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**Freehill Mining Limited**  
**ACN 091 608 025**

**Notice of Annual General Meeting and  
Explanatory Memorandum and  
Proxy Form**

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**Date of Meeting:** Thursday, 28 January 2021

**Time of Meeting:** 11:00am (AEDT)

**Place of Meeting:** Due to the ongoing COVID-19 pandemic, the Annual General Meeting will be held via an audioconferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

*Following recent modifications brought to the Corporations Act 2001 and the Corporations Regulations 2001 under the Corporations (Coronavirus Economic Response) Determination (no.3) 2020, no hard copy of the Notice of Annual General Meeting and Explanatory Memorandum will be circulated. The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Australian Securities Exchange Announcement platform and on the Company's website (<https://freehillmining.com/asx-release/>).*

*This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

# Freehill Mining Limited

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of Freehill Mining Limited (**Company**) in respect of the financial year ended 30 June 2020 will be held by audio-visual conference, on Thursday, 28 January 2021 at 11:00am (AEDT) (**AGM**).

The Explanatory Memorandum to this Notice of Annual General Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum and Proxy Form are part of this Notice of Annual General Meeting.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in the Glossary.

## Agenda

### **1. Financial and related reports**

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To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2020.

### **2. Resolution 1 – Adoption of Remuneration Report (Non-binding resolution)**

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To consider and, if thought fit, to pass with or without amendment, the following resolution as a non-binding advisory resolution:

*“That the Remuneration Report for the financial year ended 30 June 2020 included in the Directors' Report, which is attached to the Financial Statements as required under section 300A of the Corporations Act, be adopted by the Company.”*

### **Voting Exclusion**

The Company will disregard any votes cast on this resolution (in any capacity, whether as proxy or as Shareholders) by any of the following persons:

- (a) Key management Personnel; and
- (b) Closely Related Parties of Key Management Personnel.

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

- (c) cast by a person as a proxy appointed in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or
- (d) cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

### **3. Resolution 2 – Re-election of Mr Paul Davies**

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

*“That Mr Paul Davies retires as a Director of the Company in accordance with the Constitution, and being eligible and having offered himself for re-election, be re-elected as a Director of the Company.”*

### **4. Resolution 3 – Approval to Issue Shares to Mr. Peter Hinner**

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue a number of fully paid ordinary shares to Mr. Peter Hinner, the Company’s Chief Executive Officer and an Executive Director, in consideration of consulting services provided pursuant to a Consultancy Agreement, on the terms set out in the Explanatory Memorandum.”*

### **5. Resolution 4 – Approval to Issue Performance Rights to Mr. Paul Davies**

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 performance rights to acquire fully paid ordinary shares to Mr. Paul Davies, a director of the Company, on the terms set out in the Explanatory Memorandum.”*

### **6. Resolution 5 – Ratification of Prior Issues of Shares as Payment for Services**

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

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 550,000 fully paid ordinary shares to StocksOnline Pty Ltd at \$0.03 per share on 21 May 2020, in lieu of cash payment for investor services provided, on the terms set out in the Explanatory Memorandum.”*

### **7. Resolution 6 – Ratification of Prior Issues of Shares on Conversion of Debt to Equity**

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

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of a total of 5,571,508 fully paid ordinary shares to Yaniv Equity LP on conversion of outstanding debt and interest accrued to equity, on the terms set out in the Explanatory Memorandum.”*

### **8. Resolution 7 – Ratification of Prior Issues of Shares Under Placement**

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

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 10,000,000 fully paid ordinary shares at \$0.06 per share under a placement to J M Ross Super Pty Ltd as trustee for the J M Ross Super Fund on 3 August 2020,*

on the terms set out in the Explanatory Memorandum.”

## **9. Resolution 8 – Removal of RSM Australia Partners as Auditors**

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

*“That, for the purpose of section 329 of the Corporations Act and for all other purposes, approval is given for the removal of RSM Australia Partners as the current auditor of the Company effective from the date of the Annual General Meeting.”*

This resolution is interdependent with Resolution 9.

## **10. Resolution 9 – Appointment of Connect National Audit as Auditor**

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To consider, and if thought fit, pass the following resolution as a **special** resolution:

*“That, for the purposes of section 327D of the Corporations Act, and for all other purposes, Connect National Audit, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company.”*

This resolution is interdependent with Resolution 8.

## **11. Resolution 10 – Approval of Amendments to the Constitution (Special Resolution)**

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To consider, and if thought fit, pass the following resolution as a **special** resolution:

*“That, for the purposes of Section 136(2) of the Corporations Act and for all other purposes, approval is given that the constitution of Nagambie Resources Limited is amended in the manner set out in the Explanatory Statement, with effect from the conclusion of the meeting.”*

**By order of the Board of Freehill Mining Limited:**



**Paul Davies**

Company Secretary

Dated: 23 December 2020

## IMPORTANT MEETING INFORMATION

### **Venue**

Due to the ongoing COVID-19 pandemic, the Freehill Mining Limited Annual General Meeting (**AGM**) will be conducted by way of live video conference.

***There will be no physical meeting.***

Shareholders wishing to attend the online meeting need to email the Company, including their registered name and address. To register, email: [info@freehillmining.com](mailto:info@freehillmining.com)

### **Your vote is important**

The business of the Annual General Meeting affects your shareholding and your vote is important.

### **Voting in person**

As the Meeting will be held online, voting in person will not apply, and you are encouraged to lodge a proxy vote beforehand. Voting at the meeting will be conducted by an online Poll. The Poll will be conducted based on votes submitted by proxy and by shareholders who submit their Online Poll votes on the day of the AGM.

***We encourage shareholders to lodge their proxy vote beforehand given the COVID 19 restrictions.***

## **Explanatory Memorandum**

The accompanying Explanatory Memorandum forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this notice of Annual General Meeting and the Explanatory Memorandum.

## **Questions from Shareholders**

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, RSM Australia Partners, in relation to the conduct of the external audit for the year ended 30 June 2020, or the content of its audit report. Please send your questions to:

The Company Secretary,  
**Freehill Mining Limited**  
Level 24, 570 Bourke Street, Melbourne VIC 3000  
P. 03 8658 5976  
E. [info@freehillmining.com.au](mailto:info@freehillmining.com.au)

Written questions must be received by no later than 5.00pm (AEDT) on Friday, 22 January 2020.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the Corporations Act and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many Shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.

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## VOTING INFORMATION

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### Voting by proxy

- (a) A Shareholder entitled to attend and vote at the General Meeting may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the Shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the meeting.
- (c) A proxy need not be a Shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority **by 11:00am (AEDT) on 26 January 2021**:
  - by post at GPO Box 5193 Sydney NSW 2001; or
  - by personal delivery to Automic Registry, Level 12, 575 Bourke St, Melbourne, Victoria, 3000; or
  - by facsimile: +61 2 8583 3040.

### Voting and other entitlements at the General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that shares in the Company which are on issue at **7.00pm (AEDT) on 26 January 2020** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the meeting).

### Proxy voting by the Chair

The Chair intends to vote all available undirected proxies in favour of each item of business.

If you appoint the Chair as your proxy or the Chair is appointed by default and your voting direction is not indicated, the Chairman may exercise your proxy even if he has an interest in the outcome of those items.

# Explanatory Memorandum

## 1. Introduction

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This Explanatory Memorandum has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Memorandum should be read in conjunction with the Notice of Meeting. Capitalised terms in this Explanatory Memorandum are defined in the Glossary.

## 2. Financial and Related Reports

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Section 317 of the Corporations Act requires the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2020 to be tabled before the Company's 2020 Annual General Meeting. There is no requirement for a formal resolution on this item.

The Financial Report contains the financial statements of the consolidated entity consisting of the Company and its controlled entities. As permitted by the Corporations Act, a printed copy of the Company's 2020 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. The 2020 Annual Report, which contains the Directors' Report, the Financial Report and the Remuneration Report, is available from the Company's website ([www.freehillmining.com](http://www.freehillmining.com)).

The Chair of the meeting will allow a reasonable opportunity at the Annual General Meeting for Shareholders to ask questions and to ask the Company's auditor questions about its Audit Report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2020, the preparation and content of its Audit Report, the accounting policies adopted by the Company in its preparation of the financial statements, and the independence of the Company's auditor in relation to the conduct of the audit.

## 3. Resolution 1 – Adoption of Remuneration Report (Non-binding resolution)

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### 3.1 Background

The Company is required to include in its Directors' Report a detailed Remuneration Report relating to remuneration received by the Company's key management personnel. Section 300A of the Corporations Act sets out the information required to be included in the Remuneration Report. A copy of the Remuneration Report appears in the Company's Annual Report for the year ended 30 June 2020.

Sections 249L(2) and 250R(2) of the Corporations Act require that a resolution that the Remuneration Report be adopted be put to a vote of shareholders at the Company's Annual General Meeting. The vote on this resolution is advisory to the Company only, and does not bind the Board.

Under section 250SA of the Corporations Act, shareholders must be given a reasonable opportunity to ask questions about, and make comments on, the Remuneration Report. This is in addition to any questions or comments that shareholders may have in relation to the management of the Company.

### 3.2 Important notice regarding appointment of proxies in relation to Resolution 1

For the purposes of sections 250R(2) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity) by or on behalf of a member of the Company's Key Management Personnel (including the Directors), details of whose remuneration are included in the



Remuneration Report or their closely related entities, whether as a shareholder or as a proxy except that the vote may be cast on Resolution 1 by a Key Management Personnel, or a Closely Related Party of a Key Management Personnel, if the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1 and the vote is not cast on behalf of a Key Management Personnel or a Closely Related Party of a Key Management Personnel.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on this Resolution by marking either "For", "Against" or "Abstain" on the proxy form for Resolution 1. If the Chairman is your proxy or is appointed as your proxy by default and you do not direct your proxy how to vote in respect of Resolution 1 on the Proxy Form, you will be expressly authorising the Chairman to exercise your proxy even if Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel,

The Chairman intends to vote undirected proxies in favour of Resolution 1.

## **4. Resolution 2 – Re-election of Mr Paul Davies**

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### **4.1 Purpose of Resolution**

In accordance with clause 24 of the Company's Constitution, Mr. Paul Davies retires and offers himself for re-election to the Company's Board.

### **4.2 About Mr. Paul Davies**

Mr. Davies has been a Director of the Company since March 2015. Mr Davies has extensive experience as CFO of both publicly traded and privately held companies. Over the past 10 years he has been involved with many early stage companies involving reporting, strategic planning, systems implementation, fundraising and IPO. Prior to this Mr Davies was Director in Charge of Corporate and Institutional Banking for Deutsche Bank Australia and a member of the Deutsche Bank Credit Committee. He has been directly involved in over \$20 billion worth of transactions involving origination, advising, arranging, structuring, project finance, lead managing, syndication, negotiation, risk management, including servicing many of Australia's major mining companies. Before Deutsche Bank Mr. Davies worked for a number of years with both Bankers Trust Australia and Macquarie Bank.

With his 20 plus years in the finance sector Mr Davies brings to the company considerable experience in both debt and equity markets in addition to significant understanding of the mining sector.

Mr Davies holds an Economics Degree from Monash University, has qualified as a Chartered Accountant and is an alumnus of the Stanford Business School.

### **4.3 Board Recommendation**

The Board, with Mr. Davies abstaining from making a recommendation, recommends that Shareholders vote in favour of Resolution 2.

## **5. Resolution 3 – Approval to Issue Shares to Mr Peter Hinner**

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### **5.1 Purpose of Resolution**

Resolution 3 relates to the issue of Shares with a value of \$80,000 to which Mr. Peter Hinner, the Company's CEO and an Executive Director, is entitled to receive as part of his remuneration pursuant to a Consultancy Agreement dated 1 February 2019. Entitlement to the Shares is in respect of the 12-month period of Mr Hinner's service from 1 February 2020 to 31 January 2021. The price of each Share to be issued is determined in accordance with the Consultancy Agreement and is equal to the volume weighted average price for the 30 days on which trades in Shares occurred on ASX prior to the date of issue of the Shares. The Consultancy Agreement provides that subject to the Company obtaining Shareholder approval for the issue of the Shares, the issue is to take place within 7 days of the end of the service period.

## 5.2 ASX Listing Rule 10.11

The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

(a) **Names of directors**

The Shares to Mr. Peter Hinner, an Executive Director and the CEO of the Company, or his nominee.

(b) **Issue Price**

The Shares will be issued at a price which is equal to the volume weighted average price of the Company's Shares on ASX over the 30 trading days which precede the date of the issue (**VWAP**). For a day to count in the 30-trading day period, at least one trade in Shares on ASX must have occurred on that day. The 30-trading day VWAP for Shares for the period leading up to the date of the Notice of Meeting is \$0.0684.

(c) **Number of Shares to be issued**

The number of Shares which will be issued to Mr. Hinner will be determined by reference to the issue price as determined by the VWAP. The table below sets out the number of Shares which will be issued on the basis of the VWAP for the 30-trading day period preceding the date of the Notice of Meeting (23 December 2020), and in the events that the relevant VWAP for the period immediately preceding the date of issue of the Shares represents a 50% increase and 50% decrease on the current 30-trading day VWAP.

| <b>VWAP</b>  | <b>No. of Shares</b> |
|--|----------------------|
| \$0.0684 (as at 23 December 2020)                      | 1,169,590            |
| \$0.1026 (50% increase on VWAP as at 23 December 2020) | 779,727              |
| \$0.0342 (50% decrease on VWAP as at 23 December 2020) | 2,339,181            |

(d) **Date by which the shares will be issued**

It is proposed that the Shares will be issued within 5 Business Days of the Annual General Meeting, but in any event no later than one (1) month after the Annual General Meeting.

(d) **Terms of the Shares**

The Shares will be issued on the same terms and conditions and rank equally in all respects with the Company's existing Shares.

(e) **Use of Funds Raised**

The Shares issued pursuant to Resolution 3 will be issued as part of Mr. Hinner's remuneration pursuant to a Consultancy Agreement, and as such, no funds will be raised.

(f) **Terms of Consultancy Agreement and director's remuneration**

The Consultancy Agreement entered into with Mr Hinner is in respect of the provision of services by Mr Hinner as the Company's Chief Executive Officer, for a two year term from 1 February 2019. Mr Hinner's remuneration under the Consultancy Agreement consists of:

- (i) a consultancy fee of \$218,000 + GST per annum;
- (ii) a one-off payment of \$180,000 in lieu of Share-based remuneration for the 12 month period ending on 1 February 2020, to be made to Mr Hinner on or before 11 January 2021;

- (iii) coverage of travel, accommodation and other agreed expenses incurred;
- (iv) subject to Shareholder approval, a parcel of Shares valued at \$80,000, to which entitlement arises on the conclusion of each 12 month period in the two-year term of the Consultancy Agreement (being 1 February 2020 and 1 February 2021). The deemed price of such Shares is to be equal to the volume weighted average price for the 30 days prior to the date on which the entitlement arises; and
- (v) up to 7,000,000 Shares in the Company, subject to achievement of certain performance milestones, and the Company obtaining Shareholder approval for issue of such Shares. Mr Hinner's entitlement to 1,000,000 of these Shares has vested and 1,000,000 Shares were issued to Mr Hinner following shareholder approval being obtained at the Company's General Meeting on 28 July 2020.

**(g) Voting exclusion statement**

The Company will disregard any votes cast in favour of Resolution 3 by:

- (i) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit by solely by reason of being a holder of ordinary securities in the entity); and
- (ii) an associate of that person (or those persons).

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

- (iii) a person as proxy 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
- (iv) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- (v) 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 this 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.

### **5.3 Chapter 2E Corporations Act**

Chapter 2E of the Act prohibits a public company from giving a financial benefit to any of its related parties unless a relevant exception applies. The term financial benefit is widely defined and includes the issue of securities such as options. The term related party includes a director of the Company. The Board has considered the application of Chapter 2E of the Corporations Act and is of the view that, having regard to Mr. Hinner's remuneration and position as the Company's Executive Director and CEO, and the terms of the Consultancy Agreement, the reasonable remuneration exceptions provided by section 211 of the Corporations Act are relevant in the circumstances, and accordingly, the Company will not also seek approval for the issue of the Shares to Mr Hinner for the purposes of section 208 of the Corporations Act.

#### 5.4 Additional information required by Listing Rule 14.1A

In accordance with Listing Rule 14.1A, in the event that Shareholders do not approve Resolution 3, the Company will be unable to issue the Shares to Mr Hinner. Mr Hinner has no recourse against the Company in the event that the issue of Shares is not approved, however, the Board may negotiate with Mr Hinner alternative remuneration in lieu of the issue of the Shares.

## 6. Resolution 4 – Approval to Issue Performance Rights to Mr Paul Davies

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### 6.1 Purpose of Resolution

The Board has determined to issue the Company's CFO and Executive Director, Mr. Paul Davies, rights to be issued with 3,000,000 fully paid ordinary shares subject to satisfaction of certain conditions (**Performance Rights**). The vesting of the Performance Rights is conditional upon:

- (a) the volume weighted average price of the Company's Shares on ASX over a period of 10 consecutive Business Days reaching \$0.10 (10 cents) per Share during the term of the Performance Rights; and
- (b) Mr Davies being engaged as a Director of the Company at the time the above condition is satisfied.

Any unvested Performance Rights will expire on 31 December 2022. The full terms of the Performance Rights are set out in Annexure C to this Explanatory Memorandum. Under Resolution 4 approval is sought for the purposes of ASX Listing Rule 10.11 and for all other purposes, in respect of the issue of 3,000,000 Performance Rights which, if vested, will result in the issue to Mr. Davies of 3,000,000 Shares.

### 6.2 ASX Listing Rule 10.11

The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

(a) **Name of director and maximum number of securities to be issued**

3,000,000 Performance Rights to Mr. Paul Davies, a director of the Company.

(b) **Issue Price**

The Performance Rights will be issued for nil consideration as a long-term performance incentive.

(c) **Date by which the securities will be issued**

The Performance Rights will be issued as soon as practicable, but in any event no later than one (1) month after the General Meeting.

(d) **Terms of the securities**

The Performance Rights will be issued on the terms as set out in Annexure C. Shares issued on the vesting of Performance Rights shall be issued on the same terms and conditions and rank equally in all respects with the Company's existing Shares.

(e) **Use of Funds Raised**

As the Performance Rights will be issued as a long-term performance incentive, no funds will be raised from the issue.

(f) **Director remuneration**

The Performance Rights are issued to Mr. Davies as a long term incentive, additional to his normal remuneration which presently consists of director and accounting fees of \$69,000 per annum. Mr. Davies is also entitled to participate in the Company's Equity Incentive Plan, and received 6,000,000 performance rights on 20 August 2020 pursuant to Shareholder approval obtained on 28 July 2020.

### **6.3 Chapter 2E Corporations Act**

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. The issue of Performance Rights contemplated by Resolution 4 constitutes the provision of a financial benefit to a related party. The Board has considered the application of Chapter 2E of the Corporations Act (related party provisions) and is of the view that having regard to Mr. Davies' remuneration and position as the Company's Finance Director and Company Secretary, the reasonable remuneration exceptions provided by section 211 of the Corporations Act are relevant in the circumstances, and accordingly, the Company will not also seek approval for the issue of the Performance Rights to Mr Davies for the purposes of section 208 of the Corporations Act.

### **6.4 Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 4 by:

- (a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit by solely by reason of being a holder of ordinary securities in the entity); and
- (b) an associate of that person (or those persons).

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

- (c) a person as proxy 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
- (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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 this Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **7. Resolutions 5, 6 and 7 – Ratification of Past Issues of Shares**

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### **7.1 Purpose of Resolutions**

Pursuant to Resolutions 5, 6 and 7, retrospective approval is sought for the purposes of ASX Listing Rule 7.4 and for all other purposes, in respect of various issues of Shares. The issues subject of each of these Resolutions were undertaken without shareholder approval, and were in compliance with Listing Rule 7.1 at the time of issue. ASX Listing Rule 7.4 permits a listed company at a general meeting to subsequently approve an issue of securities made without prior shareholder approval under Listing Rule 7.1. Resolutions 5, 6 and 7 have been included in this Notice of Meeting to preserve the Company's ability to issue further shares under Listing Rule 7.1.

Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period where the total number of equity securities to be issued exceeds 15% of the total number of fully paid ordinary securities on issue 12 months before the date of the issue, except where an exception applies or with prior approval of members of the Company at a general meeting.

As such, Resolutions 5, 6 and 7 seek Shareholders' ratification of the issues of securities so as to increase the Company's capacity to issue new securities.

## 7.2 Information required by Listing Rule 7.5

Pursuant to Listing Rule 7.5 and to enable the Shareholders to ratify the issues of securities subject of Resolutions 5, 6 and 7, Shareholders are provided with the following information in respect of the issues. Each issue subject of these Resolutions is an issue of Shares.

### (a) Recipient, number and price of Shares and date and purpose of issue

- (i) Resolution 5 relates to an issue of 550,000 Shares to StocksOnline Pty Ltd in payment of investor relations services provided to the Company in lieu of payment in cash. The Shares were issued on 21 May 2020 at a deemed price of \$0.03 per Share.
- (ii) Resolution 6 relates to issues of Shares to Yaniv Equity LP on conversion of outstanding debt and accrued interest to equity. The table below sets out the number of Shares issued, the price at which the Shares were issued, and the date the issue.

| Recipient of Shares | No. of Shares | Price per Share | Date of Issue |
|---------------------|---------------|-----------------|---------------|
| Yaniv Equity LP     | 2,729,937     | \$0.0420495     | 11 June 2020  |
| Yaniv Equity LP     | 2,841,571     | \$0.041615      | 17 June 2020  |

- (iii) Resolution 7 relates to the issue of 10,000,000 Shares to J M Ross Super Pty Ltd as trustee for the J M Ross Super Fund, a professional and sophisticated investor, under a private placement. The placement issue was completed on 3 August 2020, and the Shares were issued for cash consideration at a price of \$0.06 per Share. The \$600,000 in funds raised by the placement will be applied towards conducting a geophysics survey and subsequent work at the El Dorado mining properties as well as the Yerbas Buenas pre-feasibility study.

### (b) Voting exclusion statement

The Company will disregard any votes cast in favour of any of Resolutions 5, 6 or 7 by:

- (i) a person who participated in the issue being approved; and
- (ii) any associates of that person.

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

- (iii) a person as proxy 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
- (iv) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or

- (v) 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 this 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.

### **7.3 Additional information required by Listing Rule 14.1A**

In accordance with Listing Rule 14.1A, in the event that Shareholders do not approve any of Resolutions 5, 6 or 7, the Company's placement capacity under Listing Rule 7.1 will be reduced by the number of the securities subject of that Resolution until the earlier of subsequent shareholder approval to ratify the issue or 12 months from the date of issue.

### **7.4 Board recommendation**

The Board recommends that Shareholders vote in favour of each of Resolutions 5, 6 and 7.

## **8. Resolution 8 – Removal of RSM Australia Partners as Auditors**

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### **8.1 Background**

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given (**Notice of Intention**), or of which less than 2 months' notice is given if the company calls a meeting after the Notice of Intention has been given. Resolution 8 is an ordinary resolution seeking the removal of RSM Australia Partners as the auditors of the Company, who were appointed on 26 October 2015. A copy of the Notice of Intention is set out in Annexure A to this Notice. In accordance with section 329(2) of the Corporations Act, the Company has sent a copy of the Notice of Intention to RSM Australia Partners and ASIC.

The passage of Resolution 8 is dependent on the passage of Resolution 9.

### **8.2 Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 8.

## **9. Resolution 9 – Appointment of Connect National Audit as Auditor**

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### **9.1 Background**

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act. Resolution 9 is a special resolution seeking the appointment of Connect National Audit Pty Ltd (**Connect National Audit**) as the new auditor of the Company. Resolution 9 is subject to the passing of Resolution 8. As required by the Corporations Act, a nomination of Connect National Audit to be appointed as the auditor of the Company has been received from a member. A copy of the nomination of Connect National Audit as auditor is set out in the Notice of Intention in Annexure A to this Notice. Connect National Audit has given written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act, subject to shareholder approval of this resolution. A copy of Connect National Audit's consent to act as auditor is set

out in Annexure B to this Notice. If Resolutions 8 and 9 are passed, the appointment of Connect National Audit as the Company's auditor will take effect at the close of this Meeting.

As Resolution 9 is put as a special resolution, it requires 75% of all votes cast by Shareholders eligible to vote on the Resolution to be cast in favour in order for it to pass.

## 9.2 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 9.

## 10. Resolution 10 – Approval of Amendments to the Constitution

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### 10.1 Background

As part of the Company's regular review of its Constitution to streamline administration, minimise costs and incorporate recent regulatory updates, the Company proposes to amend the Constitution as set out below.

The amendments are proposed in order to bring the provisions of the Constitution in line with recent regulatory updates and technological developments and will assist the Company to meet its regulatory obligations, streamline communications with shareholders, and ensure it can utilise to the optimal extent various electronic platforms and tools to hold and conduct shareholder meetings.

Section 136(2) of the Corporations Act states that a company may "modify or repeal its constitution, or provision of its constitution, by special resolution". Accordingly, this Resolution 10 is proposed as a special resolution.

### 10.2 Proposed amendments

It is proposed that the following amendments be made to the Company's Constitution. Where a new clause is proposed to be inserted as a numbered clause and the Constitution contains an existing clause with the same number of the proposed new clause, except where otherwise stated, the new clause is inserted and the existing clause remains but has a new higher clause number e.g. where a new Clause 16.2 is inserted pursuant to section 10.2(b) below, the existing Clause 16.2 becomes Clause 16.3.

- (a) Each of Clauses 13.6, 18.2 and 33.3 in the Constitution be deleted in its entirety and the following new Clause 4.5 be inserted:

#### **4.5 Restricted Securities**

*For so long as the Company has any Restricted Securities on issue, the following apply:*

- 4.5.1 *A holder of Restricted Securities must not dispose of, or agree or offer to dispose of, the Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX.*
- 4.5.2 *If the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored sub-register and are to have a holding lock applied for the duration of the escrow period applicable to those securities.*
- 4.5.3 *The Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX.*
- 4.5.4 *A holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX.*



4.5.5 *If a holder of Restricted Securities breaches a restriction deed or a provision of the Company's constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.*

(b) A new Clause 16.2 is inserted into the Constitution as follows:

**16.2 Use of technology at general meetings**

16.2.1 *The Company may hold a general meeting (whether called by directors or requisition) at two or more venues, including by way of virtual or hybrid meeting, using any technology that gives the members as a whole a reasonable opportunity to participate.*

16.2.2 *If the technology used in accordance with Clause 16.2.1 encounters a technical difficulty, whether before or during the meeting, which results in a member not being able to participate in the meeting, the chairperson may, subject to the Corporations Act and this Constitution, allow the meeting to continue or may adjourn the meeting either for such reasonable period as may be required to fix the technology or to such other time and location as the Chairperson deems appropriate.*

(c) New Clauses 17.1.2, 17.1.3 and 17.1.5 are inserted into the Constitution as follows:

**17.1 Quorum**

...

17.1.2 *If a separate meeting place is linked to the main place of a general meeting by an instantaneous audio-visual communication device which, by itself or in conjunction with other arrangements:*

17.1.2.1 *gives the general body of Members in the separate meeting place a reasonable opportunity to participate in proceedings in the main place;*

17.1.2.1 *enables the Chairperson to be aware of proceedings in the other; and*

17.1.2.1 *enables the Members in the separate meeting place to vote on a show of hands or on a poll,*

*a Member present at the separate meeting place is taken to be present at the general meeting and entitled to exercise all rights as if he or she was present at the main place.*

17.1.3 *If, before or during the meeting, any technical difficulty occurs where one or more of the matters set out in clause 17.1.2.1 is not satisfied, the Chairperson of the meeting may:*

17.1.3.1 *notwithstanding anything in Clause 17.2.2, adjourn the meeting until the difficulty is remedied; or*

17.1.3.2 *continue to hold the meeting in the main place (and any other place which is linked under clause 17.1.2) and transact business, and no Member may object to the meeting being held or continuing.*

...

17.1.5 *Nothing in this Clause 17.1 is to be taken to limit the powers conferred on the Chairperson of the meeting by law.*

(d) A new Clause 18.10 is inserted into the Constitution as follows:

**16.2 Direct voting**

*The Directors may determine that at any general meeting of Members or meeting of any class of Members, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution. A direct vote includes a vote delivered to the Company by post, fax or other electronic means approved by the directors. The directors may prescribe regulations, rules and procedures in relation to direct voting, including specifying the form, method and timing of giving a direct vote at a meeting in order for the vote to be valid.*

- (e) Clause 36.1 is deleted in its entirety and replaced by a new Clause 36.1 as follows:

**36.1 Method of giving notice**

36.1.1 A notice may be given by the Company to a Member by:

36.1.1.1 *-serving it on the Member personally;*

36.1.1.2 *sending it by post to the Member's address in the Register =or an alternative address nominated by the Member;*

36.1.1.3 *unless the Member has requested otherwise, sending the notice (and any accompanying material) to an electronic address the Member has supplied to the Company for the giving of notices or by other electronic means determined by the Board acting reasonably and previously notified to Members; or*

36.1.1.4 *subject to compliance with the Corporations Act and the Listing Rules, unless the Member has requested otherwise:*

36.1.1.4.1 *sending, to an electronic address the Member has supplied to the Company for the giving of notices, a URL from which the notice and other material can be viewed or downloaded; or*

36.1.1.4.2 *sending, to the Member's address in the Register or an alternative address nominated by the Member, a letter or postcard setting out a URL from which the notice and other material can be viewed or downloaded.*

36.1.2 *For the purposes of this Clause 36.1, the fact that a Member has supplied an electronic address for the giving of notices does not require the Company to give any notice to that person by electronic means.*

36.1.3 *Where:*

36.1.3.1 *a Member does not have a registered address; or*

36.1.3.2 *the Company has reasonable grounds to believe that a Member is not known at the Member's registered address (including where the Company has made enquiry at the registered address as to the Member's whereabouts, and receives no response or a response indicating that the Member's whereabouts are unknown),*

*the Company may give any notice to that Member by exhibiting the notice at the Office of the Company or publishing the notice on the Company's page of the ASX Market Announcements Platform for at least 48 hours.*

- (f) Each of Clause 36.2.1 and Clause 36.2.2 is deleted in its entirety and replaced by new Clauses 36.2.1 and 36.2.2 as follows:

**36.2 Service of notice**

36.2.1 A notice to a person by the Company is taken to have been effected:

- 36.1.1.1 *if it is delivered personally – on that day;*
- 36.1.1.2 *if it is sent by post, or given in the manner authorised under Clause 36.1.1.4.2 – on the day after the date the notice or other communication is posted;*
- 36.1.1.3 *if it is sent by electronic means, or given in the manner authorised under Clause 36.1.1.4.1 – on the day after the date the notice or other communication is sent; or*
- 36.1.1.4 *if it is made available on the Company’s website and/or the ASX Market Announcements Platform – on the date the notice becomes available for viewing and downloading by a member of the public.*

36.1.2 *Where the Company gives a notice under Clause 36.1.3 by exhibiting it at the Office of the Company, service of notice is to be taken to be effected when the notice was first so exhibited.*

### **10.3 Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 10.

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## Glossary

In this Explanatory Memorandum, the following terms have the following meaning unless the context otherwise requires.

**AEDT** means Australian Eastern Daylight Saving Time as observed in Melbourne, Victoria.

**AGM** means the Annual General Meeting of the Company.

**ASX** means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange, as the context requires.

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

**Business Day** means a day on which the ASX is open for trading.

**Chairman** means the chairman of the Annual General Meeting.

**Closely Related Party** means close family members and any controlled companies.

**Company** means Freehill Mining Limited (ACN 091 608 025).

**Connect National Audit** means Connect National Audit Pty Ltd (ACN 605 713 040).

**Constitution** means the constitution of the Company.

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

**Directors** mean the directors of the Company.

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice of Meeting.

**Key Management Personnel** has the same meaning as in the accounting standards and includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly) and includes any Director of the Company.

**Notice of Intention** means the notice of intention to remove the Company's auditor and nominate a replacement auditor, set out in Annexure A.

**Notice of Meeting** means the notice of meeting and Explanatory Statement convening the Annual General Meeting.

**Proxy Form** means the proxy form attached to the Notice.

**Shareholder** means a shareholder of the Company.

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**Annexure A – Notices of Intention to Remove and Nomination**



18 December 2020

To: Paul Davies, Company Secretary, Freehill Mining Limited

**Notice of Intention to Move Resolution on Removal of Auditor**

In accordance with section 329(1A) of the Corporations Act 2001 (Cth), I advise that I intend to put a resolution, at the Company's annual general meeting, that RSM Australia Partners be removed as auditor of the company.

Yours sincerely,

Raymond Mangion  
Non-Executive Chairman

22 December 2020

To: Paul Davies, Company Secretary, Freehill Mining Limited

### Notice of Nomination of Auditor

I, Raymond Mangion, director of R & A Mangion Pty Ltd as trustee of the Stegman Superannuation Fund, a member of Freehill Mining Limited (*Company*), hereby nominate, pursuant to section 328B of the Corporations Act 2001 (Cth) (*Corporations Act*), Connect National Audit Pty Ltd to be appointed as the Company's auditor, subject to:

- (a) the removal of the Company's current auditor, RSM Australia Partners; and
- (b) the Company receiving consent to the appointment from Connect National Audit Pty Ltd,

and request that the Company seek approval from its shareholders to the appointment of pursuant to sections 327B(1) and 327D of the Corporations Act at the Company's next Annual General Meeting.

Please provide a copy of this notice to each of RSM Australia Partners and Connect National Audit Pty Ltd in accordance with sections 328B(3) of the Corporations Act.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Raymond Mangion', is written over a light grey rectangular background.

Raymond Mangion  
Director

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**Annexure B – Consent to be appointed as auditor**



22 December 2020  
Directors  
Freehill Mining Limited  
Level 24, 570 Bourke Street  
Melbourne VIC 3000

Dear Directors,

**FREEHILL MINING LIMITED – CONSENT TO APPOINTMENT AS AUDITOR**

In accordance with section 328A(1) of the Corporations Act 2001, Connect National Audit Pty Ltd hereby consents to act as auditor of Freehill Mining Limited (Company), subject to approval of the Company's shareholders being obtained in respect of:

- (a) the removal of the Company's current auditor; and
- (b) appointment of Connect National Audit Pty Ltd as the Company's auditor.

This consent shall remain in force until revoked in writing.

Yours faithfully,



GEORGE GEORGIU  
MANAGING DIRECTOR  
CONNECT NATIONAL AUDIT PTY LTD

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## Annexure C – Terms of Performance Rights

The terms of the Performance Rights are set out below:

- 1 Each Performance Right gives the recipient the right to acquire one Share.
- 2 The issue price for each Performance Right is \$Nil and no amount will be payable on the conversion of a Performance Right.
- 3 Upon vesting, Performance Rights will become convertible, at the option of the holder and for a period of three years, into fully paid ordinary shares in the Company.
- 4 Shares issued on conversion of vested Performance Rights will rank equally with all existing Shares from the date of issue. The Company will apply for quotation on ASX of the Shares issued on the exercise of each Performance Right.
- 5 The Performance Rights are transferrable with the prior consent of the Board.
- 6 Unvested Performance Rights will expire on 31 December 2022 unless otherwise agreed by the Company.
- 7 The vesting of the Performance Rights will be conditional upon the volume weighted average price of Freehill Mining Limited Shares as quoted on ASX over a period of 10 consecutive days on which ASX is open for trading reaching \$0.10 (10 cents) during the term of the Performance Rights.
- 8 When a Performance Right vests, the Company will issue a vesting notification to the holder of the Performance Right.
- 9 The Performance Rights shall lapse on the Expiry Date. In addition the Board will have the power to 'clawback' Performance Rights or any Shares issued on exercise of the Performance Rights in the sole and absolute discretion of the Board, if the recipient of the Performance Rights has engaged in fraud or dishonesty or upon misconduct if any results that lead to the Performance Rights vesting are subsequently shown to have been materially misstated.
- 10 The recipient of the Performance Rights must be either employed or engaged by the Company (which may be as a Director) at the time of satisfaction of the vesting condition in order for the Performance Rights to vest.
- 11 Performance Rights do not give holders any right to participate in new issues of securities in the Company made to Shareholders generally or to participate in dividends unless the Performance Rights are exercised and the resultant Shares are issued prior to the record date to determine entitlements to the securities or dividend (as applicable).
- 12 Performance Rights do not give holders any right to vote.
- 13 In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the vesting of any Performance Rights:
  - (a) the number of Performance Rights will be reconstructed (as appropriate) in a manner consistent with the ASX Listing Rules but with the intention that such reconstruction will not result in any advantage or disadvantage being conferred on the Performance Right holder which is not conferred on Shareholders; and
  - (b) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of Shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the Performance Rights will remain unchanged.
- 14 If there is a change in control event in relation to the Company (e.g., a takeover bid for all the Shares in the Company or any other scheme of arrangement by which more than 50% of the Shares in the Company change ownership) then all unvested Performance Rights will vest and be automatically exercised.



Freehill Mining Limited | ACN 091 608 025

# Proxy Voting Form

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

[EntityRegistrationDetailsLine1Envelope]  
[EntityRegistrationDetailsLine2Envelope]  
[EntityRegistrationDetailsLine3Envelope]  
[EntityRegistrationDetailsLine4Envelope]  
[EntityRegistrationDetailsLine5Envelope]  
[EntityRegistrationDetailsLine6Envelope]

## [HolderNumber]

Holder Number:  
[HolderNumber]

Your proxy voting instruction must be received by **11.00am (AEDT) on Tuesday, 26 January 2021** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

#### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

#### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

#### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

#### Lodging your Proxy Voting Form:

##### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



##### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

##### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

##### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

##### BY FACSIMILE:

+61 2 8583 3040

##### All enquiries to Automic:

**WECHAT:** <https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

