



ANGLO AUSTRALIAN RESOURCES NL

(ACN 009 159 077)

NOTICE OF GENERAL MEETING

A general meeting of the Company will be held at Suite 2, 6 Lyall Street, South Perth WA 6151 on Friday 8 April 2022 at 9:30am (AWST).

*Anglo Australian Resources NL (the **Company**) advises Shareholders that the general meeting will be held in compliance with the Western Australian government's restrictions on public gatherings.*

Shareholders are encouraged to submit any questions in advance of the Meeting by emailing the questions to meetings@anglo.com.au by no later than 5:00 pm (AWST) 6 April 2022.

Shareholders are also strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

If the above arrangements with respect to the general meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at www.anglo.com.au.

This Notice and the accompanying Explanatory Memorandum should be read in full. If Shareholders are in doubt as to how they should vote, they should seek advice from their stockbroker, investment advisor, accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (08) 9382 8822.

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is hereby given that a general meeting of shareholders of Anglo Australian Resources NL (ACN 009 159 077) (**Company**) will be held at Suite 2, 6 Lyall Street, South Perth WA 6151 on Friday 8 April 2022 at 9:30am (AWST) (**Meeting**).

This Notice is being made available to Shareholders electronically and can be viewed and downloaded online from the Company's website www.anglo.com.au.

Instructions on how to attend the Meeting and vote are in the Explanatory Memorandum. The Explanatory Memorandum and the Proxy Form form part of this Notice.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

VOTING ELIGIBILITY

The Directors have determined pursuant to regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 6 April 2022 at 9:30am (AWST).

BUSINESS OF THE MEETING

AGENDA

1 Resolution 1 – Change of Company Name

To consider and, if thought fit, to pass with or without amendment, as a **special resolution** the following:

That the Company adopts the name Astral Resources NL as its new name, in place of its existing name Anglo Australian Resources NL.

2 Resolution 2 – Amendment of Constitution

To consider and, if thought fit, to pass with or without amendment, as a **special resolution** the following:

That the Company amends its Constitution as set out in Schedule 2 to the Explanatory Memorandum.

Dated: 8 March 2022

By order of the Board



Brendon Morton
Company Secretary

ANGLO AUSTRALIAN RESOURCES NL

ACN 009 159 077

EXPLANATORY MEMORANDUM

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting. It should be read in conjunction with, and forms part of, this Notice.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Change of Company Name
Section 4	Resolution 2 – Amendment of Constitution
Schedule 1	Definitions
Schedule 2	Amendments to the Constitution

A Proxy Form is located at the end of this Explanatory Memorandum.

2 Action to be taken by Shareholders

Shareholders should read this Notice (including this Explanatory Memorandum) carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions set out in the Proxy Form. Returning the Proxy Form to the Company will not preclude a Shareholder from attending or (subject to the voting exclusions set out in this Notice) voting at the Meeting in person.

Please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder; and
- (c) a Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

To vote by proxy:

- (a) Please load the Proxy Form online at <https://investor.automic.com.au/#/loginsh> by following the instructions below:

Login to the Automic website using the holding details as shown as the Proxy Form. Click on 'Meetings – Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form; or

- (b) Please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

Proxy Forms must be received by the Company no later than 9:30 am (AWST) on 6 April 2022, being at least 48 hours before the Meeting. The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Attendance at the Meeting

The Company advises Shareholders that the Meeting will be held in compliance with the Western Australian government's restrictions on public gatherings.

Due to the COVID-19 situation, it is not possible for all Shareholders to physically attend the Meeting. As a result, the Company strongly encourages all Shareholders to vote by directed proxy in lieu of attending the meeting in person. Proxy forms for the meeting should be lodged before 9:30 am (AWST) on 6 April 2022.

Shareholders are encouraged to submit any questions in advance of the Meeting by emailing the questions to meetings@anglo.com.au by no later than 5:00 pm (AWST) 6 April 2022.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at www.anglo.com.au.

3 Resolution 1 – Change of Company Name

In accordance with section 157 of the Corporations Act, if a company proposes to change its name, the shareholders must pass a special resolution adopting the new name.

By Resolution 1, if passed, the Company will adopt the new name "Astral Resources NL".

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1. The Company's existing name, Anglo Australian Resources NL, carries historical connotations that are no longer relevant to the Company as it exists today. It is also susceptible to confusion with the name of a much larger international organisation which also operates in the mining industry.

Resolution 1 is a special resolution and therefore requires 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).

The change of name will take effect on the date that ASIC alters the details of the Company's registration.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

4 Resolution 2 – Amendment of Constitution

In accordance with section 136 of the Corporations Act, if a company proposes to make amendments to its constitution, the amendments must be made by a special resolution of shareholders.

By Resolution 2, if passed, the Company's Constitution will be amended as detailed in Schedule 2.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2. Since the Company adopted its current Constitution, there have been changes to the Corporations Act, in particular changes to facilitate the holding of virtual meetings and times for delivery of documents. The Directors believe it is desirable to update the Constitution to reflect current corporate practice and to ensure it is in line with the present legislation and regulatory requirements in Australia.

A copy of the amended Constitution is available from the Company's website at www.anglo.com.au and will also be available for inspection at the Meeting.

If Resolution 2 is passed, the amended Constitution will take immediate effect.

Resolution 2 is a special resolution and therefore requires 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).

The Chairperson will cast all undirected proxies in favour of Resolution 2.

Schedule 1 – Definitions

In the Notice (including the Explanatory Memorandum), words importing the singular include the plural and vice versa, and:

\$ means Australian Dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Company means Anglo Australian Resources NL (ACN 009 159 077).

Constitution means the constitution of the Company.

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

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means the notice of meeting which comprises the notice, agenda, Explanatory Memorandum and Proxy Form.

Resolution means a resolution contained in the Notice.

Rule means a rule of the Constitution.

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

Shareholder means a registered holder of a Share.

Schedule 2 – Amendments to the Constitution

1. Virtual Meetings

A new definition of "Virtual Meeting Technology" is inserted into Rule 1.4 as follows:

"Virtual Meeting Technology means any technology that allows a person to participate in a meeting without being physically present at the meeting."

A new Rule 6.7A is inserted into the Constitution after Rule 6.7 as follows:

"6.7A Virtual Meeting

A meeting of Members may be held using Virtual Meeting Technology only."

2. Notices

Rule 14.1(a) is amended to read as follows:

"(a) The Company may give notice to a Member:

- (i) in person;**
- (ii) by sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by that Member;**
- (iii) by sending it to the fax or electronic address (if any) nominated by that Member;**
- (iv) by notifying the Member by an electronic means nominated by the Member:**
 - (A) the document is available; and**
 - (B) how the Member may use the nominated access means to access the document (including providing a URL link to any document or attachment);**
- (v) by posting (pursuant to Rule 14.1(a)(ii)) or faxing (pursuant to Rule 14.1(a)(iii)), a document notifying the Member:**
 - (A) that the document is available; and**
 - (B) how the Member may access the document (including providing a URL link to any document or attachment); or**
- (vi) by any other means permitted by Applicable Law."**

3. Time of Service

Rule 14.4 is amended to read as follows:

"(a) A notice sent by post or air courier is taken to be given one Business Day after it is posted or delivered to the air courier."

- (b) *A notice sent to a fax or electronic address is taken to be given on the Business Day it is sent, provided that the sender's transmission report shows that the whole notice was sent to the correct fax or electronic address.*
- (c) *The giving of a notice by post or air courier is sufficiently proved by evidence that the notice:*
 - (i) *was addressed to the correct address of the recipient; and*
 - (ii) *was placed in the post or delivered to the air courier.*
- (d) *A certificate by a Director or Secretary of a matter referred to in Rule 14.4(c) is sufficient evidence of the matter, unless it is proved to the contrary."*



Anglo Australian Resources NL | ACN 009 159 077

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 **9.30am (AWST) on Wednesday, 6 April 2022** 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
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote i



SUBMIT YOUR PROXY VOTE BY PAPER

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>.



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