



# Notice of Annual General Meeting and Explanatory Memorandum

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Gold Hydrogen Limited ABN 74 647 468 899

Date of Meeting: Tuesday, 3 October 2023

Time of Meeting: 4:00 pm (Brisbane time)

Place of Meeting: Gadens Lawyers, Level 11,  
111 Eagle Street, Brisbane QLD 4000

# Notice of Annual General Meeting



Notice is given that the 2023 Annual General Meeting of Shareholders of Gold Hydrogen Limited ABN 74 647 468 899 (the **Company**) will be held at the offices of Gadens Lawyers on Level 11, 111 Eagle Street, Brisbane QLD 4000, on Tuesday, 3 October 2023 at 4:00 pm (Brisbane time).

## AGENDA

### Ordinary Business

#### Consider the Company's 2023 Annual Report

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To consider and receive the Financial Report, the Directors' Report, and the Auditor's Report of the Company for the financial year ended 30 June 2023.

#### Resolution 1 – Remuneration Report

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To consider and, if thought fit, pass the following advisory resolution:

*“That the Remuneration Report for the year ended 30 June 2023 (as set out in the Directors' Report) is adopted.”*

The vote on Resolution 1 is advisory only and does not bind the Directors of the Company.

The Company's 2023 Annual Report, which contains the Remuneration Report, is available on the Company's website at the following URL: [goldhydrogen.com.au/annual-reports/](http://goldhydrogen.com.au/annual-reports/)

See the Explanatory Memorandum for further information.

Voting exclusions apply to this Resolution as outlined below.

#### VOTING EXCLUSION STATEMENT

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel (KMP) details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of a KMP.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- a person as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with directions given to the proxy or attorney to vote on the relevant Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with a direction given to the Chair to vote on the relevant Resolution 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:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the relevant Resolution; and
  - the holder votes on the relevant Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

# Notice of Annual General Meeting



## **Resolution 2 – Re-election of Alexander Downer as a Director**

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

*“That in accordance with rule 9.4 of the Company’s Constitution, Alexander Downer, who retires by rotation, being eligible and offering himself for re-election, be re-elected as a Director of the Company.”*

See the Explanatory Memorandum for further information.

No voting exclusions apply to this Resolution.

## **General Business**

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To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

**By order of the board**

Karl Schlobohm  
Company Secretary  
Friday, 1 September 2023



## Introduction

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This Explanatory Memorandum is provided to Shareholders of Gold Hydrogen Limited ABN 74 647 468 899 (the **Company**) to explain the resolutions to be put to Shareholders at the 2023 Annual General Meeting to be held at the offices of Gadens Lawyers on Level 11, 111 Eagle Street, Brisbane QLD 4000, on Tuesday, 3 October 2023 at 4:00 pm (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

## Consider the Company's 2023 Annual Report

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The Corporations Act requires the financial report, the Directors' Report and the Auditor's Report to be tabled at the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the Directors' Report or the Auditor's Report.

The Company's 2023 Annual Report is placed before Shareholders for discussion only. No voting is required for this item. Shareholders can obtain a copy of the Company's 2023 Annual Report from the Company's website at the following URL: <https://goldhydrogen.com.au/annual-reports/>

Shareholders will also have the opportunity to ask any questions they may have about the Annual Report and the Financial Statements of Company management or the auditors.

## Resolution 1 – Remuneration Report

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The Board has submitted its Remuneration Report (included in the 2023 Annual Report) to Shareholders for consideration and adoption by way of a non-binding advisory resolution.

The Remuneration Report is set out in the Directors' Report section of the 2023 Annual Report. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- details and explains any performance conditions applicable to the variable or "at risk" component of the remuneration of executive Directors and senior executives of the Company.

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

The Board makes no recommendation on voting for this Resolution. A vote on this Resolution is advisory only and does not bind the Directors of the Company.

A Voting Exclusion Statement is set out in the Notice of Meeting for this Resolution. Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including this Resolution, subject to compliance with the Corporations Act.



## **Resolution 2 – Re-election of Alexander Downer as a Director**

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Alexander Downer retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election as the Company's Non-Executive Chairman. Mr Downer has served on the Gold Hydrogen Board since 1 July 2022.

Mr Downer is one of the country's best known politicians and diplomats. He was leader of the Liberal Party from 1994 to 1995, Minister for Foreign Affairs from 1996 to 2007, and High Commissioner to the United Kingdom from 2014 to 2018. Before politics Mr Downer was executive director of the Australian Chamber of Commerce.

Since departing Canberra and the diplomatic service, Mr Downer has had a number of appointments, including being advisor or board member to Hakluyt & Company, Cappello Capital Corp, the Adelaide Symphony Orchestra, Huawei in Australia, Ironbark Zinc Limited (ASX:IBC), and Yellowcake plc (LSE:YCA).

There is no voting exclusion statement for this Resolution.

The Directors (with Mr Downer abstaining) recommend that you vote in favour of this Resolution.

# Explanatory Memorandum



## Interpretation

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**ASX** means ASX Limited ABN 98 008 624 691.

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

**Business Day** means a day on which all banks are open for business generally in Brisbane.

**Chair** means the person chairing the Meeting.

**Company** means Gold Hydrogen Limited ABN 74 647 468 899.

**Constitution** means the constitution of the Company from time to time.

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

**Directors** means the directors of the Company.

**Explanatory Memorandum** means the explanatory statement accompanying this Notice.

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

**Meeting** means the 2023 Annual General Meeting to be held on Tuesday, 3 October 2023 as convened by the accompanying Notice of Meeting.

**Notice of Meeting** or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum.

**ordinary resolution** means a resolution passed by more than 50% of the votes at a general meeting of shareholders.

**Resolutions** means the resolutions set out in the Notice of Meeting.

**Shareholder** means a holder of ordinary Shares in the Company.

**Shares** means an ordinary fully paid share in the issued capital of the Company.



## Proxy, representative and voting entitlement instructions

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### Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the Corporations Act.

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the address listed below**, not less than forty-eight (48) hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

*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

*By delivery:*

Gold Hydrogen Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

*Online:*

<https://investorcentre.linkgroup.com>

*By fax:*

+61 2 9287 0309

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

### Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7:00 pm on 1 October 2023. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

### Signing instructions

You must sign the proxy 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, all of the security holders should sign.
- Power of Attorney: To sign under Power of Attorney, you must have already lodged this document 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) 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.

**LODGE YOUR VOTE**
 **ONLINE**  
<https://investorcentre.linkgroup.com>
 **BY MAIL**  
 Gold Hydrogen 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      Overseas: +61 1300 554 474

**X99999999999**

## PROXY FORM

I/We being a member(s) of Gold Hydrogen Limited and entitled to participate in 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

**STEP 1**

 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 Annual General Meeting of the Company to be held at **4:00pm (Brisbane time) on Tuesday, 3 October 2023 at Gadens Lawyers, Level 11, 111 Eagle Street, Brisbane QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).


**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 .**

#### Resolutions

	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Alexander Downer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 2**
 \* 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).

**STEP 3**
**GHY PRX2301C**




## 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, including where the Resolution is 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 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 participate in 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:

- (a) 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
- (b) 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 participate in 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 **4:00pm (Brisbane time) on Sunday, 1 October 2023**, 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

<https://investorcentre.linkgroup.com>

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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Gold Hydrogen 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 PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**