

**ZETA RESOURCES LIMITED**

**ARBN 162 902 481**

**NOTICE OF GENERAL MEETING**

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**Date:** Tuesday, 29 November 2022

**Time:** 9:00am Atlantic Standard Time (AST)

**Place:** 34 Bermudiana Road, Hamilton HM 11, Bermuda

Notice is hereby given that the 2022 Annual General Meeting (**AGM**) of Zeta Resources Limited ARBN 162 902 481 (the **Company**) will be held at 34 Bermudiana Road, Hamilton HM 11, Bermuda on Tuesday, 29 November 2022 at 9:00am, Atlantic Standard Time (AST).

## Ordinary Business

### 1. Confirmation of Notice and Quorum

### 2. Financial Statements and Reports

To receive and consider the annual financial report of the Company and its controlled entities for the financial year ended 30 June 2022 together with the directors' report in relation to that financial year and the auditor's report on the financial report.

### 3. Resolution 1 – Re-election of Martin Botha

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

*"That Martin Botha, being eligible, offers himself for re-election, be re-elected as a Director."*

Details of Martin Botha's experience and qualifications are provided in the accompanying Explanatory Statement.

### 4. Resolution 2 – Re-election of André Liebenberg

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

*"That André Liebenberg, being eligible, offers himself for re-election, be re-elected as a Director."*

Details of André Liebenberg's experience and qualifications are provided in the accompanying Explanatory Statement.

### 5. Resolution 3 – Appointment of Auditor

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

*"That Mazars (South Africa) be appointed as auditor of the Company until the conclusion of the next annual general meeting at a fee to be agreed by the Directors."*

**By order of the Board**



Peter Sullivan  
Chairman  
20 October 2022

## Explanatory Statement to Members

This Explanatory Statement has been prepared for the information of the members of the Company in relation to the business to be conducted at the Company's 2022 AGM to be held at 34 Bermudiana Road, Hamilton HM 11, Bermuda on Tuesday, 29 November 2022 at 9:00am, Atlantic Standard Time (AST).

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

Details of the Resolutions to be considered at the Meeting are set out below.

### Information about Voting

The Board has determined that for the purposes of the AGM, all shares in the Company shall be taken to be held by the person who held the shares pursuant to the Company's register of members on Sunday, 27 November 2022 at 9:00am (AST) ("Record Time").

All registered holders of shares in the Company as at the Record Time are entitled to attend and vote at the AGM in person or otherwise may appoint a proxy to attend the AGM on the terms of the enclosed proxy form and vote in their place.

A proxy need not be a member of the Company.

Proxies for the AGM must be appointed using the proxy form sent with this Notice, or otherwise in accordance with the Companies Act 1981 of Bermuda.

To vote by proxy, the proxy form must be received by the Share Registry of the Company in accordance with the terms of the proxy form no later than 9:00am (AST) on Sunday, 27 November 2022. Proxy appointments received after that time will be invalid.

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

### 1. Annual Report

Members will be offered the opportunity to discuss the Annual Report, including the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2022.

There is no requirement for members to approve the Annual Report.

Members will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 30 June 2022 which can be accessed online at [www.zetaresources.limited](http://www.zetaresources.limited);
- (b) ask questions or make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

A member of the Company who is entitled to cast a vote at the AGM may submit a written question to the auditor if the question is relevant to:

- (a) the content of the auditor's report to be considered at the annual general meeting; or
- (b) the conduct of the audit of the annual financial report to be considered at the annual general meeting.

A written question may be submitted by giving the question to the Company no later than Tuesday, 22 November 2022, being five business days before the day on which the AGM is to be held, and the Company will then, as soon as practicable after the question has been received, pass the question on to the auditor. At the AGM the Company will allow a reasonable opportunity for the auditor or the auditor's representative to answer such written questions submitted to the auditor.

The Company will make copies of the question list reasonably available to members attending the AGM.

No resolution is required to be moved in respect of this item of general business.

## Re-election of Directors

In accordance with Listing Rule 14.4 and the Company's Bye-Laws, at every AGM, one third of the Directors (or if the number of Directors is not a multiple of three, then such number as is appropriate to ensure that no Director other than an alternate Director holds office for more than three years without being re-elected) for the time being must retire from office by rotation and are eligible for re-election.

The Directors to retire are those who have been in office for three years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement. In determining the number and identity of the Directors to retire by rotation, any Director seeking election after appointment by the Board to fill a casual vacancy is not taken into account.

### 2. Resolution 1 – Re-election of Martin Botha

Mr Botha, who has served as a Director since 2012 and whose directorship was ratified on 30 December 2019, retires by rotation at this meeting and, being eligible, offers himself for re-election.

Mr Botha has over 30 years' experience in banking, with the last 27 years spent in leadership roles building Standard Bank Group's international operations. Mr Botha's primary responsibilities at Standard Bank Plc included establishing and leading the development of the core global natural resources trading and financing franchises, as well as various geographic strategies. He is currently a member of the investment advisory board for the Sustainable Resources strategy of ARCH Emerging Markets Partners.

Mr Botha holds a Bachelor of Engineering degree in Survey.

If re-elected, the Board considers Mr Botha to be an independent Director.

The Board has reviewed Mr Botha's performance since his appointment to the Board and considers that Mr Botha's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Martin Botha and recommends that Shareholders vote in favour of this resolution.

### 2. Resolution 1 – Re-election of André Liebenberg

Mr Liebenberg, who has served as a Director since 30 December 2019, retires by rotation at this meeting and, being eligible, offers himself for re-election.

Mr Liebenberg is an experienced mining industry professional and has extensive investor marketing, finance, business development and leadership experience. He was appointed CEO and Executive Director of Yellow Cake plc on 1 June 2018, just prior to the company's IPO on the AIM market of the London Stock Exchange. Mr Liebenberg has over 25 years' experience in the resources industry across private equity, investment banking, senior roles within BHP, and prior to joining Yellow Cake he was Chief Financial Officer at QKR Corporation.

Mr Liebenberg holds a Bachelor of Science in Electrical Engineering from the University of Cape Town and a Master of Business Administration from the University of Cape Town.

If re-elected, the Board considers Mr Liebenberg to be an independent Director.

The Board has reviewed Mr Liebenberg's performance since his appointment to the Board and considers that Mr Liebenberg's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of André Liebenberg and recommends that Shareholders vote in favour of this resolution.

### 4. Resolution 3 – Appointment of Auditor

Section 89(1) of the Bermuda Companies Act 1981 provides that the members of a company at each annual general meeting shall appoint one or more auditors to hold office until the close of the next annual general meeting. In addition, Section 89(6) provides that the remuneration of an auditor appointed by the members shall be fixed by the members or by the Directors, if they are authorised to do so by the members.

Pursuant to Resolution 3, Mazars (South Africa) will be appointed as the Company's auditors until the close of the next annual general meeting at a fee to be agreed by the Directors.

The Directors recommend that you vote in favour of this resolution.

# 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 **9.00am Atlantic Standard Time (AST) on Sunday, 27 November 2022**. 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> Members 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 Member 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 Member must sign.

**Joint holding:** Where the holding is in more than one name, all Members 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:

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

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