



**COPPERMOLY**  
Limited

**ADDRESS**

Unit 2, 42  
Morrow Street  
Taringa 4068 Australia

ABN 54 126 490 855

**PHONE**

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**WEBSITE**

www.coppermoly.com.au

21 October 2022

**NOTICE OF ANNUAL GENERAL MEETING**

Coppermoly Limited (ASX: COY) (**Company**) is pleased to attach a copy of the following documents in relation to the Annual General Meeting of Shareholders to be held on 22 November 2022 at 10.00am (Brisbane time) (Annual General Meeting).

1. Letter to Shareholders regarding arrangements for the Annual General Meeting as despatched to Shareholders;
2. Notice of Annual General Meeting; and
3. Proxy Form.

This announcement has been authorised for release by the Company Secretary.

Sincerely,

Craig McPherson  
Company Secretary



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21 October 2022

Dear Shareholders,

I am pleased to invite you to the Annual General Meeting of the Company's Shareholders (**Meeting**) to be held at the offices of Piper Alderman, Level 26, Riparian Plaza, 71 Eagle Street, Brisbane, Qld, 4000 at 10am (Brisbane time) on Tuesday 22 November 2022.

A notice of meeting and accompanying explanatory memorandum was released to ASX on 21 October 2022 (together **Notice of Meeting**) in respect of the Meeting of the Company's Shareholders.

In accordance with Treasury Laws Amendments (2022 Measures No. 1) Act 2021, the Company will not be sending hard copies of the Notice of Meeting to shareholders. The Notice of Meeting can be viewed and downloaded from [www.coppermoly.com.au](http://www.coppermoly.com.au). Alternatively, a complete copy of the meeting documents has been posted to the Company's ASX market announcements page. If you have elected to receive notices by email a communication will be sent to your nominated email address. If you have not elected to receive notices by email a copy of your proxy form will be posted to you, together with this Letter.

This announcement has been authorised for release to the ASX by the Company Secretary.

For further information, please contact the Company Secretary by telephone on +61 7 3217 7544 or by email at [info@coppermoly.com.au](mailto:info@coppermoly.com.au)

Yours sincerely  
**Coppermoly Limited**

Craig McPherson  
Company Secretary

# **COPPERMOLY LIMITED**

**ACN 126 490 855**

## **Notice of 2022 Annual General Meeting and Explanatory Memorandum**

Date of Meeting: 22 November 2022

Time of Meeting: 10am (AEST)

Place of Meeting: Piper Alderman  
Level 26  
Riparian Plaza  
71 Eagle Street  
Brisbane Qld 4000

# Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Coppermoly Limited ACN 126 490 855 (**Company**) will be held physically **at Level 26, Riparian Plaza, 71 Eagle Street, Brisbane, Qld 4000 on 22 November 2022 at 10am (AEST).**

Capitalised terms used in this Notice of Meeting and the Explanatory Memorandum have the meaning ascribed to them in the Glossary contained at the end of the Explanatory Memorandum.

This Notice of Meeting should be read in its entirety, together with the Explanatory Memorandum and the enclosed proxy form.

## Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit or Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the Consolidated Financial Statements for the Company for the financial year ended 30 June 2022. The Company's reports can be accessed on the Company's website at <https://coppermoly.com.au>.

## 1. Resolution 1 – Remuneration Report

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

*"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report for the year ended 30 June 2022 (as set out in the Directors' Report) be adopted."*

**Note:** The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

**Voting exclusion:** The Company will disregard any votes cast on Resolution 1 by, or on behalf of, any person who is either a member of the Key Management Personnel, for whom details of their remuneration are included in the Remuneration Report, or a Closely Related Party of such a member, unless:

- a) 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
- b) it is cast by the Chair as proxy for a person who is entitled to vote, and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Additionally, the Company will disregard any votes cast on Resolution 1 by any person appointed as a proxy by any person who is either a member of the Key Management Personnel or a Closely Related Party of such a member, unless:

- a) 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
- 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.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Chair as their proxy (including an appointment by default) are encouraged to direct the Chair as to how to vote on all Resolutions.

# Notice of Annual General Meeting

If the Chair is appointed, or is taken to have been appointed, as your proxy, you can direct the Chair to vote for, against or abstain from voting on Resolution 1 by marking the appropriate box opposite Resolution 1 on the proxy form.

However, if the Chair is your proxy and you do not direct the Chair how to vote, you will be deemed to have directed, and expressly authorised, the Chair to vote your proxy in favour of Resolution 1. This express authorisation acknowledges that the Chair may vote your proxy even though:

- a) Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; or
- b) the Chair may have an interest in Resolution 1.

## ORDINARY BUSINESS

### 2. Resolution 2 – Re-Election of Kevin Grice

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

*“That Mr Kevin Grice, who retires by rotation under the Company's constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, is re-elected as a director.”*

## SPECIAL BUSINESS

### 3. Resolution 3 – Approval to issue an additional 10% of the fully paid ordinary securities of the Company over a 12 month period pursuant to Listing Rule 7.1A

To consider and, if thought fit, pass the following Resolution, as a Special Resolution of the Company, with or without amendment:

*“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities in a number which is up to 10% of the fully paid ordinary securities of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Statement (**Placement Securities**).”*

**Voting exclusion:** The Company will disregard any votes cast in favour of Resolution 3 by, or on behalf of, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue, except a benefit arising solely from their capacity as a holder of Shares, and any of their respective Associates. However, the Company need not disregard a vote in favour of the resolution if it is cast by a person as a proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the resolution in that way, or it is cast by the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote as the Chair 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: (a) 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 (b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way. However, as at the date of this Notice of Meeting, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, as at the date of this Notice of Meeting, no existing Shareholders will be excluded from voting on Resolution 3.

By order of the Board  
Mr Craig McPherson  
Company Secretary  
21 October 2022

# Explanatory Memorandum

The following notes and the Explanatory Memorandum form part of the Notice of Meeting.

## Voting and Attendance Entitlement

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The Board has determined that those persons who are registered as holding Shares as at 7.00pm (AEST) on 20 November 2022, will be entitled to attend and vote at the Meeting.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of a Share is present at the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

## Action to be Taken by Shareholders

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A Shareholder who is entitled to attend and vote at the Meeting may appoint a person, who need not be a Shareholder of the Company, as the Shareholder's proxy to attend and vote on behalf of the Shareholder.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If in respect of any of the items of business you do not direct your proxy how to vote, you are directing your proxy to vote as he or she decides.

If you mark the abstain box for a particular item you are directing your proxy to not vote on your behalf and your Shares will not be counted in computing the required majority in the event of a poll.

For proxies without voting instructions that are exercisable by the Chair, the Chair intends to vote those proxies in favour of the Resolutions. The Chair will be deemed to be appointed where a signed proxy form is returned that does not contain the name of the proxy or where the person appointed on the form is absent from the Meeting.

A proxy form accompanies this Notice of Meeting. Should you wish to appoint a proxy, please complete the proxy form and return it at

least 48 hours before the Meeting, being no later than **10am (AEST) on 20 November 2022** to:

- (a) if online:  
<https://www.votingonline.com.au/coyagm2022>
- (b) if by fax: on + 61 2 9290 9655; or
- (c) if by mail: GPO Box 3993, Sydney NSW 2001 Australia

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

## Corporate Representatives

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A Shareholder which is a corporation may appoint an individual to act as its representative to attend and vote at the Meeting. The appointment must comply with section 250D of the Corporations Act, meaning that Company will require a Certificate of Appointment of Corporate Representative executed in accordance with section 250D of the Corporations Act. The completed certificate should be lodged with Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

## Polls

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In the event that a poll is demanded, every Shareholder shall have one vote for every Share registered in their name as at 7.00pm (AEST) on 20 November 2022.

## Required Majority

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Resolution 3 is a Special Resolution, requiring at least 75% of the votes cast by Shareholders entitled to vote on Resolution 3.

Each of Resolutions 1 and 2 (inclusive) are Ordinary Resolutions, requiring a simple majority of the votes cast by Shareholders entitled to vote on them.

## General

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All Shareholders are invited to attend the Meeting or, if they are unable to attend in person, to sign and return the proxy form to the Company in accordance with the instructions set out on the proxy form.

Shareholders, their proxy or corporate representatives who plan on attending the Meeting are asked to arrive at the venue at least 30 minutes prior to the time the Meeting is scheduled to commence, so that Shareholders can be checked against the Company's share register, or appointment as proxy, attorney or corporate representative can be verified and their attendance noted.

## Explanatory Memorandum

If the situation surrounding the global COVID-19 pandemic changes materially between the date of this Notice of Meeting, and the date of the Meeting, the Company may need to change the location of the Meeting, including hosting the meeting entirely virtually. If so, the Company will inform Shareholders of any such change as soon as reasonably practicable prior to the date of the Meeting. Accordingly, Shareholders are encouraged to vote on the resolutions set out in this Notice of Meeting by proxy to ensure their participation.

# Explanatory Memorandum

This Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the General Meeting. Shareholders should read this Explanatory Memorandum in full. This Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in any doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in this Explanatory Memorandum are defined in the Glossary section at the end of this Explanatory Memorandum. Unless otherwise stated, all references to sums of money, '\$' and 'dollars' are references to Australian currency.

## **Resolution 1 – Remuneration Report**

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In accordance with section 250R of the Corporations Act, the Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out from page 13 of the Directors' Report section of the Annual Report for the period ending 30 June 2022. The Annual Report is available to download on the Company's website, <https://coppermoly.com.au>.

The Remuneration Report:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each member of Key Management Personnel of the Company; and
- (d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

At the 2021 Annual General Meeting of the Company, more than 99.8% of the votes cast were in favour of the Remuneration Report.

In the interests of good corporate governance, the Directors abstain, from making a recommendation in relation to this Resolution 1.

A vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

## **Resolution 2 – Re-Election of Mr Kevin Grice**

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Clause 51.1 of the Company's constitution (**Constitution**) provides that the following directors automatically retire at the end of each annual general meeting:

- (a) any director appointed by the Directors since the last annual general meeting;
- (b) any director for whom this would be the third annual general meeting since their last appointment; and



# Explanatory Memorandum

- (c) one third (or if that is not a whole number, the next lowest whole number) of the Directors that are not retiring in accordance with the above (a) or (b).

Mr Grice was appointed as a director of the Company on 15 July 2014, having been most recently re-appointed on the Company's annual general meeting on 19 November 2020, and retires by rotation in accordance with clause 51.1(c) of the Constitution.

Mr Grice is a successful finance executive with significant experience with listed and unlisted exploration companies. He has held Chief Financial Officer and General Management positions.

The Directors (Mr Grice abstaining) recommend that Shareholders vote in favour of Resolution 2 and advise that they intend to vote any Shares that they own or control in favour of Resolution 2.

The Chair intends to vote all undirected proxies in favour of Resolution 2.

## **Resolution 3 – Approval to issue an additional 10% of the fully paid ordinary securities of the Company over a 12 month period pursuant to Listing Rule 7.1A**

Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval to allow it to issue Equity Securities up to 10% of its fully paid ordinary securities over a period up to 12 months after the entity's annual general meeting (**10% Additional Placement Capacity**). The 10% Additional Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

Accordingly, Resolution 3 seeks Shareholder approval to have the ability to issue Equity Securities pursuant to the 10% Additional Placement Capacity.

If Resolution 3 is passed, the Directors will be able to issue Equity Securities in the Company for up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the Meeting (**Placement Securities**), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 3 is not passed, the Directors will be unable to issue Placement Securities under the Company's 10% Additional Placement Capacity and the Company will be unable to raise funds using the Company's 10% Additional Placement Capacity.

Resolution 3 is a Special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed. Pursuant to Listing Rule 7.1A, no Placement Securities will be issued until and unless this Special Resolution is passed at the Meeting.

For the purpose of Listing Rule 7.3A, the following information is provided in respect of Resolution 3:

|                           |  |
|---------------------------|--|
| <b>Period of approval</b> | <p>The Placement Securities may be issued under the 10% Additional Placement Capacity commencing on the date of the General Meeting and expiring on the first to occur of the following:</p> <p>(a) the date that is 12 months after the date of the General Meeting;</p> <p>(b) the time and date of the Company's next annual general meeting; and</p> |
|---------------------------|--|

# Explanatory Memorandum

|   | (c) the time and date of the approval by Shareholders of any transaction under Listing Rules 11.1.2 or 11.2.   |                              |              |                               |         |         |         |         |         |                              |              |                               |                        |                     |             |             |             |               |       |             |             |             |
|---|--|------------------------------|--------------|-------------------------------|---------|---------|---------|---------|---------|------------------------------|--------------|-------------------------------|------------------------|---------------------|-------------|-------------|-------------|---------------|-------|-------------|-------------|-------------|
| <b>Minimum price</b>                        | <p>The minimum price at which the Placement Securities (which must be in an existing quoted class of the Company's Equity Securities and issued for cash consideration) may be issued is 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:</p> <p>(a) the date on which the price at which the relevant Placement Securities are to be issued is agreed by the entity and the recipient of the securities; or</p> <p>(b) if the relevant Placement Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the relevant Placement Securities are issued.</p>  |                              |              |                               |         |         |         |         |         |                              |              |                               |                        |                     |             |             |             |               |       |             |             |             |
| <b>Use of funds</b>                         | <p>The Company may issue Placement Securities under the 10% Additional Placement Capacity for cash consideration, which the Company intends to use to progress its exploration and development assets and general working capital (including payment of expenses associated with the issue of Placement Securities).</p>   |                              |              |                               |         |         |         |         |         |                              |              |                               |                        |                     |             |             |             |               |       |             |             |             |
| <b>Risk of economic and voting dilution</b> | <p>Any issue of Placement Securities under the 10% Additional Placement Capacity will dilute the economic and voting interests of Shareholders who do not receive any Equity Securities under the issue. If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Additional Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>Shareholders should note that there is a risk that:</p> <p>(a) the market price for the Company's Equity Securities may be significantly lower on the issue date of any Placement Securities than on the date of the General Meeting; and</p> <p>(b) the Placement Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the date of issue,</p> <p>which may have an effect on the amount of funds raised by the issue of the Placement Securities.</p> <p>The table below displays the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2) on the basis of three (3) different assumed issue prices and values for variable "A" in the formula in Listing Rule 7.1A.2:</p> <table><tr><th colspan="2" rowspan="3">Listing Rule 7.1A.2</th><th colspan="3">Dilution</th></tr><tr><th>\$0.006</th><th>\$0.012</th><th>\$0.018</th></tr><tr><th>50% decrease in Market Price</th><th>Market Price</th><th>100% increase in Market Price</th></tr><tr><td>Current Issued Capital</td><td>10% voting dilution</td><td>219,395,693</td><td>219,395,693</td><td>219,395,693</td></tr><tr><td>2,193,956,929</td><td>Funds</td><td>\$1,316,374</td><td>\$2,632,748</td><td>\$3,949,122</td></tr></table> | Listing Rule 7.1A.2          |              | Dilution                      |         |         | \$0.006 | \$0.012 | \$0.018 | 50% decrease in Market Price | Market Price | 100% increase in Market Price | Current Issued Capital | 10% voting dilution | 219,395,693 | 219,395,693 | 219,395,693 | 2,193,956,929 | Funds | \$1,316,374 | \$2,632,748 | \$3,949,122 |
| Listing Rule 7.1A.2                         |  |                              |              | Dilution                      |         |         |         |         |         |                              |              |                               |                        |                     |             |             |             |               |       |             |             |             |
|   |  |                              |              | \$0.006                       | \$0.012 | \$0.018 |         |         |         |                              |              |                               |                        |                     |             |             |             |               |       |             |             |             |
|   |  | 50% decrease in Market Price | Market Price | 100% increase in Market Price |         |         |         |         |         |                              |              |                               |                        |                     |             |             |             |               |       |             |             |             |
| Current Issued Capital                      | 10% voting dilution  | 219,395,693                  | 219,395,693  | 219,395,693                   |         |         |         |         |         |                              |              |                               |                        |                     |             |             |             |               |       |             |             |             |
| 2,193,956,929                               | Funds  | \$1,316,374                  | \$2,632,748  | \$3,949,122                   |         |         |         |         |         |                              |              |                               |                        |                     |             |             |             |               |       |             |             |             |

# Explanatory Memorandum

|                          |   |                     |             |             |             |
|--------------------------|---|---------------------|-------------|-------------|-------------|
|                          |   | raised              |             |             |             |
|                          | <b>50% increase in current issued capital</b>   | 10% voting dilution | 329,093,539 | 329,093,539 | 329,093,539 |
|                          | 3,290,935,394   | Funds raised        | \$1,974,561 | \$3,949,122 | \$5,923,684 |
|                          | <b>100% increase in current issued capital</b>  | 10% voting dilution | 438,791,386 | 438,791,386 | 438,791,386 |
|                          | 4,387,913,858   | Funds raised        | \$2,632,748 | \$5,265,497 | \$7,898,245 |
|                          | <p>The table above uses the following assumptions:</p> <p>(a) Resolution 3 is passed.</p> <p>(b) The current Shares on issue are the Shares on issue as at 11 October 2022.</p> <p>(c) The Share price set out above is the closing price of the Shares on the ASX on 11 October 2022 (being the last trading day before the date of this Notice of Meeting).</p> <p>(d) The Company issues the maximum possible number of Equity Securities under the 10% Additional Placement Capacity.</p> <p>(e) The above table only shows the dilutionary effect based on the 10% Additional Placement Capacity under Listing Rule 7.1A and not the 15% issue under Listing Rule 7.1.</p> <p>(f) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.</p> <p>(g) The issued capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 11 October 2022 and as provided for by the assumptions.</p> <p>(h) The issue price of the Placement Securities used in the table is the same as the Share price and does not take into account any discount to the share price (if any).</p> <p>(i) No Options or Rights are exercised into Shares before the date of the issue of the Equity Securities under Listing Rule 7.1A.</p> <p>(j) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.</p> <p>(k) Only Shares will be issued under the 10% Additional Placement Capacity.</p> |                     |             |             |             |
| <b>Allocation policy</b> | <p>The allottees of the Placement Securities to be issued under the 10% Additional Placement Capacity have not yet been determined. However, the allottees of Placement Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties or Associates of a related party of the Company. Further, if the Company is successful in</p>   |                     |             |             |             |

# Explanatory Memorandum

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|--|--|
|  | <p>acquiring new assets or investments, it is likely that the allottees under the Additional 10% Placement Capacity will be vendors of the new assets or investments.</p> <p>The Company will determine the allottees at the time of the issue under the 10% Additional Placement Capacity, having regard to the following factors:</p> <ul style="list-style-type: none"> <li>(a) the purpose of the issue;</li> <li>(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;</li> <li>(c) the effect of the issue of the Placement Securities on the control of the Company;</li> <li>(d) the Company's circumstances, including, but not limited to, its financial position and solvency;</li> <li>(e) prevailing market conditions; and</li> <li>(f) advice from corporate, financial and broking advisers (if applicable).</li> </ul> |
| <p><b>Total number of Equity Securities issued or agreed to be issued in the 12 months preceding the date of the Meeting under Listing Rule 7.1A.2</b></p> | <p>In the previous twelve months there were no equity securities issued or agreed to be issued under Listing Rule 7.1A.2.</p>  |

As at the date of this Notice of Meeting, the Company does not have any intention to issue any Equity Securities under Listing Rule 7.1A which has not previously been disclosed.

The Directors unanimously recommend that you vote in favour of Resolution 3.

The Chair intends to vote all undirected proxies in favour of Resolution 3.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Craig McPherson (Company Secretary): Unit 2, 42 Morrow Street, Taringa, QLD 4068 Ph 3217 7544

# Explanatory Memorandum

## 4. Glossary

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**10% Additional Placement Capacity** means the equity securities issued by the Company pursuant to Listing Rule 7.1A.

**Advisory Resolution** means a Resolution which, the result of voting by Shareholders, does not bind the Company.

**AEST** means Australian Eastern Standard Time.

**Associate** has the meaning given to that term in the Corporations Act.

**ASX** means ASX Limited (ABN 98 008 624 691) or the securities market operated by ASX Limited (as the context requires).

**Board** means the board of Directors of the Company.

**Chair** means the chair of the Meeting.

**Closely Related Party** means, of a member of the Key Management Personnel:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purpose of the above definition.

**Company** means Coppermoly Limited ACN 126 490 855.

**Corporations Act** means the *Corporations Act 2001 (Cth)*.

**Director** means a director of the Company as at the date of this Explanatory Memorandum.

**Directors' Report** means the document dated 28 October 2022 entitled 'Directors' Report' contained from page 2 of the Annual Report.

**Eligible Entity** has the meaning given to that term in the Listing Rules.

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Explanatory Memorandum** means this explanatory memorandum that accompanies, and forms part of, the Notice of Meeting.

**General Meeting** or **Meeting** means the annual general meeting of the Company to be convened by the Notice of Meeting.

**Key Management Personnel** means 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);

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

**Notice of Meeting** means the notice convening the general meeting of Shareholders that accompanies this Explanatory Memorandum.

**Option** means an option to subscribe for a Share.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

**Placement Securities** means Equity Securities issued pursuant to the Company's 10% Additional Placement Capacity.

**Related Party** has the meaning given to that term in the Listing Rules.

# Explanatory Memorandum

**Resolution** means a resolution referred to in this Notice of Meeting.

**Remuneration Report** means the section of the Directors' Report in the Annual Report dealing with the remuneration of the Company's Directors, Company Secretary and senior executives described as 'Remuneration Report'.

**Rights** means a performance right issued to acquire Shares in the Company.

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

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

**Special Resolution** means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) passed by at least 75% of the votes cast by members entitled to vote on the Resolution.

**Trading Days** means has the meaning given to that term in the Listing Rules.

**All Correspondence to:**

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (Brisbane time) on Sunday 20 November 2022.**

### 🖨 TO VOTE ONLINE

- STEP 1:** VISIT <https://www.votingonline.com.au/coyagm2022>
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (Brisbane time) on Sunday 20 November 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** <https://www.votingonline.com.au/coyagm2022>  
+ 61 2 9290 9655

📠 **By Fax** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

✉ **By Mail**

👤 **In Person** **Until 28 October 2022**  
Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

**From 31 October 2022**  
Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM****STEP 1 APPOINT A PROXY**

I/We being a member/s of **Coppermoly Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Piper Alderman, Level 26, Riparian Plaza, 71 Eagle Street, Brisbane Qld 4000 on Tuesday 22 November 2022 at 10:00am (Brisbane time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Item even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**

\* 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 vote will not be counted in calculating the required majority if a poll is called.

|                                |   | For                      | Against                  | Abstain*                 |
|--------------------------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1                   | Adoption of the Remuneration Report   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2                   | Re-election of Kevin Grice as a Director  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3<br><i>Special</i> | Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022