

27 May 2022

Dear Shareholder,

KGL Resources Limited (Company or KGL) advises that an Extraordinary General Meeting (EGM) of the Company will be held on 28 June 2022 at 10 am (AEST) at:

Christie Centre  
320 Adelaide Street  
Brisbane QLD 4000

Shareholders are invited to submit questions in advance of the meeting to [admin@kglresources.com.au](mailto:admin@kglresources.com.au).

Voting at the meeting will be conducted by way of poll. Shareholders unable to attend the EGM are encouraged to lodge a directed proxy in accordance with the lodgement instructions set out in the Notice of Meeting (which includes the ability to lodge proxies electronically). Proxies must be received by the Company's corporate registry, Link Market Services, by no later than 10 am (AEST) 26 June 2022.

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS GIVEN** that the EXTRAORDINARY GENERAL MEETING of shareholders of KGL Resources Limited ACN 082 658 080 will be held on 28 June 2022 at 10 am (AEST) at the Christie Centre, 320 Adelaide St, Brisbane, Queensland.

### **ORDINARY BUSINESS**

#### **Resolution 1                      Approval of issue of Shares to KMP Investments Pte. Ltd.**

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

“That for the purposes of ASX Listing Rule 10.11.3 and for all other purposes, approval is given for the issue of 6,500,001 Shares to KMP Investments Pte. Ltd. as detailed in the Explanatory Memorandum. “

### **BY ORDER OF THE BOARD**



Kylie Anderson  
Company Secretary  
27 May 2022

## Voting exclusion statement

### ASX Listing Rules

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favour of the resolution by or on behalf of:

<b>Resolution 1:</b> <b>Approval of issue of Shares to KMP Investments Pte. Ltd.</b>	the person who is to receive the Shares the subject of resolution 1 (being KMP Investments Pte. Ltd.) and any other person who will obtain a material benefit as a result of the issue of the Shares the subject of resolution 1 (except a benefit solely by reason of being a Shareholder), or an associate of any of those persons.
---	---

**Note:** However, the Company need not disregard a vote cast in favour of the resolution by:

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

### Notes

1. Shareholders are invited to submit questions in advance of the meeting to [admin@kglresources.com.au](mailto:admin@kglresources.com.au).
2. Subject to the Corporations Act, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
3. All voting at the meeting will be conducted by way of a poll.
4. The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of determining entitlement to vote and attend the Extraordinary General Meeting or any adjourned meeting, securities are taken to be held by the persons who hold them as registered shareholders at 7 pm (AEST) on 26 June 2022. Accordingly, share transfers registered after this time will be disregarded in determining entitlements to attend and vote at the Extraordinary General Meeting.
5. The proxy of a Shareholder does not need to be a shareholder of the Company.
6. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of the Shareholder's votes each proxy is entitled to exercise. If the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise one half of those votes.
7. Shareholders unable to attend the EGM are encouraged to lodge a directed proxy in accordance with the lodgment instructions set out in the Notice of Meeting (which includes the ability to lodge proxies electronically). A proxy form accompanies this Notice of Meeting and, to be effective, must be received by the Company's corporate registry no later than 10 am (AEST) on 26 June 2022.
8. If you appoint the Chair of the Extraordinary General Meeting as your proxy and you do not direct him/her how to vote on a resolution, then you expressly authorise him/her to vote your undirected proxies at his/her discretion. Subject to the Corporations Act, the Chair intends to vote all available undirected proxies **FOR** each resolution. Follow the instructions on the proxy form to direct your proxy how to vote.
9. If you have any queries on how to cast your vote, please call Link Market Services on 1300 554 474 (overseas +61 1300 554 474) during business hours.

## Explanatory Memorandum

### Introduction

This Explanatory Memorandum should be read in conjunction with the Notice of Meeting to which this Explanatory Memorandum is attached and forms part of. Please take the time to read through this document.

### Resolution 1. Approval of issue of Shares to KMP Investments Pte. Ltd.

Resolution 1 seeks approval from Shareholders for the purposes of ASX Listing Rule 10.11.3 for the issue of 6,500,001 Shares to KMP Investments Pte. Ltd. (KMP).

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, an ASX-listed company must not issue or agree to issue equity securities to:

- a related party (ASX Listing Rule 10.11.1);
- a person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company (ASX Listing Rule 10.11.2);
- a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of directors of the company pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);
- an associate of a person referring to in ASX Listing Rules 10.11.1 to 10.11.3 (ASX Listing Rule 10.11.4); or
- a person whose relationship with the company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (ASX Listing Rule 10.11.5),

unless it obtains the approval of its shareholders. The issue of Shares the subject of resolution 1 falls within ASX Listing Rule 10.11.3 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of KGL's Shareholders under ASX Listing Rule 10.11.3. Resolution 1 therefore seeks the required Shareholder approval to the issue of Shares the subject of resolution 1 under and for the purposes of ASX Listing Rule 10.11.3.

By way of further background in respect of the issue of Shares the subject of resolution 1, on 13 April 2022, KGL announced a 1 for 6 pro-rata non-renounceable entitlement offer at an offer price of \$0.37 per new Share to raise up to \$24.2 million (the Offer). The Offer included the opportunity for eligible Shareholders to apply for Shares in addition to the eligible Shareholders' entitlement through a top-up facility.

At the time of announcing the Offer, KMP had indicated an interest in participating in the top-up facility for the Offer, subject to Shareholder approval.

When the Offer closed on 5 May 2022, KMP had applied for 6,500,001 additional new Shares under the top-up facility for the Offer (in addition to KMP's entitlement) and had correspondingly contributed an additional \$2.405 million.

Because KMP has a substantial (10%+) holding in KGL and has nominated Mr Ferdian Purnamasidi as a director to the Board, Shareholder approval must be sought for the purposes of ASX Listing Rule 10.11.3 before the additional new Shares applied for by KMP under the top-up facility for the Offer (beyond KMP's entitlement) can be issued to KMP. For the avoidance of doubt, Shareholder approval is not required, or being sought, in respect of the issue to KMP of the Shares comprising its entitlement under the Offer, as those have already been issued to KMP without Shareholder approval in reliance on ASX Listing Rule 10.12 (Exception 1).

If Shareholders approve this resolution 1, the 6,500,001 additional Shares applied for by KMP under the top-up facility for the Offer will be issued to KMP, taking its total shareholding in KGL to 118,794,907 Shares (26.13%).

If Shareholders do not approve this resolution 1, the 6,500,001 additional Shares applied for by KMP under the top-up facility for the Offer will not be issued to KMP, and the Company will refund the additional \$2.405

million contributed by KMP to KMP in full and will need to re-evaluate and possibly reduce the work planned in relation to placement of orders for long-lead items, commencement of early site works and locking in pricing and timing of key equipment, based on the outcomes of the Feasibility Study.

Name of Entity	KMP Investments Pte. Ltd.
Category of ASX Listing Rule 10.11 that the Entity falls under	ASX Listing Rule 10.11.3
Why the Entity falls into the above category	As at the date of this Notice of Meeting, KMP has a 25.06% shareholding in KGL and as such is a substantial (10%+) holder in the Company. Mr Ferdian Purnamasidi was also nominated by KMP to be a director of KGL and joined the Board on 26 April 2016.
Number and class of securities to be issued	6,500,001 Shares
Date on or by which KGL will issue the securities	Immediately following the resolution passing at the Extraordinary General meeting but not more than 1 month after the date of the EGM
Price KGL will receive for the issue	\$0.37 per Share
Purpose of the Issue	<p>Funds received as part of this issue will add to the funds already raised under the Offer announced by KGL on 13 April 2022 and will be used to advance the project through the Front End Engineering design (FEED) and the final stages of the Feasibility Study. It will also add to working capital to strengthen the balance sheet as the Company moves toward a final investment decision in respect of the development of the Jervois Copper Project.</p> <p>Funding in excess of the minimum raise will be used to place orders for long-lead items, commence early site works and lock in pricing and timing of key equipment, based on the outcomes of the Feasibility Study. It will also provide additional working capital and, to the extent not spent, will defray equity requirements as part of the final funding package for capital development of the Jervois Copper Project.</p>

KMP has been a long term investor in KGL and has supported the Company's efforts in every capital raising. The directors of KGL believe that it is important for the Company to receive the additional funds and thanks KMP for its ongoing support.

**The Board recommends that Shareholders vote in favour of the issue of 6,500,001 Shares to KMP.**

---

## GLOSSARY OF TERMS

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

“**ASX**” means ASX Limited ACN 008 624 691.

“**ASX Listing Rules**” means the listing rules of ASX.

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

“**Chair**” means the chair of the Extraordinary General Meeting.

“**Company** or **KGL**” means KGL Resources Limited ACN 082 658 080.

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

“**Explanatory Memorandum**” means the explanatory statement accompanying the resolutions contained in this Notice of Meeting.

“**Extraordinary General Meeting** or **EGM**” means the Company’s extraordinary general meeting the subject of this Notice of Meeting.

“**Notice of Meeting**” means this notice of meeting and includes the Explanatory Memorandum.

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

“**Shareholder**” means a holder of a Share.

## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

KGL Resources Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150; or  
Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: 1300 554 474

## PROXY FORM

I/We being a member(s) of KGL Resources Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **10:00am (AEST) on Tuesday 28 June 2022 at the Christie Centre, 320 Adelaide St, Brisbane, Queensland** (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

The Board recommend shareholders vote in favour of all resolutions.

#### Resolutions

For Against Abstain\*

- 1 Approval of issue of Shares to KMP Investments Pte. Ltd.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO 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 those 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 Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Sunday, 26 June 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MAIL

KGL Resources Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150  
or  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**