



25 October 2021

## ASX Announcement

### Notice of Annual General Meeting

GWR Group Limited ("GWR" or the "Company") is pleased to announce that the attached Notice of Annual General Meeting ("Notice") has been despatched to shareholders.

The Company's Annual General Meeting is scheduled to be held at the offices of Bennett + Co, Ground Floor, 28 The Esplanade, Perth, Western Australia on 26 November 2021 at 10.30am (WST).

Shareholders who have elected to receive the Notice electronically should begin to receive the Notice and their Proxy Appointment form via their nominated delivery method.

#### For further information please contact:

Gary Lyons  
Chairman

David Utting  
David Utting Corporate  
Ph: +61 416187462

Mark Pitts  
Company Secretary

E: [adrianc@gwrgroup.com.au](mailto:adrianc@gwrgroup.com.au)

E: [david@davidutting.com](mailto:david@davidutting.com)

E: [markp@endeavourcorp.com.au](mailto:markp@endeavourcorp.com.au)

This ASX Announcement has been authorised for issue by Mark Pitts, Company Secretary, GWR Group Limited.



20 October 2021

Dear Shareholder

GWR Group Limited (**GWR** or the **Company**) is convening an Annual General Meeting (**Meeting**) to be held at the offices of Bennett + Co, Ground Floor, 28 The Esplanade, Perth Western Australia on **Friday, 26 November 2021 at 10.30pm** (AWST).

The Company and the Board are very aware of the current circumstances resulting from COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings. Accordingly, the Board has made the decision that it will hold a physical Meeting with any appropriate social gathering and physical distancing measures in place to comply with the State and Federal Government's current restrictions for physical gatherings.

In addition and in accordance with the ASIC 'No-Action Position' letter, the Company will not be dispatching physical copies of the Notice of Annual General Meeting (**Notice**). Instead, a copy of the Notice will be available under the "ASX announcements" section of GWR's website at <http://gwrgroup.com.au/investor-centre/asx-announcements.html>

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. **Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.**

Your proxy voting instruction must be received by 10.30pm (AWST) on Wednesday, 24 November 2021, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Automic Group on, 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Circumstances relating to COVID-19 are changing rapidly. The Company will update shareholders if changing circumstances will impact the planning or arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at <http://gwrgroup.com.au/investor-centre/asx-announcements.html>

The Company appreciates the understanding of shareholders during this time.

Mark Pitts  
Company Secretary  
**GWR Group Limited**

# **GWR Group Limited**

**ACN 102 622 051**

## **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM**

**Date of General Meeting: Friday 26th November 2021**

**Time of General Meeting: 10:30am (WST)**

**Place of General Meeting: Bennett + Co  
Ground Floor, 28 The Esplanade  
Perth WA 6000**

# GWR Group Limited

ACN 102 622 051

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of GWR Group Limited will be held at the office of Bennett + Co, Ground Floor, 28 The Esplanade Perth, Western Australia on Friday, 26 November 2021 at 10.30am (WST).

An Explanatory Memorandum containing information in relation to each of the following matters to be considered at the meeting accompanies and forms part of this Notice.

## AGENDA

### FINANCIAL, DIRECTORS' AND AUDITOR'S REPORT

To receive and consider the Financial Report, Directors' Report and Auditor's Report of the Company and its controlled entities for the financial year ended 30 June 2021.

#### 1. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

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

*"That for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report for the financial year ended 30 June 2021 be adopted."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.** However, if 25% or more votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all the Company's directors (other than the Managing Director) must go up for re-election.

#### 2. RESOLUTION 2 - RE-ELECTION OF DIRECTOR – TAN SRI DATO' TIEN SENG LAW

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

*"That for the purposes of section 7.3(a) of the Company's Constitution, Tan Sri Dato' Tien Seng Law, who retires and offers himself for re-election is re-elected as a director."*

#### 3. RESOLUTION 3 - GRANT OF SHARES IN LIEU OF FEES TO MR GARY LYONS

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

*"That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the grant of up to 276,408 Shares to Mr Gary Lyons or his nominee in lieu of his accrued director fees on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting."*

#### Voting Exclusion for Resolution 3

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

- a) Gary Lyons and any person who is to receive the securities the subject of the Resolution;
- b) any person who might obtain a benefit if the Resolution is passed, except a benefit solely in the capacity of a holder of ordinary securities; and
- c) an associate of that person or those persons.

However this does not apply to a vote cast in favour of Resolution 3 by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions to the proxy or attorney to vote on the resolution in that way; or
- b) 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
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing 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 a Resolution; and
  - ii) the holder votes on a Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- a) the proxy is the Chair; and
- b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 3. Shareholders may also choose to direct the Chair to vote against Resolution 3 or to abstain from voting.

## **2. RESOLUTION 4 - GRANT OF SHARES IN LIEU OF FEES TO TAN SRI DATO' TIEN SENG LAW**

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

*"That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the grant of up to 168,915 Shares to Tan Sri Dato' Tien Seng Law or his nominee in lieu of accrued director fees on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting."*

#### **Voting Exclusion for Resolution 4**

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

- a) Tan Sri Dato' Tien Seng Law and any person who is to receive the securities the subject of the Resolution;
- b) any person who might obtain a benefit if the Resolution is passed, except a benefit solely in the capacity of a holder of ordinary securities; and
- c) an associate of that person or those persons.

However this does not apply to a vote cast in favour of Resolution 4 by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions to the proxy or attorney to vote on the resolution in that way; or
- b) 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
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing 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 a Resolution; and

- ii) the holder votes on a Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- a) the proxy is either:
  - (iii) a member of the Key Management Personnel; or
  - (iv) a Closely Related Party of such a member; and
- b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- d) the proxy is the Chair; and
- e) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 4. Shareholders may also choose to direct the Chair to vote against Resolution 4 or to abstain from voting.

3. **RESOLUTION 5 - GRANT OF SHARES IN LIEU OF FEES TO MR KONG LENG LEE**

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

*"That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the grant of up to 168,915 Shares to Mr Kong Leng Lee or his nominee in lieu of accrued director fees on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting."*

**Voting Exclusion for Resolution 5**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- a) Kong Leng Lee and any person who is to receive the securities the subject of the Resolution;
- b) any person who might obtain a benefit if the Resolution is passed, except a benefit solely in the capacity of a holder of ordinary securities; and
- c) an associate of that person or those persons.

However this does not apply to a vote cast in favour of Resolution 5 by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions to the proxy or attorney to vote on the resolution in that way; or
- b) 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
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing 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 a Resolution; and
  - ii) the holder votes on a Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- a) the proxy is either:
  - (v) a member of the Key Management Personnel; or
  - (vi) a Closely Related Party of such a member; and
- b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- a) the proxy is the Chair; and
- b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 5. Shareholders may also choose to direct the Chair to vote against Resolution 5 or to abstain from voting.

#### 4. **RESOLUTION 6 - GRANT OF SHARES IN LIEU OF FEES TO DATUK CHIN AN LAU**

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

*"That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the grant of up to 168,915 Shares to Datuk Chin An Lau or his nominee in lieu of accrued director fees on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting."*

##### **Voting Exclusion for Resolution 6**

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- a) Datuk Chin An Lau and any person who is to receive the securities the subject of the Resolution;
- b) any person who might obtain a benefit if the Resolution is passed, except a benefit solely in the capacity of a holder of ordinary securities; and
- c) an associate of that person or those persons.

However this does not apply to a vote cast in favour of Resolution 6 by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions to the proxy or attorney to vote on the resolution in that way; or
- b) 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
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing 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 a Resolution; and
  - ii) the holder votes on a Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

##### **Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- c) the proxy is either:
  - (vii) a member of the Key Management Personnel; or
  - (viii) a Closely Related Party of such a member; and
- d) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- d) the proxy is the Chair; and
- e) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 6. Shareholders may also choose to direct the Chair to vote against Resolution 6 or to abstain from voting.

5. **RESOLUTION 7 - GRANT OF SHARES IN LIEU OF FEES TO MICHAEL WILSON**

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

*"That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the grant of up to 287,736 Shares to Michael Wilson or his nominee in lieu of accrued director fees on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting."*

**Voting Exclusion for Resolution 7**

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- a) Michael Wilson and any person who is to receive the securities the subject of the Resolution;
- b) any person who might obtain a benefit if the Resolution is passed, except a benefit solely in the capacity of a holder of ordinary securities; and
- c) an associate of that person or those persons.

However this does not apply to a vote cast in favour of Resolution 7 by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions to the proxy or attorney to vote on the resolution in that way; or
- b) 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
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing 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 a Resolution; and
  - ii) the holder votes on a Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- a) the proxy is either:
  - (ix) a member of the Key Management Personnel; or
  - (x) a Closely Related Party of such a member; and
- b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- d) the proxy is the Chair; and
- e) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 7. Shareholders may also choose to direct the Chair to vote against Resolution 7 or to abstain from voting.

6. **RESOLUTION 8 – APPROVAL OF THE ISSUE OF EQUITY SECURITIES UP TO 10% OF THE ISSUED CAPITAL**

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

*"That, for the purpose of Listing Rule 7.1A and all other purposes, the Company approves the allotment and issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion for Resolution 8**



The Company will disregard any votes cast in favour of Resolution 8 - by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely in the capacity of a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

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

Dated this 20th day of October 2021

**BY ORDER OF THE BOARD**

**Mark Pitts**

Company Secretary

## Important information about the holding of the Annual General Meeting to address COVID -19 virus health and safety requirements

The Board of Directors have elected to hold a physical meeting and have undertaken to implement certain protocols and practices to ensure the safe conduct of the Annual General Meeting in line with general health advisory recommendation.

### Please note the following:

- GWR Group Limited's Annual General Meeting will be held at Ground Floor, 28 The Esplanade Perth WA as noted on the front page of this Notice.
- Shareholders **are encouraged to vote by proxy**.
- No refreshments will be served at the Meeting.
- Voting on all Resolutions will be conducted by poll and not by show of hands.
- The minimum number of Directors and the Secretary will attend the Meeting in person (taking into account social distancing practices).
- Questions for the Board of Directors can be emailed to the Company Secretary [markp@endeavourcorp.com.au](mailto:markp@endeavourcorp.com.au) and must be received no later than 5pm (WST) on Friday, 19 November 2021.

### GENERAL NOTES

1. The Explanatory Statement to Shareholders attached to this Notice of Annual General Meeting is hereby incorporated into and forms part of this Notice of General Meeting.
2. The Directors have determined in accordance with Regulation 7.11.37 of the Corporations Regulations that, for the purposes of voting at the meeting, shares will be taken to be held by the registered holders at 4.00pm (WST) on 24<sup>th</sup> November 2021.
3. The Chair will allow a reasonable opportunity for shareholders at the meeting to ask questions about or make comments on the management of the Company.
4. A Proxy Form accompanies this Notice of Meeting and to be effective must be completed online or received at the Company's share registry **by no later than 10.30am on 24th November 2021** refer to the Proxy Form for details and further instructions.

### SHARE REGISTRY CONTACT INFORMATION

#### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah>

<b>BY MAIL:</b> Automic GPO Box 5193 Sydney NSW 2001	<b>IN PERSON:</b> Automic Level 5, 126 Phillip Street Sydney NSW 2000	<b>BY EMAIL:</b> <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>  <b>BY FACSIMILE:</b> +61 2 8583 3040
<b>All enquiries to Automic:</b> <b>WEBCCHAT:</b> <a href="https://automicgroup.com.au">https://automicgroup.com.au</a>	<b>PHONE:</b> 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)	

## DEFINITIONS

For assistance in considering the Notice and accompanying Explanatory Memorandum, the following words are defined here:

**AGM or Annual General Meeting** means the 2021 annual general meeting of the Company.

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

**Auditor's Report** means the auditor's report on the Financial Report.

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

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

**Closely Related Party** means, in relation to a member of Key Management Personnel: (a) a spouse or child of the member, (b) a child of the member's spouse; (c) a dependent of the member or 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 dealing with the entity; (e) a company the member controls; or (f) a person prescribed by the regulations, as defined in the Corporations Act.

**Company** means GWR Group Limited ABN 54 102 622 051.

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

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

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

**Employees** means full time and part time employees, contractors and consultants to the Company

**Explanatory Memorandum** means the explanatory memorandum enclosed with and comprising part of this notice of annual general meeting.

**Financial Report** means the 2021 annual financial report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

**Key Management Personnel** means those persons details of whose remuneration are included in the Remuneration Report having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise), as defined in the Corporations Act.

**Notice** means this notice of annual general meeting.

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form enclosed with the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolutions** means the resolutions proposed in the Notice.

**Restricted Voter** means someone defined as Key Management Personnel or a Closely Related Party.

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

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

**VWAP** means volume weighted average price.

**WST** means Australian Western Standard Time.

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum is intended to provide Shareholders with information to assess the merits of the resolutions contained in the accompanying Notice.

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice.

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### **Financial, Directors' and Auditors Report**

The Financial Report, Director's Report and Auditor's Report for the Company for the year ending 30 June 2021 will be laid before the AGM.

There is no requirement for the Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's report.

In addition to taking questions at the AGM, written questions to the Company's auditors about:

- the preparation and content of the Auditor's report;
- the conduct of the audit;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the AGM date to the Company Secretary at the Company's registered office at 97 Outram Street, West Perth, WA 6005 or sent by facsimile to the registered office on (08) 9322 2370.

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### **Resolution 1: Adoption of Remuneration Report**

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2021.

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

The Board considers that its current practices of setting executive and non-executive remuneration are within normal industry expectations and provides an effective balance between the need to attract and retain the services of the highly skilled key management personnel that the Company requires.

If at least 25% of the votes cast in relation to the Remuneration Report are voted against adoption of the Remuneration Report at two consecutive Annual General Meetings, the Company is required to put to Shareholders a resolution proposing the calling of general meeting to consider the appointment of directors of the Company. If more than 50% of Shareholders vote in favour of that resolution, the Company must convene another general meeting within 90 days. All of the Directors who were in office when the Company's Directors' report was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the meeting but may stand for re-election.

If you choose to appoint a proxy you are encouraged **to direct your proxy how to vote** on Resolution 1 **by marking either For, Against or Abstain on the voting form.**

If you appoint the Chair as your proxy, and you do not direct your proxy how to vote on Resolution 1 on the proxy form **you acknowledge that the Chair will exercise your proxy, in line with his stated intention, even if he has an interest in the outcome of the resolution.**

**Please note if you appoint the Chair as your proxy, the appointment expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.**

**The Chair of the meeting intends to vote undirected proxies that are able to be voted in favour of the adoption of the remuneration report.**

The Remuneration Report has been approved by Shareholders at every AGM of the Company and at the most recent AGM in 2020 the Remuneration Report was approved unanimously.

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## **Resolution 2: Re-election of Director – TAN SRI DATO' TIEN SENG LAW**

### **Background**

Resolution 2 seeks Shareholder approval for the re-election of Tan Sri Dato' Tien Seng Law as a Director of the Company, in accordance with article 7.3(a) of the Constitution.

Tan Sri Dato' Law has been a director and substantial shareholder of the Company since July 2010 and was last elected as a director at the 2018 AGM. Accordingly, Tan Sri Dato' Law is required to retire by rotation and offer himself for re-election.

### **Biography – Tan Sri Dato' Tien Seng Law Non-Executive Director (Deputy Chairman)**

Tan Sri Dato' Tien Seng Law is a highly experienced investor in iron ore companies and was previously the Deputy Chairman and major shareholder of Midwest Corporation Limited. Tan Sri Dato' Law also has extensive business interest and investments in China. Tan Sri Dato' Law is currently the executive Chairman of T.S.Law Holding Sdn. Bhd., an investment holding company in Malaysia, covering a diverse range of industries. These companies include those with activities in property investment and development, food and beverage and steel plate distribution.

Tan Sri Dato' Tien Seng Law is the appointed Malaysian Business Advisor of Jinan Group of Companies of the Shandong Province, the Peoples' Republic of China. He has substantial interest in Ji Kang Dimensi Sdn. Bhd., a company within the Jinan Group of Companies operating a steel plates manufacturing plant in Kuantan.

Tan Sri Dato' Law is a substantial stakeholder and Deputy Chairman of Hiap Teck Venture Berhad, a Malaysian listed company engaged in distribution and trading of steel related products and as well as manufacturing of steel pipes and steel slabs.

If Resolution 2 is passed, Tan Sri Dato' Tien Seng Law will be re-elected as a Non-Executive Director of the Company. If Tan Sri Dato' Tien Seng Law is not re-elected, he will retire as a Director. The Board may consider an appointment to fill a casual vacancy pursuant to the Constitution, with ratification at the Company's next AGM.

### **Directors' recommendation**

The Directors (other than Tan Sri Dato' Tien Seng Law) recommend that Shareholders vote in favour of Resolution 2.

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## **Resolutions 3 to 6: Grant of Shares to Directors in lieu of Fees**

The Company is actively trying to conserve its cash reserves so as to allow it to maximise its development and ongoing exploration activities as well as capitalise on new opportunities as they arise.

The table below sets out the fees or remuneration per annum each Non-Executive Director was entitled to for the period from 1 October 2020 to 30 September 2021:

**Table 1.**

Director	Fees or remuneration applicable for the period from 1 October 2020 to 30 September 2021 including superannuation	
	Per annum	Per month
Gary Lyons	\$90,000	\$7,500.00
Tien Seng Law	\$55,000	\$4,583.33
Kong Leng Lee	\$55,000	\$4,583.33
Chin An Lau	\$55,000	\$4,583.33

Resolutions 3 to 6 (inclusive) seek Shareholder approval for the purposes of Listing Rule 10.11 to allow the outstanding proportion (75%) of the Non-Executive Directors' remuneration or fees that have accrued for the period 1 October 2020 to 30 September 2021 as set out in the table below (**Accrued Remuneration**) to be satisfied by the issue of the number of Shares set out in the table below (**Remuneration Shares**).

**Table 2.**

Non-Executive Directors	Outstanding fees accrued per month (75%) for the period 1 October 2020 to 30 September 2021	Total Accrued Remuneration for the period	Number of Remuneration Shares to be issued to satisfy Total Accrued Remuneration
Gary Lyons	\$5,625.00	\$67,500.00	276,408
Tien Seng Law	\$3,438.00	\$41,250.00	168,915
Kong Leng Lee	\$3,438.00	\$41,250.00	168,915
Chin An Lau	\$3,438.00	\$41,250.00	168,915
<b>Total</b>		<b>\$191,250.00</b>	<b>783,153</b>

If Resolutions 3 to 6 (inclusive) are not approved, then the Company will need to pay the Non-Executive Directors a total of \$191,250.00 in cash for the outstanding accrued fees for the period from 1 October 2020 to 30 September 2021 (inclusive).

#### **Chapter 2E of the Corporations Act**

The issue of Shares to Directors will constitute the giving of a financial benefit to a related party of the Company, for which member approval is usually required pursuant to section 208 of the Corporations Act.

There are various exceptions to the requirement for member approval, including, in accordance with section 211 of the Corporations Act, where the benefit is remuneration to a related party as an officer or employee of the Company, and to give the remuneration would be reasonable given:

- the circumstances of the Company; and
- the related party's circumstances (including the responsibilities involved in the office or employment).

The Board is of the view that the exception in section 211 of the Corporations Act is relevant to the financial benefits to be granted to the Directors. Each Director is of the view that the proposed Share issue in relation to each of the other Directors is part of a reasonable remuneration package for that Director, given that the Share issue is in lieu of the payment of cash director's fees.

Accordingly, the Company is not seeking the approval of members under section 208 of the Corporations Act.

### **Listing Rule disclosures**

As the issue of the Remuneration Shares comprises the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of the Remuneration Shares under ASX Listing Rule 10.11.

Listing Rule 10.13 requires the following further information to be provided in relation to the Remuneration Shares which may be granted pursuant to Resolutions 3 to 6:

- \* The Remuneration Shares will be issued to the Directors (or their nominee), in accordance with the table above.
- \* The Directors shown in the table above are related parties and therefore fall under Listing Rule 10.11.1.
- \* The maximum total number of Remuneration Shares to be issued to each Director or the nominee is set out in the table above (and the total maximum is 783,153).
- \* The Remuneration Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver of the ASX Listing Rules).
- \* The proposed issue price of the Remuneration Shares is a deemed conversion price was calculated on a monthly basis using the VWAP for each month for the period 1 October 2020 to 30 September 2021 as follows (refer also to Tables 1 and 2 above showing Director remuneration foregone):

October	VWAP - \$0.1599
November	VWAP - \$0.1827
December	VWAP - \$0.3854
January	VWAP - \$0.3608
February	VWAP - \$0.2935
March	VWAP - \$0.2569
April	VWAP - \$0.3251
May	VWAP - \$0.2462
June	VWAP - \$0.3237
July	VWAP - \$0.3845
August	VWAP - \$0.2152
September	VWAP - \$0.1375

- \* The Remuneration Shares will be fully paid and will rank equally in all respects with existing Shares. The Remuneration Shares will be subject to a holding lock preventing the disposal of those Shares until the earlier of 12 months after the issue of the Shares or the date on which the Company lodges a Prospectus with ASIC for the issue of Shares.
- \* A voting exclusion statement for Resolutions 3 to 6 (inclusive) is included in the Notice. The Chair intends to vote undirected proxies in favour of each Resolution.
- \* The Remuneration Shares are not being issued pursuant to an agreement.
- \* No funds will be raised from the issue of the Remuneration Shares, which will be issued in lieu of director's fees, but the Company's liability in relation to the Accrued Remuneration will be fully satisfied.

In respect of Resolutions 3 to 6 inclusive, if the Resolution is passed (and approval is therefore obtained for the purposes of ASX Listing Rule 10.11), further shareholder approval is not required under ASX

Listing Rule 7.1, and the Shares issued pursuant to the Resolution will not be included in the calculation of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

## Resolution 7: Grant of Shares to Executive Director in lieu of Remuneration

The Company is actively trying to conserve its cash reserves so as to allow it to maximise exploration and development of its existing projects as well as capitalise on new opportunities as they arise.

The Directors have agreed that, subject to obtaining the required Shareholder approval, the outstanding proportion (25%) of the Executive Directors' remuneration that has accrued for the period 1 October 2020 to 30 September 2021 as set out in the table below (**Accrued Remuneration**) will be satisfied by the issue of the number of Shares set out in the table below (**Remuneration Shares**).

The table below sets out the fees or remuneration per annum the Executive Director was entitled to for the period from 1 October 2020 to 30 September 2021:

**Table 3.**

Director	Fees or remuneration applicable for the period from 1 October 2020 to 30 September 2021 including superannuation	
	Per annum	Per month
Michael Wilson	\$307,765	\$25,647.08

Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 10.11 to allow the outstanding proportion of the Executive Directors' remuneration that have accrued for the period 1 October 2020 to 30 September 2021, as set out in the table below (**Accrued Remuneration**) to be satisfied by the issue of the number of Shares set out in the table below (**Remuneration Shares**).

**Table 4.**

Executive Director	Outstanding fees accrued per month (23%) for the period 1 October 2020 to 30 September 2021	Total Accrued Remuneration for the period	Number of Remuneration Shares to be issued to satisfy Total Accrued Remuneration
Michael Wilson	\$5,856.00	\$70,266.00	287,736

If Resolution 7 is not approved, then the Company will need to pay the Executive Director a total of \$70,266.00 in cash for the outstanding accrued fees for the period from 1 October 2020 to 30 September 2021 (inclusive).

### Chapter 2E of the Corporations Act

The issue of Shares to the Executive Director will constitute the giving of a financial benefit to a related party of the Company, for which member approval is usually required pursuant to section 208 of the Corporations Act.

There are various exceptions to the requirement for member approval, including, in accordance with section 211 of the Corporations Act, where the benefit is remuneration to a related party as an officer or employee of the Company, and to give the remuneration would be reasonable given:

- the circumstances of the Company; and
- the related party's circumstances (including the responsibilities involved in the office or employment).

The Board is of the view that the exception in section 211 of the Corporations Act is relevant to the financial benefits to be granted to the Director. Each Director is of the view that the proposed Share issue in relation to the Executive Director is part of a reasonable remuneration package for that Director, given that the Share issue is in lieu of the payment of cash director remuneration.



Accordingly, the Company is not seeking the approval of members under section 208 of the Corporations Act.

### **Listing Rule disclosures**

As the issue of the Remuneration Shares comprises the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of the Remuneration Shares under ASX Listing Rule 10.11.

Listing Rule 10.13 requires the following further information to be provided in relation to the Remuneration Shares which may be granted pursuant to Resolution 7:

- \* The Remuneration Shares will be issued to the Executive Director (or his nominee), in accordance with the table above.
- \* The Executive Director shown in the table above is a related party and therefore falls under Listing Rule 10.11.1.
- \* The maximum total number of Remuneration Shares to be issued to the Executive Director or the nominee is set out in the table above (287,736).
- \* The Remuneration Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver of the ASX Listing Rules).
- \* The proposed issue price of the Remuneration Shares is a deemed conversion price was calculated on a monthly basis using the VWAP for each month for the period 1 October 2020 to 30 September 2021 as follows (refer also to Tables 3 and 4 above showing Director remuneration foregone):

October	VWAP - \$0.1599
November	VWAP - \$0.1827
December	VWAP - \$0.3854
January	VWAP - \$0.3608
February	VWAP - \$0.2935
March	VWAP - \$0.2569
April	VWAP - \$0.3251
May	VWAP - \$0.2462
June	VWAP - \$0.3237
July	VWAP - \$0.3845
August	VWAP - \$0.2152
September	VWAP - \$0.1375

- \* The Remuneration Shares will be fully paid and will rank equally in all respects with existing Shares. The Remuneration Shares will be subject to a holding lock preventing the disposal of those Shares until the earlier of 12 months after the issue of the Shares or the date on which the Company lodges a Prospectus with ASIC for the issue of Shares.
- \* A voting exclusion statement for Resolution 7 is included in the Notice. The Chair intends to vote undirected proxies in favour of each Resolution.
- \* The Remuneration Shares are not being issued pursuant to an agreement.
- \* No funds will be raised from the issue of the Remuneration Shares, which will be issued in lieu of director remuneration, but the Company's liability in relation to the Accrued Remuneration will be fully satisfied.

In respect of Resolution 7, if the Resolution is passed (and approval is therefore obtained for the purposes of ASX Listing Rule 10.11), further shareholder approval is not required under ASX Listing Rule 7.1, and the Shares issued pursuant to the Resolution will not be included in the calculation of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

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## Resolution 8: Approval of the issue of Equity Securities up to 10% of the Issued Capital

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital over a 12-month period after the Annual General Meeting at which a resolution for the purposes of Listing Rule 7.1A is passed by special resolution (Additional 10% Placement Capacity). The Additional 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An entity will be eligible to seek approval under Listing Rule 7.1A if: (a) the entity has a market capitalisation of \$300 million or less; and (b) the entity is not included in the S&P ASX 300 Index. The Company is an eligible entity for the purposes of Listing Rule 7.1A as it is not included in the S&P/ASX 300 Index and has a current market capitalisation as at the close of trade on 8 October 2021 of \$43,904,034, being 302,786,443 ordinary shares at \$0.145.

The number of Equity Securities to be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula set out in Listing Rule 7.1A.2:

$$(A \times D) - E$$

Where:

A = the number of fully paid ordinary securities on issue at the commencement of the relevant period:

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16, or 17;
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the relevant period; or
  - the agreement or issue was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- less the number of fully paid ordinary securities cancelled in the relevant period;

D = 10%; and

E = the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

The Company is putting Resolution 8 to Shareholders to seek approval to issue additional Equity Securities under the Additional 10% Placement Capacity.

This Resolution does not mean that the Company will necessarily utilise the 10% Additional Placement Capacity. Rather, capital markets have recently been in a state of fluctuation and the Directors acknowledge that they may need to act quickly to raise funds when favourable markets emerge. The Company's failure to raise capital, if and when needed, could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities. Under these circumstances, the Additional 10% Placement Capacity will provide flexibility for the Company to issue additional securities, in the event that the Directors determine that the issue of the additional securities is in the interests of the Shareholders and the Company in achieving its objectives.

## Listing Rule 7.1A

The effect of Resolution 8 will be to permit the Company to issue the Equity Securities under Listing Rule 7.1A during the Additional Placement Period (as defined below) without using the Company's 15% placement capacity under Listing Rule 7.1.

Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice the Company has only Shares on issue as quoted securities.

At the date of this Notice the Company has 302,786,443 Shares on issue. Shareholders should note that, subject to the Shareholder approval being sought under Resolution 8, the calculation of the number of Equity Securities permitted to be issued under the Additional 10% Placement Capacity is a moving calculation and will be based the formula set out in Listing Rule 7.1A.2 at the time of issue of the Equity Securities. The table on the page below demonstrates various examples as to the number of Equity Securities that may be issued under the Additional 10% Placement Capacity.

Resolution 8 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.

## Specific information required by Listing Rule 7.3A

The following information in relation to the Equity Securities to be issued is provided to Shareholders for the purposes of Listing Rule 7.3A:

- (a) Any Equity Securities issued under the Additional Placement Facility must be in an existing quoted class of the Company's securities and issued for cash consideration per security which is not less than 75% of the VWAP for securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:
  - (i) the date on which the price at which the securities are to be issued is agreed; or
  - (ii) if the securities are not issued within 10 trading days of the above date, the date on which the securities are issued.
- (b) If Resolution 8 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Capacity, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that:
  - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date of the Equity Securities.

The table below shows the dilution of existing Shareholders of the issue of the maximum number of Equity Securities under the Additional 10% Placement Capacity using different variables for the number of ordinary securities for variable "A" (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that variable "A" is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.

The table shows:

- (i) examples of where variable "A" is at its current level, and where variable "A" has increased by 50% and by 100%;
- (ii) examples of where the issue price of ordinary securities is the current market price as at close of trade on 8 October 2021 (market price), where the issue price is halved, and where it is doubled; and
- (iii) the dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Capacity are issued.

Variable 'A'	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		\$0.073 Issue Price at half the current market price	\$0.145 Issue Price at current market price	\$0.290 Issue Price at double the current market price
Current Variable A 302,786,443 Shares	Shares issued	30,278,644	30,278,644	30,278,644
	Funds raised	\$2,210,341	\$4,390,403	\$8,780,807
	Dilution	10%	10%	10%
50% increase in current Variable A 454,179,665 Shares	Shares issued	45,417,967	45,417,967	45,417,967
	Funds raised	\$3,315,512	\$6,585,605	\$13,171,210
	Dilution	10%	10%	10%
100% increase in current variable A 605,572,886 Shares	Shares issued	60,557,289	60,557,289	60,557,289
	Funds raised	\$4,420,682	\$8,780,807	\$17,561,614
	Dilution	10%	10%	10%

**Note: this table assumes:**

- (i) No Options are exercised before the date of the issue of the Equity Securities;
  - (ii) The Company issues the maximum number of Equity Securities under the Additional 10% Placement Capacity and the Equity Securities issues consists only of Shares;
  - (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholders holding at the date of the Annual General Meeting;
  - (iv) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (c) The Additional Placement Facility would commence on the date of the Meeting and expire on the first to occur of the following:
- (iii) the date that is 12 months after this Meeting (ie 26 November 2022);
  - (iv) the time and date of the Company's next annual general meeting;
  - (v) the time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2( a significant change to the nature and scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities to raise funds to advance the company's exploration projects, fund other potential acquisition or exploration opportunities that may arise and provide working capital.  
The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.
- (e) The Company's allocation policy for the issue of Equity Securities under the Additional 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s). Securities allotted pursuant to the allocation policy will be determined following consideration of a number of factors including, but not limited to, the following matters:
- (i) the ability of the Company to raise funds at the time of the proposed issue of Equity Securities;
  - (ii) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issued of Equity Securities;
  - (iii) the financial situation and solvency of the Company; and
  - (iv) advice from its professional advisers, including corporate, financial and broking advisers (if applicable).

At the date of this Notice, the Company has not formed an intention as to whether the securities will be offered to existing security holders, or to any class or group of existing security holders, or whether the securities will be offered exclusively to new investors that have not previously been security holders of the Company. The Company will give consideration before making any

placement of securities under Listing Rule 7.1A whether the raising of any funds under such placement could be carried out in whole, or in part, by an Entitlements Offer to existing security holders.

The allottees under the Additional 10% Placement Capacity have not been determined as at the date of this Notice but will not include related parties (or their associates) of the Company.

*Previous Approval under ASX Listing Rule 7.1A*

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its 2020 Annual General Meeting on 27 November 2020.

During the 12-month period prior to the date of this notice, the Company issued Nil shares under this approval.

- (f) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not determined its allocation policy for the issue of Equity Securities under the Additional 10% Placement Capacity. The Company has not approached, and has not yet determined to approach, any particular existing security holders or an identifiable class of existing security holders to participate in an offer under the Additional 10% Placement Capacity, and therefore no Shareholder will be excluded from voting on Resolution 8.

**Directors Recommendation**

The Board recommends Shareholders vote in favour of Resolution 8.

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**Questions and Comments**

In accordance with the Corporations Act at the Annual General Meeting the Chair will provide an opportunity for Shareholders to ask questions and make comments in relation to the management of the Company.



GWR Group Limited | ACN 102 622 051

# Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **10.30am (WST) on Wednesday, 24 November 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 VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



## SUBMIT YOUR PROXY VOTE BY PAPER

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>.

<b>Contact</b>	<b>Return your completed form</b>			<b>All enquiries to Automic</b>
	<b>BY MAIL</b> Automic GPO Box 5193 Sydney NSW 2001	<b>IN PERSON</b> Automic Level 5, 126 Phillip Street Sydney NSW 2000	<b>BY EMAIL</b> meetings@automicgroup.com.au <b>BY FACSIMILE</b> +61 2 8583 3040	<b>PHONE</b> 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

<b>STEP 1: Appoint Your Proxy</b>	<b>Complete and return this form as instructed only if you do not vote online</b> I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of GWR Group Limited, to be held at <b>10.30am (WST) on Friday, 26th November 2021 at Bennett + Co, Ground Floor, 28 The Esplanade, Perth WA 6000</b> hereby:
	<b>Appoint the Chairman of the Meeting (Chair)</b> OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

**AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS**  
 Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 3-7 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 3-7 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

<b>STEP 2: Your Voting Direction</b>	Resolutions	For	Against	Abstain
	1. ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	2. RE-ELECTION OF DIRECTOR – TAN SRI DATO' TIEN SENG LAW	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	3. GRANT OF SHARES IN LIEU OF FEES TO MR GARY LYONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	4. GRANT OF SHARES IN LIEU OF FEES TO TAN SRI DATO' TIEN SENG LAW	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	5. GRANT OF SHARES IN LIEU OF FEES TO MR KONG LENG LEE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	6. GRANT OF SHARES IN LIEU OF FEES TO DATUK CHIN AN LAU	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	7. GRANT OF SHARES IN LIEU OF FEES TO MICHAEL WILSON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	8. APPROVAL OF THE ISSUE OF EQUITY SECURITIES UP TO 10% OF THE ISSUED CAPITAL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i>			

<b>STEP 3: Sign Here + Contact Details</b>	<b>SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED</b>		
	Individual or Securityholder 1	Securityholder 2	Securityholder 3
	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
	Sole Director and Sole Company Secretary	Director	Director / Company Secretary
	Contact Name:	<input style="width: 100%; height: 25px;" type="text"/>	
	Email Address:	<input style="width: 100%; height: 25px;" type="text"/>	

Contact Daytime Telephone:

Date (DD/MM/YY):  /  /

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).