



## **SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING**

Notice was given on 24 October 2022 that the 2022 annual general meeting of shareholders of Queensland Pacific Metals Limited (ACN 125 368 658) (**Company**) will be held at the Jacaranda Room, Brisbane Marriott Hotel, 515 Queen Street, Brisbane, Queensland 4000 on Friday, 25 November 2022 commencing at 10:30am (AEST) (**Annual General Meeting**).

This supplementary notice of Annual General Meeting (**Supplementary Notice of Meeting**) and supplementary explanatory memorandum (**Supplementary Explanatory Memorandum**) are supplemental to the Company's notice of Annual General Meeting (**Original Notice of Meeting**) and explanatory memorandum (**Original Explanatory Memorandum**) dated 24 October 2022 and should be read in conjunction with the Original Notice of Meeting and the Original Explanatory Memorandum.

This Supplementary Notice of Meeting and Supplementary Explanatory Memorandum contain important supplementary information to the Original Notice of Meeting and Original Explanatory Memorandum. In particular, this Supplementary Notice of Meeting and Supplementary Explanatory Memorandum contain details of corrections to the explanatory material provided in the Original Explanatory Memorandum in respect of resolutions 7(a), 7(b), 7(c), 7(d), 7(e) and 7(f) to be put to shareholders of the Company at the Annual General Meeting.

**Important information regarding the appointment of proxies is set out in the notes at the end of this Supplementary Notice of Meeting. If you have appointed, or intend to appoint, a proxy to vote on your behalf at the Annual General Meeting, you should read this information in full. If you have any questions, please do not hesitate to contact the Company by telephone on +61 8 6559 1792.**

Dated 14 November 2022

**BY ORDER OF THE BOARD**

Mauro Piccini  
Company Secretary

## NOTES

### Important information regarding the appointment of a proxy

- 1 A replacement proxy form for the Annual General Meeting accompanies this Supplementary Notice of Meeting and Supplementary Explanatory Memorandum (**Replacement Proxy Form**).
- 2 If you are a shareholder of the Company and you are unable to attend and vote at the Annual General Meeting, and wish to appoint a proxy, and you:
  - (a) have not already lodged a proxy form accompanying the Original Notice of Meeting and Original Explanatory Memorandum (**Original Proxy Form**); or
  - (b) have already lodged an Original Proxy Form but wish to change any of your votes in light of the matters set out in this Supplementary Notice of Meeting and Supplementary Explanatory Memorandum,please complete and return the enclosed Replacement Proxy Form. A proxy need not be a shareholder of the Company. Further details about the appointment of a proxy are set out in the Original Notice of Meeting and Original Explanatory Memorandum.
- 3 You may lodge a Replacement Proxy Form in substitution for an Original Proxy Form. If you have already lodged an Original Proxy Form and subsequently lodge a Replacement Proxy Form, only votes cast on the Replacement Proxy Form will be counted. If you have already lodged an Original Proxy Form and do not lodge a Replacement Proxy Form, then votes cast on the Original Proxy Form will be counted.
- 4 The return of your completed Replacement Proxy Form can be done by one of the following ways, and must be done at least 48 hours before the Annual General Meeting (i.e. lodgement must occur no later than 10:30am (AEST) on Wednesday, 23 November 2022):

<b>BY MAIL</b>	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
<b>BY FAX</b>	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
<b>BY MOBILE</b>	Scan the QR Code on your proxy form and follow the prompts
<b>CUSTODIAN VOTING</b>	For Intermediary Online subscribers only (custodians) please visit <a href="http://www.intermediaryonline.com">www.intermediaryonline.com</a> to submit your voting intentions

If you have any queries on how to cast your votes, please do not hesitate to contact the Company by telephone on +61 8 6559 1792.

## SUPPLEMENTARY EXPLANATORY MEMORANDUM

The explanatory material provided in the Original Explanatory Memorandum in respect of resolutions 7(a), 7(b), 7(c), 7(d), 7(e) and 7(f) (which will seek approval of shareholders of the Company for the grant of a total of 7,353,175 performance rights in respect of fully paid ordinary shares in the Company (**Related Party Performance Rights**) at the Annual General Meeting) provided incorrect information about the material terms of the Related Party Performance Rights in:

- (a) section 10.6(f) on page 23 of the Original Explanatory Memorandum; and
- (b) section 1 of Schedule 2 on page 28 of the Original Explanatory Memorandum,

(together, the **Affected Sections**). In particular, the expiry dates and vesting conditions provided in the Affected Sections for each class of the Related Party Performance Rights are incorrect. The correct details are as follows:

Class	Expiry Date	Vesting Conditions
A	30 November 2032	Staff retention / continuous service until 23 September 2023
B	30 November 2032	Achievement by the Company of a final investment decision for the TECH Project on or before 31 May 2024
C	30 November 2032	Staff retention / continuous service until 23 September 2025
D	30 November 2032	Achievement by the Company of first production for the TECH Project on or before 30 November 2027

For the avoidance of doubt, the Expiry Date is the simply the last day that the Related Party Performance Rights can be exercised after the applicable Vesting Conditions have been satisfied.

The above table should replace the equivalent table in each of the Affected Sections. The date "23 September 2025" in Schedule 3 on page 33 of the Original Explanatory Memorandum, next to the words "Expiry date (length of time from issue)", should also be deleted and replaced with the date "30 November 2032".

The remaining contents of the Original Explanatory Memorandum, including any other contents in the Affected Sections and Schedule 3 of the Original Explanatory Memorandum, remains unchanged.

QPMRM  
MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

## Need assistance?



**Phone:**  
1300 763 658 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (AEST) on Wednesday, 23 November 2022.**

# Replacement Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

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### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

## Replacement Proxy From

Please mark ☒ to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

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I/we being a member/s of Queensland Pacific Metals Limited hereby appoint

☐

the Chairman  
of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Queensland Pacific Metals Limited to be held at the Jacaranda Room, Brisbane Marriott Hotel, 515 Queen Street, Brisbane, QLD 4000 on Friday, 25 November 2022 at 10:30am (AEST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 7(a) to 7(f) (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 7(a) to 7(f) are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 7(a) to 7(f) by marking the appropriate box in step 2.

### Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain		For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7(c) Issue of Performance Rights to Directors under the Plan - 152,174 Performance Rights to Mr James Simpson (and/or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - James Simpson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7(d) Issue of Performance Rights to Directors under the Plan - 152,174 Performance Rights to Dr Sharna Glover (and/or her nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director - John Downie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7(e) Issue of Performance Rights to Directors under the Plan - 4,069,566 Performance Rights to Mr Stephen Grocott (and/or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7(f) Issue of Performance Rights to Directors under the Plan - 2,608,696 Performance Rights to Mr John Downie (and/or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of Prior Issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Replacement of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7(a) Issue of Performance Rights to Directors under the Plan - 217,391 Performance Rights to Mr John Abbott (and/or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7(b) Issue of Performance Rights to Directors under the Plan - 152,174 Performance Rights to Mr Ariel (Eddie) King (and/or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

