



**13 October 2023**

Dear Shareholders,

**Re: High Peak Royalties Limited – Notice of Annual General Meeting**

High Peak Royalties Limited (ASX: **HPR** or '**the Company**') advises that an Annual General Meeting (the **Meeting**) has been called for 11.00am AEDT on Thursday, 16 November 2023. The meeting is to be held at 24-26 Kent Street, Millers Point, New South Wales 2000.

As permitted by the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of meeting to Shareholders. The Notice of Meeting can be viewed and downloaded from the Company's website <https://www.highpeak.com.au/>.

If you are unable to attend the Meeting, you may appoint a proxy to vote for you at the meeting by completing the enclosed Proxy Form. Alternatively, you are invited to vote online at: [www.investorvote.com.au](http://www.investorvote.com.au). The Company is committed to minimising paper usage and encourage all Shareholders to make the switch to paperless communications and provide us with your email address. To make the change, go to [www.computershare.com.au/easyupdate/HPR](http://www.computershare.com.au/easyupdate/HPR) and follow the prompts. Shareholder documents are always available to access on our website and the ASX Platform.

If you have problems accessing this service, please contact our share registry, Computershare on:

**Phone:**

1300 850 505 (within Australia)

+61 3 9415 4000 (outside Australia)

**Online:**

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

For and on behalf of the Board,

A handwritten signature in black ink, appearing to read "James Knowles". The signature is written in a cursive style and is positioned above the printed name "James Knowles".

James Knowles

Executive Chairman



**ABN 79 118 065 704**

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## **NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company will be held at 24-26 Kent Street, Millers Point, New South Wales on Thursday, 16 November 2023 at 11:00 AM (AEDT).**

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*This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their 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 (02) 8296 0011.***

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# HIGH PEAK ROYALTIES LIMITED

## ABN 79 118 065 704

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### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of High Peak Royalties Limited (“**High Peak**” or “**Company**”) will be held at 24-26 Kent Street, Millers Point, New South Wales on 16 November 2023 at 11:00 am (AEDT) (“**Meeting**”).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 14 November 2023 at 7:00 pm (AEDT).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Section 8 of the Explanatory Memorandum.

### AGENDA

#### A. Ordinary Business

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##### 1. Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2023, which includes the financial report, directors' report in relation to that year, the declaration of the directors, the Remuneration Report and the auditor's report in the financial report.

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##### 2. Resolution 1 – Adoption of Remuneration Report

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

*“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company's financial report for the year ended 30 June 2023.”*

**Voting Exclusion:** A voting exclusion applies to this Resolution 1. The Company will disregard any votes cast (in any capacity, whether as proxy or as shareholder) by any of the following:

- (a) Key Management Personnel;
- (b) Closely Related Parties of Key Management personnel; and
- (c) As a proxy by a member of Key Management Personnel or a Key Management Personnel's Closely Related Party.

However, the Company need not disregard a vote if it:

- Cast by a person as proxy appointed in accordance with the directions on the proxy form that specify how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraph (a), (b) and (c) above; or

- Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a), (b) and (c) above.

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### 3. Resolution 2 – Re-election of David Charles Croll

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

*“That David Charles Croll, being a Director, who retires in accordance with Listing Rule 14.4 and Article 20 of the Constitution, and being eligible, be re-elected as a Director of the Company.”*

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### 4. Resolution 3 – Issue of Performance Rights to Director – Mr James Brett Knowles

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 4,000,000 Performance Rights to Mr James Brett Knowles (or his nominees) on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion:** A voting exclusion applies to this Resolution 3. The Company will disregard any votes cast (in any capacity, whether as proxy or as shareholder) by any of the following:

- (a) the named person or class of persons excluded from voting as set out below; or
- (b) an associate of that person or those persons; or
- (c) cast as a proxy by members of Key Management Personnel and their closely related parties.

However, this does not apply to a vote cast in favour of a resolution by:

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

**The Company will disregard votes cast by:**

- the person who is to receive the securities in question;
- any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity);
- a person whose votes, in ASX's opinion, should be disregarded.

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**5. Resolution 4 – Approval of Additional 10% Placement Capacity**

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

*“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, for the purpose, and on the terms set out in the Explanatory Memorandum.”*

As at the date of this Notice, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2.

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**6. Other Business**

To transact any other business which may be legally brought before this Annual General Meeting, in accordance with the Company's Constitution and the Corporations Act 2001 (Cth).



**James Knowles**

Executive Chairman

High Peak Royalties Limited

13 October 2023

## PROXIES

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies;
- (b) an instrument appointing a proxy must be in the form of the proxy form attached to this Notice of Annual General Meeting;
- (c) where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If a Shareholder appoints two proxies, neither person may vote on a show of hands and on a poll, each person may only exercise the voting rights for the portion of votes the person holds;
- (d) a proxy may be a Shareholder of the Company;
- (e) a proxy need not be a Shareholder of the Company;
- (f) where a Shareholder appoints 2 proxies, the following rules apply:
  - (i) each proxy may exercise half of the Shareholder's voting rights if the appointment does not specify a proportion or number of the Shareholder's voting rights the proxy may exercise;
  - (ii) on a show of hands, neither proxy may vote; and
  - (iii) on a poll, each proxy may only exercise the voting rights the proxy represents;
- (g) a proxy has the authority to vote on the Shareholder's behalf as he or she thinks fit, on any motion to adjourn the Annual General Meeting, or any other procedural motion, unless the Shareholder gives a direction to the contrary;
- (h) a valid proxy form will be deemed to confer authority to demand or join in demanding a poll;
- (i) to be valid, a proxy form must be signed by the Shareholder or the Shareholder's attorney or, if the Shareholder is a corporation, executed in accordance with the corporation's constitution and the Corporations Act (and may be signed on behalf of the corporation by its attorney); and
- (j) to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received by no later than 11:00am (AEDT) on 14 November 2023:

by Computershare Investor Services Pty Limited

- by mail                      Computershare Investor Services Pty Limited  
GPO Box 242, Melbourne VIC 3001, Australia

or - by facsimile:            (within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

**The Chair intends to vote all undirected proxies in favour of each of the relevant Resolutions**

## Shareholder Communications

Shareholders may elect to receive certain documents including annual reports and notice of meetings (proxy/voting forms) as follows:

- (a) You can make a standing election to receive the documents in physical or electronic form;
- (b) You can make a one-off request to receive a document in physical or electronic form; or
- (c) You can tell us if you do not want to receive a hard-copy of the Annual Report.

The Company is committed to minimising paper usage and encourage all Shareholders to make the switch to paperless communications and provide us with your email address. To make the change, go to <https://www.computershare.com/au> and follow the prompts. Shareholder documents are always available to access on our website and the ASX Platform.

# HIGH PEAK ROYALTIES LIMITED

**A B N 79 118 065 704**

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## EXPLANATORY MEMORANDUM

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### 1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at 24-26 Kent Street, Millers Point, New South Wales on 16 November 2023 at 11:00 am (AEDT).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the 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: Financial Report and Reports of the Directors and Auditors
- Ordinary Business
- Section 4: Resolution 1 – Adoption of Remuneration Report
  - Section 5: Resolution 2 – Re-election of David Charles Croll
  - Section 6: Resolution 3 – Issue of Performance Rights to Director – Mr James Brett Knowles
  - Section 7: Resolution 4 – Approval of Additional 10% Placement Capacity
  - Section 8: Definitions
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- Schedule 1: Terms and Conditions of Performance Rights

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### 2. Action to be taken by Shareholders

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

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than two other persons (whether members of the Company or not) as proxy or proxies to attend in the Shareholder's place at the Meeting.



A Proxy Form is attached to the 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 provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

The Company must receive your duly completed Proxy Form by no later than 11:00am (AEDT) on 14 November 2023.

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### **3. Financial Report and Reports of the Directors and Auditors**

The Company's Financial Report for the year ended 30 June 2023 is set out in the Company's 2023 Annual Report. In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Financial Report and on the business and management of the Company.

During the discussion of this item, the Company's auditor will be present and will answer qualifying questions.

#### ***Written questions for the auditor***

If you would like to submit a written question to the Company's auditor, please post your question to the Company Secretary. Written questions must relate to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be made available at the Annual General Meeting.

Please note that all questions must be received at least five Business Days before the Annual General Meeting, that is by no later than 11:00am (AEDT) on 9 November 2023.

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### **4. Resolution 1 – Adoption of Remuneration Report**

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

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2023 which is also available on the ASX market announcement platform.

A reasonable opportunity will be provided for questions and discussion about the remuneration report at the Annual General Meeting.

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene an extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All the Directors who were in office when the Company's 2023 Directors' report was approved, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

At the Company's 2022 annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Shareholders appointing a proxy for this Resolution should note the following:

<b>Proxy</b>	<b>Directions given</b>	<b>No directions given</b>
Key Management Personnel <sup>1</sup>	Vote as directed	Unable to vote <sup>3</sup>
Chair <sup>2</sup>	Vote as directed	Able to vote at discretion of Proxy <sup>4</sup>
Other	Vote as directed	Able to vote at discretion of Proxy

### **Directors Recommendation**

The Directors unanimously recommend that the shareholders vote in favour of adopting the Remuneration Report. The Chairperson intends to vote all undirected proxies in favour of Resolution 1.

### **Voting Exclusion Statement**

A Voting Exclusion Statement applies to this Resolution 1 relating to Key Management Personnel identified in the 2023 Annual Report and their Closely Related Parties as these terms are defined in the Corporations Act.

Notes:

<sup>1</sup> Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

<sup>2</sup> Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).

<sup>3</sup> Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

<sup>4</sup> The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

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## **5. Resolutions 2: Re-election of David Charles Croll**

### **Background**

ASX Listing Rule 14.4 and Article 20 of the Company Constitution requires that at least one third of Directors (not including the managing director or any person appointed as an addition to the Board and also standing for election), must retire from office at each annual general meeting, as well as any Director who has been in office for three (3) or more years at the conclusion of the AGM or there have been three (3) or more annual general meetings since that Director was last elected to office. Accordingly,

Mr David Charles Croll is offering himself for re-election in accordance with the ASX Listing Rules and the Company Constitution.

### **ASX Listing Rule Requirements**

ASX Listing Rule 14.4 states that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three (3) years, whichever is longer.

### **Biography**

Mr David Croll is currently the Managing Director and Founder of Noontide Investments Limited – an investment management company based in Sydney specialising in undervalued small cap stocks. David is also a director of Providence Wealth Advisory Group – an independent wealth manager providing advice to high net worth families.

### **Effect of Resolution**

If Resolution 2 is passed, Mr Croll will be re-appointed as a Director of the Company for an additional term.

In the event that Resolution 2 is not passed, Mr Croll will cease being a Director of the Company from the conclusion of the AGM.

### **Board Recommendation**

The Directors (other than Mr Croll) recommend that Shareholders vote in favour of this Resolution 2.

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## **6. Resolution 3 – Issue of Performance Rights to Director – Mr James Brett Knowles**

### **Background**

Shareholders are being asked to approve Resolution 3 to allow Performance Rights to be issued to Mr James Brett Knowles, as Executive Chairman of the Company. The Board has determined that the grant of Performance Rights is an appropriate form of long-term incentive for the Company's Key Management Personnel.

Accordingly, the Company is proposing, subject to Shareholder approval, to issue the following Performance Rights to Mr Knowles under Resolution 3:

<b>Tranche</b>	<b>Number of Performance Shares</b>	<b>Vesting Condition</b>	<b>Expiry Date</b>
Tranche 1	1,000,000	The 5-day VWAP of the Company Share Price being above \$0.15 within two (2) years from 16 November 2023	16 November 2025
Tranche 2	1,000,000	Completion of a successful commercial transaction: to be defined	16 November 2025

		as a sale, spin off or meaningful transaction of the Company's existing non-core assets, or the creation of a royalty interest over any of the Company's existing assets	
Tranche 3	1,000,000	The 5-day VWAP of the Company Share Price being above \$0.20 within four (4) years from 16 November 2023	16 November 2027
Tranche 4	1,000,000	Payment of an inaugural dividend, where that dividend is paid out of recurring earnings	16 November 2028

### ASX Listing Rule Requirements

ASX Listing Rule 10.11.1 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue equity securities to a related party of a company without the approval of its shareholders. Mr James Brett Knowles is a related party of the Company by virtue of being the Executive Chairman of the Company. The issue of Performance Rights to Related Parties falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of Shareholders under ASX Listing Rule 10.11.

Pursuant to ASX Listing Rule 7.2 exception 14, where approval under ASX Listing Rule 10.11 is obtained, approval is not required under ASX Listing Rule 7.1 and the issue of securities will not be included in the company's 15% limit.

### Effect of Resolution

In the event that Resolution 3 is not passed, the Company will not be able to issue Performance Rights to Mr Knowles (or their respective nominees).

Where Resolution 3 is passed, the Company will be able to issue Performance Rights to Mr Knowles (or their respective nominees).

### Information Required for ASX Listing Rule 10.11

In compliance with Listing Rule 10.13, the following information is provided in relation to Resolution 3:

**(a) Nature of relationship between person to receive securities and the Company**

Mr James Brett Knowles is a Related Party of the Company for the purpose of ASX Listing Rule 10.11.1 by virtue of being a Director.

**(b) Maximum number of securities that may be acquired pursuant to Resolution 3**

The maximum number of securities to be issued is 4,000,000 Performance Rights to Mr Knowles.

**(c) Issue Price**

The Performance Rights will be issued for no consideration and accordingly no funds will be raised.

**(d) Issue Date**

The Performance Rights will be issued on 16 November 2023.

**(e) Purpose of issue**

The primary purpose for the issue of Performance Rights to Mr Knowles (or their respective nominees) is to provide a performance linked incentive component in their remuneration package to motivate and reward their performance as Executive Chairman of the Company. All Performance Rights are subject to certain vesting conditions which must be satisfied before they can vest and convert to Shares.

**(f) Remuneration**

The current remuneration of Mr Knowles for Executive Chairman fees is \$95,000 per annum.

**(g) Agreement**

The key terms of Mr Knowles' Executive Chairman Service Agreement are as announced to the ASX on 26 July 2023.

**(h) Valuation of Performance Rights**

A valuation of the Performance Rights calculated using the Binomial Method with a 5-day VWAP, adjusted for probability of vesting Milestones being achieved based on management's best estimates was used to determine and assess the value of the Performance Rights granted under Resolution 3.

The value of the Performance Rights is set out below:

<b>Tranche</b>	<b>Total value of Tranche</b>
<b>Tranche 1</b>	\$50,992
<b>Adjusted for Probability of Milestone Achievement</b>	
<b>Tranche 2</b>	\$32,500
<b>Adjusted for Probability of Milestone Achievement</b>	
<b>Tranche 3</b>	\$56,331
<b>Adjusted for Probability of Milestone Achievement</b>	
<b>Tranche 4</b>	\$21,450
<b>Adjusted for Probability of Milestone Achievement</b>	
<b>TOTAL</b>	<b>\$161,273</b>

**(i) Material terms of the Performance Rights**

The Performance Rights will be issued on the following terms and conditions:

- i. the Vesting Conditions attaching to the Performance Rights are set out in section 6 of the Explanatory Memorandum;
- ii. each vested Performance Right will automatically convert into one Share once the achievement of a vesting condition has been determined by the Board;
- iii. if not converted earlier, the Performance Rights expire and lapse if the relevant Vesting Conditions has not been satisfied prior to the Expiry Dates set out in Section 6 of the Explanatory Memorandum;
- iv. the Company will not apply for quotation of the Performance Rights on ASX;
- v. a Performance Right does not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends; and
- vi. otherwise on the terms and conditions of the Performance Rights at Schedule 1.

**(j) Voting exclusion statement**

A voting exclusion statement applies to this Resolution. Please refer to the voting exclusion statement under Resolution 3 in the Notice of Meeting for further information.

**Corporations Act Requirements**

Chapter 2E of the Corporations Act requires that for a public company to give financial benefit to a related party (including directors of the company), the company must obtain approval of members in the manner set out in sections 217 to 227 of the Corporations Act and give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within exception set out in Sections 210 to 216 of the Corporations Act.

Having considered the circumstances of the Company and the related parties as required by section 211 of the Corporations Act, the Board (with Mr Knowles abstaining from the deliberations) is of the view that the issue of 4,000,000 Performance Rights represents reasonable remuneration to Mr Knowles, and therefore, there is no requirement for additional shareholder approval under Chapter 2E of the Corporations Act.

**Board Recommendation**

The Board (other than Mr Knowles) recommends that Shareholders vote in favour of Resolution 3.

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## 7. Resolution 4 – Approval of Additional 10% Placement Capacity

### Background

Resolution 4 is a special resolution for the approval of an additional 10% placement capacity for the Company to issue securities without shareholder approval pursuant to ASX Listing Rule 7.1A. The additional 10% placement capacity can only be used to issue quoted Equity Securities for cash consideration.

### ASX Listing Rule Requirements

ASX Listing Rule 7.1 prohibits a listed company from issuing Equity Securities representing more than 15% of its issued capital in any twelve-month period without obtaining shareholder approval (subject to certain exceptions). In addition, ASX Listing Rule 7.1A allows a company to seek shareholder approval at an annual general meeting to have the capacity to issue an additional 10% of its Equity Securities in the same class as an existing quoted class of securities. If approved, the issuance capacity is available during the period the approval is valid for, which is generally twelve (12) months following the annual general meeting at which the approval was obtained. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less at the time of the meeting. The Company is currently an eligible entity. If the Company does not meet the eligibility criteria on the date of the Meeting, the Resolution will be withdrawn and Shareholders will not be required to vote on this Resolution.

### Effect of Resolution

If Resolution 4 is not passed, the Company will only be able to use the 15% capacity under ASX Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to utilise both the additional 10% capacity under ASX Listing Rule 7.1A in addition to the standard 15% capacity available to all entities under ASX Listing Rule 7.1. The additional 10% capacity is calculated in accordance with the formula set out in ASX Listing Rule 7.1A.2 which is as follows:

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

Where:

A =	the number of fully paid ordinary securities on issue at the commencement of the Relevant Period (defined below): (i) plus the number fully paid ordinary securities issued in the Relevant Period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17; (ii) plus the number of fully paid ordinary securities issued in the Relevant Period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where: <ul style="list-style-type: none"><li>the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or</li></ul>
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	<ul style="list-style-type: none"> <li>• the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4,</li> </ul> <p>(iii) plus the number of fully paid ordinary securities issued in the Relevant Period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:</p> <ul style="list-style-type: none"> <li>• the agreement was entered into before the commencement of the Relevant Period; or</li> <li>• the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4,</li> </ul> <p>(iv) plus the number of fully paid ordinary securities issued in the Relevant Period with approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4;</p> <p>(v) plus the number of partly paid ordinary securities that became fully paid in the Relevant Period;</p> <p>(vi) less the number of fully paid ordinary securities cancelled in the Relevant Period.</p>
D =	10%
E =	the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the Relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4
“Relevant Period”	means the 12-month period before the date of issue or date of agreement to issue the particular Equity Securities which are to be issued in reliance on the additional 10% capacity

### Information Required for ASX Listing Rule 7.1A

In compliance with ASX Listing Rule 7.3A, the Company provides the following information with respect to Resolution 4:

- (a)** The minimum price at which Equity Securities may be issued under the ASX Listing Rule 7.1A capacity will be calculated in accordance with ASX Listing Rule 7.1A.3 which requires that the issue price be no less than 75% of the volume weighted average price for securities in the same class as the security being issued, calculated over the 15 trading days on which trades in that class were recorded immediately before:
- i. the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
  - ii. if the securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the securities are issued.
- (b)** If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement facility, existing Shareholders' economic



and voting power in the Company will be diluted as shown in the table below. There is a risk that:

- i. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of this approval under ASX Listing Rule 7.1A; and
- ii. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date; which may have an effect on the amount of funds raised by the issue of the Equity Securities.

**(c)** If Resolution 4 is approved by Shareholders, the approval to issue securities under this capacity per ASX Listing Rule 7.1A will cease upon the earlier of:

- i. the date that is 12 months after the date of the AGM at which the approval is gained, being 16 November 2023;
- ii. the time and date of the Company's next annual general meeting; or
- iii. the date of the approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 or 11.2, being a significant change to the nature or scale of the Company's activities, or the disposal of a main undertaking.

**(d)** The Company may seek to issue securities under this capacity for cash consideration only. As the Company continues to pursue growth opportunities and expand its global footprint, the Company may seek to raise capital using this additional capacity. Funds raised may be applied towards working capital, development of new products, for funding acquisitions or investments, or other opportunities identified by the Directors.

**(e)** The Company will ensure it remains compliant with its disclosure obligations under ASX Listing Rule 7.1A.4 upon the issue of any securities under this capacity.

**(f)** The allocation policy of the Company if it uses the additional 10% capacity will be dependent upon the prevailing market conditions at the time of any proposed issue of securities under this capacity. The identity of any allottees will be determined on a case-by-case basis having regard to various factors including without limitation:

- i. the alternate methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- ii. the effect of the issue of the securities on the control of the Company;
- iii. the financial situation of the Company; and
- iv. advice from corporate, financial and broker advisers (as may be applicable from time to time).

**(g)** As at the date of this Notice, the Company has not identified any allottees proposed to be offered securities under this additional placement capacity but may include new or existing investors who are not related parties or associates of related parties of the Company.

**(h)** In the 12-months preceding the date of the AGM, the Company has not issued or agreed to issue any Equity Securities under the ASX Listing Rule 7.1A.2.

The following table sets out the possible dilution of existing shareholders of the Company on the basis of the market price of the Company's securities of \$0.065 on 29 September 2023 and on the issued capital of the Company as at 29 September 2023 as variable "A" per ASX Listing Rule 7.1A.

Variable A Listing Rule 7.1A.2	Dilution Effect			
		50% Decrease in Share Price \$0.033	Current Share Price \$0.065	100% Increase in Share Price \$0.130
Current Variable A 208,059,714	10% Dilution	20,805,971	20,805,971	20,805,971
	Funds Raised	\$686,597	\$1,352,388	\$2,704,776
50% Increase Variable A 312,089,571	10% Dilution	31,208,957	31,208,957	31,208,957
	Funds Raised	\$1,029,896	\$2,028,582	\$4,057,164
100% Increase Variable A 416,119,428	10% Dilution	41,611,943	41,611,943	41,611,943
	Funds Raised	\$1,373,194	\$2,704,776	\$5,409,553

The above table makes the following assumptions"

- All securities have been issued under the 10% capacity and the Company has issued the maximum number of Equity Securities available under the 10% capacity.
- No options or performance rights are exercised into Shares before the date of issue of the Equity Securities. The Company has no performance rights and no options on issue prior to the Resolutions considered under the Notice.
- The dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue (and not the dilution that may be caused to a particular Shareholder).
- The table only shows the effect of issues of securities under the ASX Listing Rule 7.1A and does not consider the 15% capacity that Company has under ASX Listing Rule 7.1, nor the Company's ability to issue securities without Shareholder approval under the exceptions in the ASX Listing Rule 7.2.

### Previous Issues of Securities

The Company has previously obtained Shareholder approval at its annual general meeting on 11 November 2023 to have the additional capacity to issue Equity Securities under ASX Listing Rule 7.1A. During the 12-month period preceding the date of this Meeting, being on and from 11 November 2022, the Company did not issue any Shares under ASX Listing Rule 7.1A.2.

### Board Recommendation

Resolution 4 seeks approval for an additional 10% placement capacity which can be used for issuing quoted Share for cash consideration and provides further flexibility to the Company should an opportunity arise requiring the issue of new Shares for cash consideration. The Company notes that it is not presently expecting to be issuing additional Shares under this capacity at this time.

Accordingly, the Directors recommend that Shareholders vote in favour of Resolution 4.

## Voting Exclusion Statement

As at the date of this Notice of Annual General Meeting, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

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## 8. Definitions

In this Explanatory Memorandum and Notice:

**Annual Report** means the directors' report, the Company's financial report, and auditor's report thereon, in respect to the financial year ended 30 June 2023.

**ASX** means ASX Limited ACN 009 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Board** means the board of Directors.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

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

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

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

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**High Peak** and **Company** mean High Peak Royalties Limited ACN 118 065 704.

**Listing Rules** means the listing rules of ASX.

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

**Notice** means this notice of meeting.

**Performance Right** means an entitlement to a Share subject to the satisfaction of performance or vesting conditions.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the directors' report section of the Company's annual financial report for the year ended 30 June 2023.

**Resolution** means a resolution contained in this Notice.

**Share** or **Shares** mean a fully paid ordinary share in the capital of the Company.

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

**Trading Day** has the meaning given to that term in Listing Rule 19.12.

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

In this Notice, words importing the singular include the plural and vice versa.

## SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

### (a) Performance Rights and Vesting Conditions

The following performance Rights are granted under the Plan:

Tranche	Number of Performance Shares	Vesting Condition
Tranche 1	1,000,000	The 5-day VWAP of the Company Share Price being above \$0.15 within two (2) years from the date of issue
Tranche 2	1,000,000	Completion of a successful commercial transaction: to be defined as a sale, spin off or meaningful transaction of the Company's existing non-core assets, or the creation of a royalty interest over any of the Company's existing assets
Tranche 3	1,000,000	The 5-day VWAP of the Company Share Price being above \$0.20 within four (4) years from the date of issue
Tranche 4	1,000,000	Payment of an inaugural dividend, where that dividend is paid out of recurring earnings

### (b) Vesting

The Performance Rights will vest on the date the Vesting Conditions relating to those Performance Rights has been satisfied. The Company will notify the Performance Rights holder (**Holder**) in writing when the relevant Vesting Conditions has been satisfied (**Vesting Notice**).

### (c) Consideration

The Performance Rights will be granted to the Participant (or their permitted nominee) for NIL cash consideration.

### (d) Exercise Price

The Exercise Price of each vested Performance Right is NIL.

### (e) Expiry Date

Each Performance Right will expire on the earlier to occur of:

i. expiry dates:

Tranche	Expiry
<b>Tranche 1</b>	2 years from the date of shareholder approval
<b>Tranche 2</b>	2 years from the date of shareholder approval
<b>Tranche 3</b>	4 years from the date of shareholder approval
<b>Tranche 4</b>	5 years from the date of shareholder approval

ii. the Performance Rights lapsing and being forfeited on the Terms and conditions.

### (f) Conversion

Upon vesting, each Performance Right will, at the Performance Right holder's election, convert into one fully paid ordinary share in the Company (**Share**). The Participant may apply to exercise vested Performance rights at any time prior to the Expiry Date by filling out a notice of exercise in the form provided by the Company and returning to the Company Secretary (**Notice of Exercise**).

### (g) Transfer

The Performance rights are not transferable.

- (h) Quotation**  
No application for quotation of the performance Rights will be made by the Company.
- (i) Forfeiture**  
A Participant may by written notice to the Company voluntarily forfeit their Performance Rights for no consideration.
- (j) Participation in entitlements and bonus issues**  
Subject always to the rights under paragraphs (k) and (l), holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (k) Adjustment for bonus issue**  
If securities are issued pro-rata to Shareholders generally by way of bonus issue (other than an issue in lieu of dividends by way of dividend reinvestment), the number of Performance Rights to which holders of Performance Rights are entitled will be increased by that number of securities which the holder would have been entitled if the Performance Rights held by the holder were vested immediately prior to the record date of the bonus issue, and in any event in a manner consistent with the *Corporations Act 2001* (Cth) (**Corporations Act**) and the ASX Listing Rules (**Listing Rules**) at the time of the bonus issue.
- (l) Reorganisation of capital**  
In the event that the issued capital of the Company is reconstructed, all the holder's rights as a holder of Performance Rights will be changed to the extent necessary to comply with the Corporations Act and Listing Rules at the time of reorganisation provided that, subject to compliance with the Corporations Act and Listing Rules, following such reorganisation the holder's economic and other rights are not diminished or terminated.
- (m) Dividend and voting rights**  
The Performance Rights do not confer on the holder an entitlement to vote or receive dividends.
- (n) Return of capital rights**  
The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (o) Rights on winding up**  
The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
- (p) Shares issued on exercise**  
All Shares issued upon the exercise of Performance Rights will upon issue rank equally in all respects with the then Shares of the Company.

**(q) Timing of issue of Shares and quotation of Shares on exercise**

As soon as practicable after the issue of a Notice of Exercise by the Holder and subject to the expiry of any Restriction period that applies to the Shares under the Corporations Act, Listing Rules or paragraph (r), the Company will:

- i. issue, allocate or cause to be transferred to the Holder the number of Shares to which the Holder is entitled under the Terms and Conditions;
- ii. issue a substitute certificate for any remaining unexercised Performance Rights held by the Holder;
- iii. if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- iv. do all such acts, matters and things to obtain the grant of quotation of the Shares by the ASX in accordance with the Listing Rules.

**(r) Restrictions on transfer of Shares**

- i. Shares issued on exercise of the Performance Rights will be subject to the following Restriction Periods:
  - Two weeks before and 24 hours after the release of the Company's quarterly, half yearly or annual report to the ASX.
  - Two weeks before lodgement and during the period that a disclosure document including a prospectus is open for applications except to the extent that Company employees are applying for securities pursuant to that disclosure document.
  - Any other period determined by the Board from time to time and notified to the Designated Persons' as defined by the Company's Securities Trading Policy.
- ii. If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act under paragraph (q)(iii), Shares issued on conversion of the Performance Rights may not be traded until 12 months after their issue unless the company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

**(s) Change of control**

Upon the occurrence of a Change of Control, to the extent Performance Rights have not converted into Shares following satisfaction of a Vesting Condition, Performance Rights will automatically convert to that number of Shares which when issued together with all Shares issued under any other class of Performance Rights then on issue in the Company, is equal to the lesser of one Share per Performance Right and 10% of the total shares on issue at that time. Performance Rights that are not converted into Shares will continue to be held by the holder on the same terms and conditions.

Change of Control is defined as:

- i. where members of the Company approve any compromise or arrangement for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other body corporate or bodies corporate (other than a scheme that does not involve a change in the ultimate beneficial ownership of the Company), which will, upon becoming effective, result in any person (either alone or together with its Associates) owning more than fifty per cent (50%) of Issued Capital;
- ii. where a person becomes the legal or the beneficial owner of, or has a Relevant Interest in, more than fifty per cent (50%) of Issued Capital;

- iii. where a person becomes entitled to acquire, hold or has an equitable interest in more than fifty per cent (50%) of Issued Capital; and
- iv. where a Takeover Bid is made to acquire more than fifty per cent (50%) of Issued Capital (or such lesser number of Shares that where combined with the Shares that the bidder (together with its Associates) already owns will amount to more than 50% of Issued Capital) and the Takeover Bid becomes unconditional and the bidder (together) with its Associates) has a relevant Interest in more than 50% of Issued Capital,

but, for the avoidance of doubt, does not include any internal reorganisation of the structure, business and/or assets of the Company/Group.





**High Peak Royalties Limited**

ABN 79 118 065 704

HPRRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in High Peak Royalties Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**High Peak Royalties Limited**



High Peak Royalties Limited  
ABN 79 118 065 704

HPRRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030



## Need assistance?



**Phone:**

1300 850 505 (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 **11:00am (AEDT) on Tuesday, 14 November 2023.**

# 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:

**XX**

### 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

# Proxy Form

Please mark  to indicate your directions

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

XX

I/we being a member/s of High Peak Royalties 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 High Peak Royalties Limited to be held at 24-26 Kent Street, Millers Point, NSW 2000 on Thursday, 16 November 2023 at 11:00am (AEDT) 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 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 3 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 3 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
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of David Charles Croll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Performance Rights to Director – Mr James Brett Knowles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Additional 10% Placement Capacity	<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  Securityholder 2  Securityholder 3  / /  
Sole Director & Sole Company Secretary Director 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

