

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 Annual General Meeting (**AGM**) of shareholders of Equus Mining Limited ACN (ASX: EQE) (**Company**) to be held on Friday, 15 November 2024 at 11:00am Australian Eastern Daylight Time (AEDT) at Level 2, 66 Hunter Street, Sydney NSW 2000 to consider the business set out in this Notice of Meeting.

In accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy, in which case a shareholder will also receive a hard copy. Instead, the Notice of Meeting and accompanying Explanatory Memorandum are being made available to shareholders electronically and can be viewed and downloaded from the Company's website at [www.equusmining.com.au](http://www.equusmining.com.au).

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

This Notice of Meeting should be read in its entirety. If shareholders have any questions regarding the meeting or seek further information, please contact the Company Secretary at [info@equusmining.com](mailto:info@equusmining.com). If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

### QUESTIONS FROM SHAREHOLDERS

In accordance with the Corporations Act, a reasonable opportunity will be provided to shareholders attending the AGM to ask questions about, or make comments upon, matters in relation to the Company. All shareholders who want to ask questions must submit in writing any questions in relation to the AGM to the Company by email to: [info@equusmining.com](mailto:info@equusmining.com) by 5:00pm AEDT on 12 November 2024.

During the course of the AGM, the Chair will seek to address as many shareholder questions as reasonably practicable, and where appropriate. However, there may not be sufficient time to answer all of the questions raised at the AGM.

### DETERMINATION OF VOTING ENTITLEMENT

For the purposes of this meeting, the Directors have determined that, pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), all persons who are registered holders of shares in the Company at 7:00pm AEDT on 13 November 2024 will be entitled to vote at the AGM.

### VOTING AT THE MEETING

In accordance with clause 17.2 of the Constitution, it is intended that voting on each of the proposed resolutions at this AGM will be conducted by a poll, rather than on a show of hands.

### APPOINTING A PROXY

If you would like to be represented at the AGM by proxy, please complete and execute the enclosed Proxy Form, and return it by not later than 11:00am AEDT on 13 November 2024, being 48 hours prior to the AGM, in accordance with the instructions set out in the Proxy Form.

In accordance with section 249L of the Corporations Act, shareholders are advised that:

- each shareholder entitled to vote may appoint a proxy to attend and vote on behalf of the shareholder;
- a proxy need not be a shareholder of the Company; and
- if the shareholder is entitled to cast more than two votes, the shareholder may appoint no more than two proxies to attend and vote instead of the shareholder. Where more than one proxy is appointed, each proxy may be appointed to represent a specified portion of the shareholder's voting rights. If no such specification is given and two proxies are appointed, each may exercise half the votes to which the shareholder is entitled.

## AGENDA

### ORDINARY BUSINESS

The items of business should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum provides additional information on matters to be considered at the AGM. The Explanatory Memorandum and the Proxy Form form part of this Notice of Meeting.

#### Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2024, which includes the Financial Report, the Directors' Report and the Auditor's Report (**Annual Report**) (if available).\*

\*Note: Please refer to the Explanatory Memorandum for further information. Further, there is no requirement for shareholders to approve the Annual Report.

#### Resolutions

##### Item 1 Adoption of the Remuneration Report

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

**Resolution 1:** *'That the Remuneration Report for the year ended 30 June 2024 be and is hereby adopted for the purposes of the Corporations Act 2001 (Cth).'*.\*

A voting exclusion statement applies to this Resolution. Please see below.

\*Note: This resolution is advisory only and does not bind the Company. The Directors will consider the outcome of the vote and feedback from shareholders at the meeting when considering the Company's remuneration policies.

Additionally, this resolution may be withdrawn (or the AGM may be adjourned and reconvened at a later date) where the Remuneration Report is not made available to shareholders by the date of the AGM. Please refer to the Explanatory Memorandum for further information.

##### Item 2 Re-election of John Braham as a Director

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

**Resolution 2:** *'That John Braham having retired in accordance with clause 3.6 of the Company's Constitution and the Listing Rules, and being eligible, offers himself for re-election, be re-elected as a Director of the Company with effect from the close of the AGM.'*

A voting exclusion statement applies to this Resolution. Please see below.

#### By order of the Board

**Marcelo Mora**  
Company Secretary  
15 October 2024

pjn12358

## **Explanatory Memorandum to the Notice of Annual General Meeting**

This Explanatory Memorandum has been prepared to assist shareholders to understand the business to be put to the shareholders at the Annual General Meeting to be held on Friday, 15 November 2024 at 11:00am AEDT at Level 2, 66 Hunter Street Sydney NSW 2000.

### **Annual Report**

It is the intention of the Directors that the Annual Report, including the Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2024 (**Annual Report**) will be laid before the AGM.

The Annual Report has not yet been finalised or released as at the date of this Notice of Meeting. Accordingly, the Annual Report is not currently available for shareholder consideration along with this Notice of Meeting. The Annual Report will be accessible online at [www.equusmining.com](http://www.equusmining.com) if it is released by the date of the AGM. If for any reason the Annual Report is not made available to shareholders before the date of the AGM, the Annual Report will not be considered and Resolution 1 will either be withdrawn or the AGM will be adjourned and re-convened at a later date. In the event this occurs, it is the intention of the Directors that, once the Annual Report is finalised and released, the AGM will be reconvened or a further shareholders' meeting will be called so that the Annual Report can be tabled and considered by the shareholders.

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

If the Auditor's Report has been prepared and released by the date of the AGM, the Chair of the meeting will allow a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

### **Resolutions**

#### **Resolution 1      Adoption of Remuneration Report**

In accordance with section 250R of the Corporations Act, the Company must put the Remuneration Report to the vote of shareholders. The Remuneration Report, which forms part of the Directors' Report in the Company's Annual Report, sets out the remuneration policy adopted by the Board of Directors and discloses the Company's remuneration arrangements in place for its Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors or the Company.

Resolution 1 will be withdrawn (or the AGM will be adjourned after the remaining resolutions have been put to the vote and re-convened at a later date) if the Annual Report is not finalised and made available to shareholders before the date of the AGM, as shareholders will not have been provided the opportunity to consider the Remuneration Report contained therein.

Under the Corporations Act, if at least 25% of the votes cast on a remuneration report resolution are voted against in two consecutive annual general meetings, the Company will be required, at the second annual general meeting, to put to shareholders a resolution proposing the calling of an extraordinary general meeting at which all Directors of the Company who were in office at the date of approval of the applicable Directors' Report must stand for re-election ("**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 second annual general meeting.

The Company's Remuneration Report did not receive a 'no' vote of 25% or more at the 2023 Annual General Meeting held on 30 November 2023 and the adjourned AGM held on 30 January 2024. Accordingly, the Spill Resolution is not relevant for this AGM.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, 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.

### ***Voting Exclusion Statement***

The Company will disregard any votes cast on Resolution 1 (in any capacity, whether as proxy or as shareholder) by or on behalf of a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel (as these terms are defined in the Corporations Act).

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1; or
- the Chair of the AGM as proxy or attorney appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the Chair to exercise the proxy even if the resolution is connected with the Remuneration Report.

### ***Directors' recommendation***

**The Directors are not making a recommendation for this Resolution 1.**

**The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 1.**

### **Resolution 2      Re-election of John Braham as Director**

In accordance with clause 3.6 of the Company's Constitution and ASX Listing Rule 14.4, a Director must not hold office without re-election past the third Annual General Meeting following the Director's appointment or three years, whichever is longer. A Director who retires in accordance with these requirements is eligible for re-election. ASX Listing Rule 14.5 requires that an entity that has directors must hold an election of directors at each annual general meeting. This rule applies even where no director is required to stand for re-election at an annual general meeting under ASX Listing Rule 14.4. Accordingly, Mr John Braham retires by rotation and, being eligible, offers himself for re-election.

Mr Braham is an experienced Mining Finance and Investment professional with a 24-year career at Macquarie Bank, the last 11 of which were as an Executive Director within the Mining Finance Division.

John built and ran a successful mining finance business in New York for Macquarie Bank from 2001 to 2008, providing capital to the junior mining industry. This involved providing debt and equity to exploration companies and mine developers in both North and South America including companies operating in Argentina, Peru and Chile.

On returning to Australia, John built a successful bulk commodity finance business for Macquarie Bank which he ran from 2008 to 2017 based in Sydney.

In circumstances where the shareholders vote in favour of Resolution 2 and Resolution 2 is passed, Mr John Braham will be re-appointed as a Director of the Company with effect from the end of the AGM.

In circumstances where the shareholders do not vote in favour of Resolution 2, Mr John Braham will not be re-appointed as a Director of the Company.

### ***Directors' recommendation***

**The Directors (excluding John Braham) recommend that you vote IN FAVOUR of Resolution 2.**

**The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 2.**

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

Your proxy voting instruction must be received by **11.00am (AEDT) on Wednesday, 13 November 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 Key Management Personnel.

### 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/#/loginsah> 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:

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#### IN PERSON:

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