



12 May 2023

Dear Shareholder,

**General Meeting - Notice and Proxy Form**

A General Meeting (**Meeting**) of Shareholders of BMG Resources Limited (ACN 107 118 678) (**Company**) will be held at Level 14, 225 St Georges Terrace, Perth, WA at 1.00pm (WST) on Monday, 12 June 2023.

The notice of meeting and explanatory memorandum were released to ASX today (together, **Notice of Meeting**), and a copy of the Notice of meeting can be accessed online at:

<https://www.asx.com.au/asx/share-price-research/company/BMG>.

In reliance on Part 1.2AA of the Corporations Act, the Company will not be posting hard copies of the Notice of Meeting to Shareholders, unless they have previously given the company notice in writing electing to receive notices of meetings in hard copy only.

For shareholders who elected to receive notices by email, a copy of their proxy form was sent to their nominated email address. As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience.

Shareholders who cannot attend the meeting in person may register votes by lodging proxy instructions by no later than 48 hours prior to the Meeting (by 1:00pm (WST) on 10 June 2023) either by voting online at: <https://investor.automic.com.au/#/loginsah>, or lodging a proxy form by:

- post to: Automic, GPO Box 5193, Sydney, NSW, 2001; or
- in person to: Automic, Level 5, 126 Phillip Street, Sydney, NSW, 2000; or
- by fax: 02 8583 3040 (within Australia) or +61 2 8583 3040 (outside Australia); or
- by email to: [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

Your proxy voting instruction must be received 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.



Shareholders may also lodge questions in advance of the Meeting by emailing the questions to Sean Meakin, Company Secretary at [smeakin@tribis.com.au](mailto:smeakin@tribis.com.au), by no later than Thursday, 8 June 2023.

The Notice of Meeting 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 Registry Services on, 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Yours sincerely

A handwritten signature in black ink, appearing to read 'B. McCracken', followed by a horizontal line.

**Bruce McCracken**  
**Managing Director**



# **BMG Resources Limited**

**ACN 107 118 678**

## **Notice of General Meeting, Explanatory Statement and Proxy Form**

**General Meeting to be held at**

**Level 14  
225 St Georges Terrace  
Perth Western Australia 6000**

**At 1.00 pm (WST) on Monday, 12 June 2023**

### **IMPORTANT NOTE**

The Notice of General Meeting and Explanatory Statement should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

## Important Information

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### Important dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Event	Date
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	1.00pm (WST) on Saturday, 10 June 2023
Snapshot date for eligibility to vote	1.00pm (WST) on Saturday, 10 June 2023
General Meeting	1.00pm (WST) on Monday, 12 June 2023

### Defined terms

Capitalised terms used in this Notice of General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

## Notice of General Meeting

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Notice is hereby given that a General Meeting of BMG Resources Limited (ACN 107 118 678) (**BMG or Company**) will be held at **Level 14, 225 St Georges Terrace, Perth, Western Australia** at **1.00pm (WST)** on **Monday, 12 June 2023**.

The Explanatory Statement, which accompanies and forms part of this Notice, describes the various matters to be considered.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary as set out in the Explanatory Statement.

## AGENDA

To consider, and if thought fit to pass, the resolutions set out below as ordinary resolutions in respect of Resolutions 1, 2, 3, 4, 5 and 6.

### **Resolution 1 - Ratification of issue of Tranche 1 Placement Shares to Placement Participants under Listing Rule 7.1**

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue by the Company of 42,898,749 Tranche 1 Placement Shares to the Placement Participants on 8 May 2023 at an issue price of \$0.0125 each, made under the Company's Listing Rule 7.1 placement capacity in the manner and on the terms and conditions set out in the Explanatory Statement."*

### **Resolution 2 - Ratification of issue of Tranche 1 Placement Shares to Placement Participants under Listing Rule 7.1A**

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue by the Company of 38,599,165 Tranche 1 Placement Shares to the Placement Participants on 8 May 2023 at an issue price of \$0.0125 each, made under the Company's Listing Rule 7.1A placement capacity in the manner and on the terms and conditions set out in the Explanatory Statement."*

### **Resolution 3 – Approval to issue Tranche 2 Placement Shares to Non-Related Party investors**

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

*"That, for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue by the Company of a total of 38,502,086 Shares at an issue price of \$0.0125 each to the Placement Participants who are not Related Parties of the Company, in the manner and on the terms and conditions set out in the Explanatory Statement."*

## **Resolution 4 – Approval to issue Placement Options to Placement Participants**

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

*“That, for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 40,000,000 Placement Options, each exercisable at \$0.025 on or before 30 September 2024, to non-Related Party Placement Participants under the Placement, in the manner and on the terms and conditions set out in the Explanatory Statement.”*

## **Resolution 5 – Approval to issue Broker Options**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue by the Company of 15,000,000 Broker Options, each exercisable at \$0.025 on or before 30 June 2025, to Argonaut Securities Pty Ltd and/or its nominee(s), as a fee for arranging and managing the Placement, in the manner and on the terms and conditions set out in the Explanatory Statement.”*

## **Resolution 6 – Approval to issue 15,000,000 Shares to Fairplay Gold Pty Ltd under Listing Rule 7.1**

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

*“That, for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue by the Company of a total of 15,000,000 Shares to Fairplay Gold Pty Ltd, in part-consideration for the Company’s acquisition of the Bullabulling Project, in the manner and on the terms and conditions set out in the Explanatory Statement.”*

## Voting Exclusions

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### ASX voting exclusion statements

For the purposes of Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions. The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following persons or an Associate of those persons:

Resolution	Excluded Parties
Resolutions 1 and 2	Placement Participants, being the persons to whom the Placement Shares were issued.
Resolution 3	Placement Participants, being the persons to whom the Tranche 2 Placement Shares are proposed to be issued and any person who will obtain a material benefit as a result of the proposed issue of Placement Shares (except a benefit solely by reason of being a Shareholder).
Resolution 4	Placement Participants, being the persons to whom the Placement Options are proposed to be issued and any person who will obtain a material benefit as a result of the proposed issue of Placement Options (except a benefit solely by reason of being a Shareholder).
Resolution 5	Argonaut Securities Pty Ltd and its nominee, being the person or persons to whom the Broker Options are proposed to be issued and any person who will obtain a material benefit as a result of the proposed issue of Broker Options (except a benefit solely by reason of being a Shareholder).
Resolution 6	Fairplay Gold Pty Ltd, being the person to whom the Shares are proposed to be issued and any person who will obtain a material benefit as a result of the proposed issue of Shares (except a benefit solely by reason of being a Shareholder).

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

- the person as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with directions given to the proxy or attorney to vote on a Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with a direction given to the chair to vote on a 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.

**By order of the Board**



**Sean Meakin**

Company Secretary  
12 May 2023

## **Proxy Appointment, Voting and Meeting Instructions**

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### **Lodgement of a Proxy Form**

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address given below by **1.00pm (WST)** on **Saturday, 10 June 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid. Proxy Forms may be lodged as follows:

*Online:* Refer to instructions on Proxy Voting Form

*By hand:* Automic Pty Ltd – Level 5, 126 Phillip Street, Sydney, NSW, 2000

*By post:* Automic Pty Ltd – GPO BOX 5193, Sydney, NSW, 2001

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

*By fax:* +61 2 8583 3040

### **Appointment of a proxy**

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may be, but need not be, a Shareholder.

If you wish to appoint the Chairman as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairman, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form or an additional Proxy Form may be obtained by telephoning Automic Pty Ltd on 1300 288 664 (from within Australia) or +61 2 9698 5414 (if overseas).

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

### **Corporate Shareholders**

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

### **Corporate representatives**

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry, Automic Pty Ltd, before the Meeting or at the registration desk on the day of the Meeting.

Certificates of Appointment of Corporate Representatives are available on request by contacting Automic Pty Ltd on 1300 288 664 (from within Australia) or +61 2 9698 5414 if overseas).



## **Votes on Resolutions**

Voting on all Resolutions will be conducted poll.

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

## **Chairman voting undirected proxies**

At the date of this Notice, the Chairman intends to vote all undirected proxies FOR each of the Resolutions. In exceptional cases the Chairman's intentions may change subsequently and in this event, the Company will make an announcement to the market.

The Proxy Form expressly authorises the Chairman to exercise undirected proxies on all Resolutions.

## **Voting entitlement (snapshot date)**

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **1.00pm (WST) on Saturday, 10 June 2023**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

## **Questions from Shareholders**

At the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company.

In addition to asking questions at the Meeting, written questions to the Board about the management of the Company may be submitted by no later than **5.00pm (WST) on Thursday, 8 June 2023** in the same manner as outlined above for lodgement of Proxy Forms.

Copies of written questions will be available at the Meeting.

## Explanatory Statement

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This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the General Meeting.

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

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

### 1. Resolutions 1 and 2 – Ratification of issue of Tranche 1 Placement Shares to Placement Participants

#### 1.1 Placement

On 26 April 2023, the Company announced that it had raised \$1,500,000 (before costs) by issue of 120,000,000 ordinary shares in the Company (**Placement Shares**), at an issue price of \$0.0125 per Placement Share to institutional and sophisticated investors (**Placement Participants**), and up to 40,000,000 Options exercisable at \$0.025 each expiring 30 September 2024 (**Placement Options**), on the basis of one attaching Option for every three Shares issued (**Placement**).

The Placement would be conducted in two tranches as follows:

- (a) **Tranche 1 Placement:** the placement and issue of:
  - (i) 81,497,914 Shares issued on 8 May 2023 to various professional and sophisticated investors, being at an issue price of \$0.0125 each, raising approximately \$1.02 million (before costs (**Tranche 1 Placement Shares**); and
  - (ii) 27,165,971 Placement Options to Tranche 1 Placement Participants, to be issued after the General Meeting and subject to Shareholder approval of the issue of the Options (**Tranche 1 Placement Options**); and
- (b) **Tranche 2 Placement:** a proposed issue of
  - (i) 38,502,086 Shares to be issued on or about 19 June 2023 each being at an issue price of \$0.0125, raising approximately \$0.48 million (before costs) (**Tranche 2 Placement Shares**); and
  - (ii) 12,834,029 Placement Options to be issued after the General Meeting and subject to Shareholder approval of the issue of the Options (**Tranche 2 Placement Options**).

Resolutions 1 and 2 seek ratification and approval by Shareholders of the prior issue of the Tranche 1 Placement Shares under the Company's Listing Rules 7.1 and 7.1A placement capacities respectively.

#### 1.2 Use of funds raised under the Placement

The proceeds from the raising will be used to fund corporate costs and general working capital requirements.

More specifically, the proceeds will be used towards:

- exploration and project development activities at the Company's Abercromby Project, including resource development;

- RC Drilling program at the Company's Bullabulling Project to test anomalous lithium targets; and
- further fieldwork to test lithium targets at the Company's Invincible Project.

### 1.3 Requirement for Shareholder approval

As described in Section 1.1 above, the Company has issued a total of 81,497,914 Shares under the Placement to professional and sophisticated investors using its issuing capacity under Listing Rules 7.1 and 7.1A.

The Company confirms that the issue of the Placement Shares to Tranche 1 Placement Participants the subject of Resolutions 1 and 2 did not breach Listing Rule 7.1 at the time of the issue.

Resolutions 1 and 2 are ordinary resolutions seeking approval by Shareholders of the ratification of the issue of 81,497,914 Shares under the Tranche 1 Placement.

None of the Tranche 1 Placement Participants are Related Parties of the Company.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 15%. The Company obtained such approval at the Company's 2022 Annual General Meeting held on 8 November 2022.

The issue of the Placement Shares does not fall within any of exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up the 10% limit in Listing Rule 7.1A and part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period from the issue date of the Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 (or Listing Rule 7.1A as applicable) and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A

#### *Purpose and effect of Resolution 1*

Resolution 1 seeks Shareholder approval to the issue of 42,898,749 Tranche 1 Placement Shares under Listing Rule 7.1 for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue of 42,898,749 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1 is not passed, the issue of 42,898,749 Tranche 1 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

### *Purpose and effect of Resolution 2*

Resolution 2 seeks Shareholder approval to the issue of 38,599,165 Tranche 1 Placement Shares under Listing Rule 7.1A for the purposes of Listing Rule 7.4.

If Resolution 2 is passed, the issue of 38,599,165 Tranche 1 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without Shareholder approval before 8 November 2023 (being the date 12-months after the Company's 2022 Annual General Meeting at which the Company's additional 10% placement capacity under Listing Rule 7.1A was approved).

If Resolution 2 is not passed, the issue of 38,599,165 Tranche 1 Placement Shares will be included in calculating the Company's remaining capacity under Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval before 8 November 2023.

## **1.4 Listing Rule information requirements**

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

### **(a) Basis on which Placement Participants were identified**

Placement Shares were issued to Tranche 1 Placement Participants, being various professional and sophisticated investors identified by the Company.

Each Tranche 1 Placement Participant is a sophisticated or professional investor within the meaning of section 708(8), (10) or (11) of the Corporations Act, being an investor to whom securities may be issued without a prospectus or other disclosure document.

None of the Tranche 1 Placement Participants are Related Parties, key management personnel or advisers of the Company or substantial holders of Shares (i.e. no other Tranche 1 Placement Participant has a relevant interest in Shares of 5% or more of the total Shares on issue), or Associates of any such persons.

The Placement Participants include Mr Geoffrey Harris who has been issued 11,681,368 Tranche 1 Placement Shares and will be issued 5,518,632 Tranche 2 Placement Shares (if Resolution 3 is approved). Mr Harris is a top-20 Shareholder of the Company whose percentage ownership will increase by more than 1% as a result of his participation in the Placement. Mr Harris is not a Related Party of the Company.

Apart from Mr Harris, none of the other Placement Participants who were issued or will be issued more than 3,859,918 Shares under the Placement (being 1% of the total number of Shares on issue prior to the Placement) is:

- (i) a Related Party of the Company;
- (ii) a member of key management personnel;
- (iii) a substantial Shareholder in the Company;
- (iv) an advisor of the Company; or
- (v) an associate of any of the above.

### **(b) The number and class of securities issued**

Under the Tranche 1 Placement, the Company issued 81,497,914 Shares.

42,898,749 Shares were issued within the Company's 15% placement capacity under Listing Rule 7.1.

38,599,165 Shares were issued within the Company's additional 10% placement capacity under Listing Rule 7.1A.

All Tranche 1 Placement Shares were fully-paid ordinary shares in the Company which rank equally with all other Shares on issue.

(c) **The date on which the securities were issued**

The Tranche 1 Placement Shares were issued by the Company on 8 May 2023.

(d) **The price at which the securities were issued**

The Tranche 1 Placement Shares were issued at \$0.0125 each to raise approximately \$1.02 million (before costs).

(e) **The purpose of the issue, including use or intended use of the funds raised**

The purpose of the Placement is to raise capital. The Company intends to use the funds from the issue of the Placement Shares for the purposes described in Section 1.2.

(f) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Tranche 1 Placement Shares were issued under commitments provided to the Lead Manager / Broker which provided for:

- (i) each Placement Participant's agreement to subscribe for the Placement Shares at \$0.0125 per Share;
- (ii) payment of the issue price of the Tranche 1 Placement Shares to the Company before the Tranche 1 Placement Shares were issued; and
- (iii) the Company's agreement to issue the Tranche 1 Placement Shares following receipt of the issue price.

(g) **Voting exclusion statement**

Voting exclusions apply to Resolutions 1 and 2. Please see voting exclusion statements on page 4 above.

**1.5 Directors' recommendations – Resolutions 1 and 2**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 as it will refresh the Company's issuing capacity under Listing Rule 7.1 and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2 as it will refresh the Company's issuing capacity under Listing Rule 7.1A and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

**2. Resolution 3 – Approval to issue Tranche 2 Placement Shares to non-Related Party investors**

**2.1 Requirement for Shareholder approval**

The Company proposes to place up to 38,502,086 Placement Shares to investors who are not Related Parties to the Company under the Tranche 2 Placement.

Resolution 3 is an ordinary resolution seeking approval by Shareholders for the proposed issue of 38,502,086 Tranche 2 Placement Shares.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of Tranche 2 Placement Shares does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires approval of the Company's Shareholders under Listing Rule 7.1.

To that end, Resolution 3 seeks the required Shareholder approval for the issue under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of Tranche 2 Placement Shares to persons who are not Related Parties, and raise approximately \$0.48 million in capital for the Company. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of Tranche 2 Placement Shares and consequently, the Company will not raise approximately \$0.48 million in capital.

## **2.2 Listing Rule information requirements**

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 3:

### **(a) Names of persons being issued securities and basis on which they were identified**

Tranche 2 Placement Shares are proposed to be issued to Placement Participants, being various professional and sophisticated investors identified by the Company.

The Placement Participants include Mr Geoffrey Harris who has been issued 11,681,368 Tranche 1 Placement Shares and will be issued 5,518,632 Tranche 2 Placement Shares (if Resolution 3 is approved). Mr Harris is a top-20 Shareholder of the Company whose percentage ownership will increase by more than 1% as a result of his participation in the Placement. Mr Harris is not a Related Party of the Company.

Apart from Mr Harris, none of the other Placement Participants who were issued or will be issued more than 3,859,918 Shares under the Placement (being 1% of the total number of Shares on issue prior to the Placement) is:

- (i) a Related Party of the Company;
- (ii) a member of key management personnel;
- (iii) a substantial Shareholder in the Company;
- (iv) an advisor of the Company; or
- (v) an associate of any of the above.

### **(b) Number and class of securities**

Subject to approval of Resolution 3, 38,502,086 Shares will be issued to the Tranche 2 Placement Participants who are not Related Parties of the Company.

The Tranche 2 Placement Shares will be fully paid ordinary Shares in the Company which will rank equally with all Shares then on issue.

(c) **Dates of issue**

The Company anticipates that the Tranche 2 Placement Shares will be issued shortly following the conclusion of the Meeting, otherwise, no later than 3 months after the date of the Meeting.

(d) **Price of Placement Shares**

The Tranche 2 Placement Shares will be issued at a price of \$0.0125 per Share.

The Company will raise a total of \$0.48 million (before costs) from the issue of Tranche 2 Placement Shares to Tranche 2 Placement Participants who are not Related Parties.

(e) **Purpose of the issue**

Refer to Sections 1.1 and 1.2 which sets out the purpose of the Placement and the issue of Placement Shares, including Tranche 2 Placement Shares.

(f) **Voting exclusion statement**

A voting exclusion applies to Resolution 3. Please see voting exclusion statements on page 4 above.

2.3 **Directors' recommendations**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3 as it will enable the Company to raise the approximately \$1,500,000 (before costs) in funds for the Company, to be used for the purposes described in Section 1.2.

3. **Resolution 4 – Approval to issue Placement Options to Placement Participants**

3.1 **Background**

As set out above at Section 1.1, under the terms of the Placement, each Placement Participant is also entitled to receive one free-attaching Option for every three Shares to be issued to them under the Placement.

3.2 **Resolution**

Resolution 4 is an ordinary resolution to approve the issue of up to 40,000,000 Options to Placement Participants for the purposes of Listing Rule 7.1.

3.3 **Listing Rule requirements**

An overview of Listing Rule 7.1 is set out in Section 2.1. The proposed issue of Options pursuant to the Placement does not fall within any of the exceptions set out in Listing Rule 7.2 and accordingly, requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 4 is approved, the issue of Placement Options under the Placement to Placement Participants will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

However, if Resolution 4 is not approved, the Company will not be able to issue the Placement Options to Placement Participants under the Placement.

3.4 **Listing Rule information requirements**

The following information is provided in relation to Resolution 4, as required by Listing Rule 7.3:

(a) **Names of persons being issued securities and basis on which they were identified**

The Options will be issued to Placement Participants.

The Placement Participants include Mr Geoffrey Harris who will be issued 5,733,333 Options under the Placement if Resolution 4 is approved. Mr Harris is a top-20 Shareholder of the Company whose percentage ownership will increase by more than 1% as a result of his participation in the Placement. Mr Harris is not a Related Party of the Company.

Apart from Mr Harris, none of the other Placement Participants who were issued or will be issued more than 3,859,918 Shares under the Placement (being 1% of the total number of Shares on issue prior to the Placement) is:

- (i) Related Parties of the Company;
- (ii) a member of key management personnel;
- (iii) a substantial Shareholder in the Company;
- (iv) an advisor of the Company; or
- (v) an associate of any of the above.

**(b) Number and class of securities**

The Company will issue up to 40,000,000 Placement Options to Placement Participants under the Placement.

**(c) Summary of material terms of securities**

Each Placement Option will have an exercise price of \$0.025 and an expiry date of 30 September 2024.

The material terms of the Placement Options are set out at Schedule 1 to this Explanatory Statement.

**(d) Dates of issue**

The Company expects to issue the Options within 5 business days of the Meeting. In any event, the Company will not issue any Options later than 3 months (or such later date permitted by ASX) from the date of the Meeting.

**(e) Price or other consideration the Company will receive for the securities**

The Placement Options are free attaching options. Accordingly, the Options will have an issue price of nil. The Company will receive \$1,000,000 in exercise payments if all Options are exercised before their expiry date.

**(f) Purpose of the issue**

The purpose of offering the Placement Options was to incentivise participation in the Placement. The Company intends to apply any funds raised on exercise of these Options towards general working capital requirements at that time.

**(g) If the securities are being issued under an agreement, a summary of any other material terms of the agreement**

The Placement Options are to be issued under commitments provided to the Lead Manager / Broker which provided for:

- (i) each Placement Participant's agreement to subscribe for the Placement Shares at \$0.0125 per Share; and
- (ii) each Placement Participant receiving attaching Options for Shares subscribed for under the Placement on the basis of one attaching Placement Option for every



three (3) Shares subscribed for, subject to Shareholder approval of the issue of the Placement Options.

(h) **Voting exclusion statement**

A voting exclusion applies to Resolution 4. Please see voting exclusion statements on page 4 above.

3.5 **Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4 as it will enable the Company to issue the Options to Placement Participants under the Placement.

4. **Resolution 5 – Approval to issue Broker Options**

4.1 **Background**

As described in Section 1.1 above, the Company has undertaken the Placement.

The Company has entered into an engagement agreement with Argonaut Securities under which Argonaut Securities Pty Ltd has acted as lead manager to the Placement (**Lead Manager Engagement**).

Resolution 5 is an ordinary resolution and seeks approval from Shareholders for the issue of 15,000,000 Broker Options to Argonaut Securities as part of the fees payable to Argonaut Securities under the Lead Manager Engagement.

4.2 **Regulatory requirements**

An overview of Listing Rule 7.1 is set out in Section 2.1. The proposed issue of the Broker Options does not fall within any of the exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires approval of Shareholders under Listing Rule 7.1.

Resolution 5 seeks the required Shareholder approval for the issue of the Broker Options under and for the purposes of Listing Rule 7.1

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Broker Options, increasing the total number of Options on issue. In addition, the Broker Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Broker Options and the Company may be required to pay Argonaut Securities a cash payment in lieu of the Broker Options.

4.3 **Listing Rules information requirements**

In accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 5:

(a) **The names of the persons to whom the securities were issued or the basis on which those persons were determined**

The Broker Options are proposed to be issued to Argonaut Securities Pty Ltd and/or their nominee(s). None of the recipients will be Related Parties of the Company.

(b) **The number and class of securities**

The Company proposes to issue 15,000,000 Broker Options.

The Broker Options have an exercise price of \$0.025 each and expire on 30 June 2025, and otherwise have the terms set out in Schedule 1.

(c) **The date on which the securities will be issued**

The Broker Options will be issued as soon as possible after the Meeting and in any event on one date no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(d) **The price or consideration the entity has received or will receive for the issue**

The Broker Options will be issued for nil cash consideration in consideration for services performed under the Lead Manager Engagement.

(e) **The purpose of the issue, including use or intended use of the funds raised**

The Broker Options are being issued in part-payment of fees payable for services in respect of the Placement. No funds will be raised from the issue of the Broker Options.

If all the Broker Options are exercised prior to expiry, the Company will raise up to \$375,000 on receipt of the exercise price for the Options and the Company anticipates it will use those funds for working capital purposes as required at that time.

(f) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

Under the Lead Manager Engagement, the Lead Manager was engaged on an exclusive basis to assist the Company where possible or requested in relation to introductions, co-ordination and advisory services for the Placement, including identifying and arranging investors to the Placement.

For performing these services, the Lead Manager has or will be paid the following amount and issued the following securities in consideration for its services:

- (i) a selling and management fee equal to 6% (plus GST) on the gross proceeds of the Capital Raising; and
- (ii) up to a maximum of 15,000,000 Broker Options, subject to Shareholder approval of the issue of the Broker Options.

(g) **Voting exclusion statement**

A voting exclusion applies to Resolution 5. Please see voting exclusion statements on page 4 above.

4.4 **Directors' recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 5.

5. **Resolution 6 – Approval to issue 15,000,000 Shares to Fairplay Gold Pty Ltd under Listing Rule 7.1**

5.1 **Background**

On 15 February 2022, the Company announced that it had entered into a binding Option Agreement with Fairplay Gold Pty Ltd (**Fairplay Gold**) to acquire a 100% interest in the Bullabulling Project, consisting of a \$200,000 cash payment and the issue of 15,000,000 Shares to Fairplay Gold (**Consideration Shares**).

Resolution 6 seeks approval by Shareholders for the issue of the Consideration Shares to Fairplay Gold under Listing Rule 7.1 on exercise of the option to acquire the Bullabulling Project.

## 5.2 Requirement for Shareholder approval

Resolution 6 is an ordinary resolution seeking approval by Shareholders for the proposed issue of 15,000,000 Shares to Fairplay Gold.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of Consideration Shares does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires approval of the Company's Shareholders under Listing Rule 7.1.

To that end, Resolution 6 seeks the required Shareholder approval for the issue under and for the purposes of Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Consideration Shares to Fairplay Gold. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of Consideration Shares and consequently, the Company may be required to pay Fairplay Gold a cash payment in lieu of the Consideration Shares.

## 5.3 Listing Rule information requirements

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 6:

### (a) Name of persons being issued securities and basis on which they were identified

15,000,000 Shares are proposed to be issued to Fairplay Gold.

Fairplay Gold is not a Related Party, a member of key management personnel or adviser of the Company or a substantial holder of Shares (i.e. Fairplay does not have a relevant interest in Shares of 5% or more of the total Shares on issue), or Associates of any such persons.

### (b) The number and class of securities issued

Subject to approval of Resolution 6, 15,000,000 Shares will be issued to Fairplay Gold.

All Consideration Shares will be fully-paid ordinary shares in the Company which will rank equally with all other Shares on issue.

### (c) Dates of issue

The Company anticipates that the Consideration Shares will be issued shortly following the conclusion of the Meeting, otherwise, no later than 3 months after the date of the Meeting.

The Consideration Shares will be subject to voluntary escrow for a period of 12 months from the period of issue.

### (d) Price of Consideration Shares

The Consideration Shares will be issued at a deemed issue price of \$0.01 each. No cash amount will be received by the Company for the issue of the Consideration Shares.

(e) **The purpose of the issue, including use or intended use of the funds raised**

The Consideration Shares form part of the consideration for the acquisition of a 100% interest in mining tenements comprising the Bullabulling Project, located 25km west of Coolgardie in the Eastern Goldfields of Western Australia, with the remaining consideration being a \$200,000 cash payment.

(f) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Consideration Shares will be issued under an Option Agreement which provides for:

- (i) the grant to BMG of an exclusive option to acquire from Fairplay Gold the tenements comprising the Bullabulling Project for a period of 4 months from signing (i.e. until 14 June 2023);
- (ii) payment by BMG of a cash fee of \$40,000 for the grant of the option;
- (iii) BMG to pay \$200,000 in cash and issue 15 million Shares (the Consideration Shares) to Fairplay Gold exercise the option and acquire the Bullabulling Project;
- (iv) Fairplay Gold agrees to hold the Consideration Shares in voluntary escrow for 12 months; and
- (v) during the option period, BMG will keep the project tenements in good standing and may undertake exploration and prospecting activities in order to evaluate them.

(g) **Voting exclusion**

A voting exclusion applies to Resolution 6. Please see voting exclusion statements on page 4 above.

5.4 **Directors' recommendations – Resolution 6**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

## Glossary

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In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

<b>Associate</b>	Has the meaning given to that term in the Listing Rules.
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange, as the context requires.
<b>A\$ or \$</b>	Australian dollars.
<b>Board</b>	The board of Directors of the Company.
<b>Broker Options</b>	Options to be issued to the Lead Manager exercisable at \$0.025 each, expiring on 30 June 2025 and otherwise on the terms stated in Schedule 1.
<b>Chairman</b>	The chairman of the General Meeting.
<b>Closely Related Party</b>	Has same meaning given to that term in section 9 of the Corporations Act, being, in relation to a member of Key Management Personnel: <ul style="list-style-type: none"> <li>(a) a spouse or child of the member;</li> <li>(b) a child of the member's spouse;</li> <li>(c) a dependent of the member or the member's spouse;</li> <li>(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;</li> <li>(e) a company the member controls; or</li> <li>(f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) (currently none are prescribed).</li> </ul>
<b>Company or BMG</b>	BMG Resources Limited (ACN 107 118 678).
<b>Company Secretary</b>	The company secretary of the Company at the time of the Meeting.
<b>Consideration Shares</b>	15,000,000 Shares issued to Fairplay Gold Pty Ltd.
<b>Constitution</b>	The Constitution of the Company.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A director of the Company.
<b>Equity Security</b>	Has the meaning given to that term in ASX Listing Rule 19.12, being: <ul style="list-style-type: none"> <li>(a) a share;</li> <li>(b) a unit;</li> <li>(c) a right to a share or unit or option;</li> <li>(d) an option over an issued or unissued security;</li> <li>(e) a convertible security;</li> <li>(f) any security that ASX decides to classify as an equity security;</li> <li>(g) but not a security that ASX decides to classify as a debt security.</li> </ul>
<b>Explanatory Statement</b>	This explanatory statement which accompanies and forms part of the Notice.
<b>Fairplay Gold Pty Ltd</b>	Fairplay Gold Pty Ltd (ACN 608 515 546).
<b>General Meeting or Meeting</b>	The general meeting of Shareholders, or any adjournment thereof, convened by this Notice.

<b>Glossary</b>	This glossary of terms.
<b>Key Management Personnel</b>	Has the same meaning as the definition of that term in section 9 of the Corporations Act, being 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) of the Company.
<b>Listing Rules</b>	The listing rules of ASX, as amended from time to time.
<b>Notice or Notice of Meeting</b>	The notice of General Meeting which accompanies this Explanatory Statement.
<b>Option</b>	An option to subscribe for a Share.
<b>Placement</b>	Has the meaning given in Section 1.1.
<b>Placement Options</b>	Options to be issued to the Placement Participants, exercisable at \$0.025 each, expiring on 30 September 2024 and otherwise on the terms stated in Schedule 1.
<b>Placement Participant</b>	Has the meaning given in Section 1.1.
<b>Placement Shares</b>	120,000,000 Shares issued under the Placement.
<b>Proxy Form</b>	The proxy form accompanying this Notice of Meeting.
<b>Related Party</b>	Has the meaning given to that term in section 228 of the Corporations Act.
<b>Resolution</b>	A resolution set out in the Notice.
<b>Shareholder</b>	The holder of a Share.
<b>Tranche 1 Placement</b>	The placement by the Company of Shares issued at an issue price of \$0.0125 each and 27,165,971 Placement Options, to non-Related Party sophisticated and professional investors, raising \$1.02 million (before costs), as described in Section 1.1.
<b>Tranche 1 Placement Shares</b>	The Shares issued under the Tranche 1 Placement.
<b>Tranche 2 Placement</b>	The placement by the Company of up to 38,502,086 Shares at an issue price of \$0.0125 each and 12,834,029 Placement Options, to raise \$0.48 million (before costs), as described in Section 1.1.
<b>WST</b>	Australian Western Standard Time, being the time in Perth, Western Australia.

## Schedule 1 – Terms of Placement Options and Broker Options

The terms and conditions of the Placement Options and the Broker Option are as follows:

- (a) **Entitlement:** Each Option entitles the holder (**Option Holder**) to subscribe for one fully paid ordinary Share in the Company.
  - (b) **No payment on grant:** The Option Holder is not required to pay any amount on the grant of an Option.
  - (c) **Exercise price:** The exercise price of each Option is \$0.025 (**Exercise Price**).
  - (d) **Expiry date:**
    - (i) each Placement Option may be exercised at any time before 5.00pm (WST) on or before 30 September 2024; and
    - (ii) each Broker Option may be exercised at any time before 5.00pm (WST) on or before 30 June 2025,(each, an **Expiry Date**).
- Any Option not exercised by the Expiry Date will automatically expire.
- (e) **Certificate or Holding Statement:** The Company must give the Option Holder a certificate or Holding Statement stating:
    - (i) the number of Options issued to the Option Holder;
    - (ii) the Exercise Price of the Options; and
    - (iii) the date of issue of the Options.
  - (f) **Transfer:**
    - (i) The Options are transferable, subject to applicable law.
    - (ii) Subject to the Listing Rules and the Corporations Act, the Option Holder may transfer some or all of the Options at any time before the Expiry Date by:
      - A. a proper ASTC regulated transfer (as defined in the Corporations Act) or any other method permitted by the Corporations Act; or
      - B. a prescribed instrument of transfer.
    - (iii) An instrument of transfer of an Option must be:
      - A. in writing;
      - B. in any usual form or in any other form approved by the Directors that is otherwise permitted by law;
      - C. subject to the Corporations Act, executed by or on behalf of the transferor, and if required by the Company, the transferee; and
      - D. delivered to the Company, at the place where the Company's register of option holders is kept, together with the certificate (if any) of the Option to be transferred and any other evidence as the Directors require to prove the title of the transferor to that Option, the right of the transferor to transfer that Option and the proper execution of the instrument of transfer.
  - (g) **Quotation of Options:** The Company will not apply to ASX for Official Quotation of Options.

- (h) **Quotation of Shares:** The Company will apply to ASX for Official Quotation of the Shares issued on exercise of Options.
- (i) **New issues:** The Option Holder is not entitled to participate in any new issue to Shareholders of Securities in the Company unless it has exercised its Options before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares.
- (j) **Bonus issues:** If the Company makes a bonus issue of Shares or other Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the Option before the record date for determining entitlements to the issue.
- (k) **Reorganisation:**
  - (i) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option Holder (including the number of Options to which the Option Holder is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
  - (ii) Any calculations or adjustments which are required to be made will be made by the Company's Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.
  - (iii) The Company must, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any Options held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of an Option.
- (l) **Exercise of Options:**
  - (i) To exercise Options, the Option Holder must give the Company or its Share Registry, at the same time:
    - A. a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Options being exercised and Shares to be issued;
    - B. payment of the Exercise Price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and
    - C. any certificate for the Options.
  - (ii) The Option Holder may only exercise Options in multiples of 10,000 Options unless the Option Holder exercises all Options held by the Option Holder.
  - (iii) Options will be deemed to have been exercised on the date the exercise notice and Exercise Price are received by the Company.
  - (iv) If the Option Holder exercises less than the total number of Options registered in the Option Holder's name:
    - A. the Option Holder must surrender their Option certificate (if any); and
    - B. the Company must cancel the Option certificate (if any) and issue the Option Holder a new certificate or Holding Statement stating the remaining number of Options held by the Option Holder.



- (m) **Issue of Shares on exercise of Options:**
  - (i) Within five Business Days after receiving an application for exercise of Options and payment by the Option Holder of the Exercise Price, the Company must issue the Option Holder the number of Shares specified in the application.
  - (ii) Subject to the Constitution, all Shares issued on the exercise of Options will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.
- (n) **Governing law:** These terms and the rights and obligations of the Option Holder are governed by the laws of Western Australia. The Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.



BMG Resources Limited | ACN 107 118 678

# 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 **1:00pm (WST) on Saturday, 10 June 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online:

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

or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

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