time prior to the Option Expiry Date unless and until Options are exercised. The Company will ensure that during the exercise period of the Options, the record date for the purposes of determining entitlement to any new such issue, will be at least 9 Business Days after such new issues are announced in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder.
- i) Subject to the Corporations Law, the Listing Rules and the Constitution of the Company, the Options are freely transferable and will only be quoted on ASX if a sufficient spread of option holders exists in compliance with the ASX Listing Rules.
- j) If the Company is listed on ASX and makes a pro rata issue (except a bonus issue) to the holders of ordinary shares, the exercise price of each Option shall be amended in accordance with the following formula:

$$O' = \frac{O - E [P - (S + D)]}{N + 1}$$

Where:

O' = the new exercise price of the Option.

O = the old exercise price of the Option.

E = the number of underlying shares into which one Option is exercisable.

P = the average market price per share (weighed by reference to volume) of the underlying shares to which the Option Holder is entitled.

S = the subscription price for a share under the pro rata issue.

D = any dividend due but not yet paid on the existing underlying share (except those to be issued under the pro rata issue).

N = the number of shares with rights or entitlements that must be held to receive a right to one new share.

No change will be made pursuant to the application of the above formula to the number of shares to which the Option Holder is entitled.

If the Company is listed upon ASX, the reduction of the exercise price of each Option in accordance with the above formula shall be subject to the provision of the Listing Rules of ASX.

If the Company makes a bonus issue or other securities convertible into ordinary shares pro rata to holders of ordinary shares the number of shares issued on exercise of each Option will include the number of bonus shares that would have been issued if the Option had been exercised by the Option Holder prior to the books closing date for bonus shares. No change will be made in such circumstances to the exercise price of each Option.

If you are attending the meeting  
in person, please bring this with you  
for Securityholder registration.

Holder Number:

## Vote by Proxy: CZR

Your proxy voting instruction must be received by **11.00am (WST) on Monday 25 November 2019** 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 VOTE ONLINE

#### Vote online at <https://investor.automic.com.au/#/loginsah>

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

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.

#### VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are 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 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

You must sign this form as follows in the spaces provided

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

**Joint holding:** Where the holding is in more than one name, all of the 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>.

#### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

#### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

