



Annual General Meeting of Shareholders

29 November 2021

Petratherm's Directors and Management

- Derek Carter (Non-Executive Chairman)
- Donald Stephens (Non-Executive Director)
- Simon O'Loughlin (Non-Executive Director)
- Peter Reid (Exploration Manager)

<https://www.petratherm.com.au/directors-and-management/>

Proxies and voting procedures

Voting at today's meeting will be conducted via an online platform. For those entitled to vote at today's meeting if you have not already done so, please login to the online voting portal as provided in the ASX announcement dated 28 October 2021.

- Visit <https://web.lumiagm.com> to register
- Use meeting ID 389-800-601
- For 'username' enter your full SRN/HIN
- For 'password' enter your postcode registered on your holding if you are an Australian shareholder. Overseas shareholders enter 3-digit ISO country code (e.g. New Zealand – **NZL**, United States – **USA**, United Kingdom – **GBR** and Singapore – **SGP**)

Chairman's welcome

Financial Report and Reports of the Directors and Auditors

A copy of the Company's Annual Report for the period ended 30 June 2021 was lodged with the ASX on the 20TH of September 2021.

The Company's 2021 Annual Report is available for download from the Company's website at <https://www.petratherm.com.au/annual-reports/>

Resolution 1: Adoption of Remuneration Report

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

‘That the Company adopt the Remuneration Report for the year ended 30 June 2021 as set out in the Company’s Annual Report for the year ended 30 June 2021.’

For: 1,899,868 (24.46%) Against: 664,935 (8.57%) Abstain: 39,584 (N/A) Open: 5,199,817 (66.97%)

Resolution 2: Re-election of Simon O'Loughlin as Director

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

'That Mr Simon O'Loughlin, having voluntarily retired in accordance with rule 6.1 of the Constitution and being eligible, and offering himself, for re-election, is re-elected as a Director with effect immediately following the conclusion of the meeting.'

For: 2,043,121 (26.23%) Against: 523,269 (6.72%) Abstain: 14,997 (N/A) Open: 5,222,817 (67.05%)



Resolution 3: Approval of 10% Placement Facility

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

‘That pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum which is attached to and forms part of this Notice.’

For: 2,014,697 (25.81%) Against: 566,151 (7.26%) Abstain: 134 (N/A) Open: 5,223,222 (66.93%)



Resolution 4: Approval of Employee Share Option Plan

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

'That for the purpose of ASX Listing Rule 7.2, Exception 13 and for all other purposes, the Company approves the issue of securities under the employee incentive option scheme for employees known as 'Petratherm Limited Employee Share Option Plan', the rules of which are annexed as Annexure A to the Explanatory Memorandum, as an exception to ASX Listing Rule 7.1.'

For: 1,971,493 (25.33%) Against: 587,732 (7.56%) Abstain: 22,162 (N/A) Open: 5,222,817 (67.11%)



Resolution 5: Amendment to Constitution

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

That for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution be amended by deleting rule 81 and substituting in its place:

'81. Technology

Notwithstanding anything else contained in this constitution but subject always to rule 165:

81.1 subject to any applicable law:

(1) the Company may hold a meeting of its members using any technology approved by the directors that gives the members as a whole a reasonable opportunity to participate and enables them to vote on a show of hands, on a poll or otherwise, as the case may require; and

Resolution 5: Amendment to Constitution (continued)

(2) a meeting conducted using such technology may be:

(a) held at one or more physical venues; or

(b) not held at any specified physical venue and held as a wholly virtual meeting,

and participation in such a meeting will constitute presence as if in person at such a meeting;

81.2 if the directors elect to use technology for a general meeting of the Company, the directors will determine the type of technology to be used, and details of the technology that will be used to facilitate the holding of the meeting as approved by the directors must be set out in the notice of meeting;

81.3 if before or during a meeting of members any technical difficulty occurs such that the members as a whole do not have a reasonable opportunity to participate, the chair may:

(1) adjourn the meeting for a reasonable period until the technical difficulty is remedied; or

(2) where a quorum remains present (either at the place at which the chair is present or by technology as contemplated by this clause 81) and able to participate, continue the meeting (subject to the Act);

Resolution 5: Amendment to Constitution (continued)

81.4 in this constitution a reference to 'member present' means a member present at any general meeting of the Company in person or by proxy or attorney or, in the case of a body corporate, by a duly appointed representative (and, for the avoidance of doubt, includes any of those persons attending a general meeting using technology approved by the directors in accordance with this constitution and specified in the notice of meeting); and

81.5 nothing in these rules is to be taken to limit the powers conferred on the chair by law.'

For: 2,005,192 (25.74%) Against: 559,611 (7.19%) Abstain: 16,584 (N/A) Open: 5,222,817 (67.07%)



Question & Answer Time