

**Atrum Coal Limited**

Level 5  
126 Phillip Street  
Sydney NSW 2000  
ACN: 153 876 861

[www.atrumcoal.com](http://www.atrumcoal.com)



# Atrum Coal Limited

## **Notice of 2023 Annual General Meeting**

Explanatory Statement | Proxy Form

Friday, 31 May 2024

**9.00am AEST**

**Address**

Virtual meeting, accessible online.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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## Important Information for Shareholders about the Company's 2023 AGM

This Notice is given based on circumstances as at 1 April 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at [www.atrumcoal.com](http://www.atrumcoal.com). Shareholders are urged to monitor the ASX announcements platform and the Company's website.

## Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 9:00am (AEST) on Friday, 31 May 2024 (4:00pm MDT on Thursday 30 May 2024) as a **virtual meeting**.

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link [investor.automic.com.au](http://investor.automic.com.au) and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Security holder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to [investor.automic.com.au](http://investor.automic.com.au)
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to access registration.
4. Click on "**Register**" and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Hasaka Martin at [Hasaka.Martin@automicgroup.com.au](mailto:Hasaka.Martin@automicgroup.com.au) at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

## Your vote is important

The business of the Annual General Meeting affects your shareholding, and your vote is important.

## Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so through the online meeting platform powered by Automic.

Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" within the platform to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

## Voting by proxy

To vote by proxy, please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.  For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Chair of the Meeting intends to vote undirected proxies in favour of all items.

## Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Share Registry.

## Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

# Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of **Atrum Coal Limited** (the **Company**) ACN 153 876 861 will be held at 9:00am (AEST) on Friday, 31 May 2024 as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm (AEST) on Wednesday, 29 May 2024.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## Agenda

### Ordinary business

#### Financial statements and reports

*"To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 December 2023 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."*

**Note:** This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

# Resolutions

## **Remuneration Report**

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

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 31 December 2023.”*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

**Voting Exclusion Statement:** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

## **Re-election of Directors**

### **2. Resolution 2 – Re-election of Anita Perry as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That Anita Perry, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible, be re-elected as a Director of the Company, effective immediately.”*

### **3. Resolution 3 – Election of Michael Fry as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That Michael Fry, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”*

## 4. Resolution 4 – Change in Directors' Fees

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That, pursuant to and in accordance with clause 11.7 of the Constitution, ASX Listing Rule 10.17, sections 195(4) and 208 of the Corporations Act and for all other purposes, the maximum total fees payable to non executive Directors be changed from A\$400,000 per annum to A\$400,000 per annum plus the Retention Incentive Payment (if any) on the terms and conditions in the Explanatory Memorandum."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a Director or any of their associates.

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

- (a) 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 that way; or
- (b) the Chair 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
- (c) 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.

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 4 by or on behalf of a Restricted Voter.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 4; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the Chair and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 4 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 4. If you do not want your vote exercised in favour of Resolution 4, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

## 5. Resolution 5 – Approval to give a financial benefit to Glen Koropchuk

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That subject to the passing of Resolution 4, for the purposes of sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the Company granting Glen Koropchuk an entitlement to receive a Retention Incentive Payment on the terms and conditions in the Explanatory Memorandum."*

**Voting Exclusion Statement:** In accordance with section 224 of the Corporations Act, a vote on this Resolution 5 must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 5 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party.

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 5 by or on behalf of a Restricted Voter.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 5; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the Chair and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 5 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 5. If you do not want your vote exercised in favour of Resolution 5, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

## 6. Resolution 6 – Approval to give a financial benefit to Anita Perry

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That subject to the passing of Resolution 4, for the purposes of sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the Company granting Anita Perry an entitlement to receive a Retention Incentive Payment on the terms and conditions in the Explanatory Memorandum."*

**Voting Exclusion Statement:** In accordance with section 224 of the Corporations Act, a vote on this Resolution 6 must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 6 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.



In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 6 by or on behalf of a Restricted Voter.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 6; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the Chair and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 6 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 6. If you do not want your vote exercised in favour of Resolution 6, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

## 7. Resolution 7 – Approval to give a financial benefit to Konrad de Kerloy

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That subject to the passing of Resolutions 4 and **Error! Reference source not found.**, for the purposes of sections 194(5) and 208 of the Corporations Act and for all other purposes, Shareholders approve the Company granting Konrad de Kerloy an entitlement to receive a Retention Incentive Payment on the terms and conditions in the Explanatory Memorandum."*

**Voting Exclusion Statement:** In accordance with section 224 of the Corporations Act, a vote on this Resolution 7 must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 7 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party.

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 7 by or on behalf of a Restricted Voter.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 7; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the Chair and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 7 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 7. If you do not want your vote exercised in favour of Resolution 7, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

## 8. **Resolution 8** – Approval to give a financial benefit to Michael Fry

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That subject to the passing of Resolution 4, for the purposes of sections 194(5) and 208 of the Corporations Act and for all other purposes, Shareholders approve the Company granting Michael Fry an entitlement to receive a Retention Incentive Payment on the terms and conditions in the Explanatory Memorandum."*

**Voting Exclusion Statement:** In accordance with section 224 of the Corporations Act, a vote on this Resolution 8 must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 8 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 8 by or on behalf of a Restricted Voter.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 8; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the Chair and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 8 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 8. If you do not want your vote exercised in favour of Resolution 8, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

### **BY ORDER OF THE BOARD**

Mr Hasaka Martin  
Company Secretary

# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 9.00am (AEST) on Friday, 31 May 2024 (4:00pm MDT on Thursday 30 May 2024) as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

## Agenda

### **Ordinary business**

#### Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 December 2023 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at [www.atrumcoal.com](http://www.atrumcoal.com).

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

#### **Written questions of the auditor**

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting. Please note that all written questions must be received at least five Business Days before the Meeting, which is by 5:00 pm (AEST) Friday, 24 May 2024.

# Resolutions

## **Remuneration Report**

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

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. If the Resolution is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at [www.atrumcoal.com](http://www.atrumcoal.com).

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2024 Annual General Meeting (**2024 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the **2024 AGM** to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2024 AGM. All of the Directors who were in office when the 2024 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

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

#### **Voting**

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

## **Election of Director**

### **Resolution 2 – Re-election of Anita Perry as Director**

The Company's Constitution requires that at the Company's annual general meeting, one third of the Directors shall retire from office. The retiring Directors must not be a Managing Director. The Directors to retire at the annual general meeting are those who have been in office the longest since their last election.

It has been agreed that Anita Perry will retire by rotation at this Meeting.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Anita Perry was appointed a Director of the Company on 26 March 2021 and was last elected as a Director at the AGMs held on 30 May 2023.

Under this Resolution, Anita Perry has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

The Board considers Anita Perry to be independent.

Mrs. Perry is a senior executive in government relations, strategic stakeholder engagement and regulatory affairs. She has gained over 30 years of professional expertise in these areas. Mrs. Perry's experience includes approximately 15 years at global energy major, BP. There she held various executive and project management roles across a variety of business matters focused on leading and advising on government advocacy, regulatory strategies, best practice employee communications and stakeholder relations.

Mrs. Perry's final role at BP was Vice President, Communications and External Affairs, where she was responsible for the direction of all public and government relations for BP in Canada. She finished her career at BP in 2019. Mrs. Perry is past non-executive director of NorZinc Limited (TSX:NZC) and resides in Alberta.

Resolution 2 is an Ordinary Resolution. The Chair intends to exercise all available proxies in favour of this Resolution 2.

#### **Directors' recommendation**

The Directors (excluding Anita Perry) recommend that Shareholders vote for this Resolution.

### **Resolution 3 –Election of Michael Fry as Director**

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Michael Fry was appointed as an additional Director of the Company on 28 March 2024 and has since served as a Director of the Company.

Under this Resolution, Michael Fry seeks election as a Director of the Company at this AGM.

The Board considers Michael Fry to be independent.

Michael holds a Bachelor of Commerce degree from the University of Western Australia and is a past member of the Australian Stock Exchange. Michael has extensive corporate and commercial experience, financial and capital market knowledge and a background in corporate treasury management.

Michael is currently non-executive Chair of Brookside Energy Limited (ASX:BRK).

Resolution 3 is an Ordinary Resolution. The Chair intends to exercise all available proxies in favour of this Resolution 3.

#### **Directors' recommendation**

The Directors (excluding Michael Fry) recommend that Shareholders vote for this Resolution.

## **Resolutions 4 to 8 – Change in Directors' Fees and approval of financial benefits**

### **1. General**

Resolution 4 seeks Shareholder approval in accordance with Listing Rule 10.17, clause 11.7 of the Constitution section 208 of the Corporations Act and for all other purposes to increase the total amount of non-executive Directors' fees payable by it and any of its child entities.

Resolutions 5 to 8 seek Shareholder approval in accordance with section 208 of the Corporations Act and for all other purposes to the grant of an entitlement to receive a Retention Incentive Payment to:

- (a) Glen Koropchuk (Resolution 5);
- (b) Anita Perry (Resolution 6);
- (c) Konrad de Kerloy (Resolution 7); and
- (d) Michael Fry (Resolution 8).

Each of Resolutions 4 to 8 are ordinary resolutions.

The Chair intends to exercise all available proxies in favour of Resolutions 4 to 8.

The Board considers it reasonable and appropriate to propose Resolutions 4 to 8 to Shareholders for the following reasons:

- (a) to ensure there is continuity in the Board and to retain Directors;
- (b) due to the increased responsibilities for Directors; and
- (c) to remunerate Directors appropriately for the expectations placed upon them by the Company and the regulatory environment in which it operates.

The retention of Directors is particularly important in the context of the Company's ongoing claim against the Government of Alberta. On 14 September 2022, Atrum and its wholly owned subsidiary Elan Coal Limited (**Elan**) filed a claim against the Government of Alberta for de facto expropriating Elan's coal leases and seeking monetary compensation pursuant to the doctrines of private nuisance and unjust enrichment (**Claim**).

As previously disclosed to Shareholders, Atrum's Claim is proceeding under case management and on 7 November 2023, the Case Management Judge ordered the trial of the Claim which shall commence at the earliest available date on or after 1 April 2025.

For Atrum to advance its claim on an efficient basis and be in the best position to present its case at trial, it is essential that there be continuity in the Board and that key personnel be retained. To this end, the Company intends to put in place a retention program to ensure participants who stay with the Company and contribute to the Company's strategic objectives, including the efficient advancement of the litigation, are compensated for their time and efforts.

As a result of the Government of Alberta's conduct at issue in the proceeding, Atrum is not in the financial position to offer the Board and key personnel a fixed sum or share-based retention payment. Instead, Atrum's only viable option to incentivise the retention of these key company representatives through the litigation period by putting in place a retention plan based on the financial health of the Company at certain defined periods.

### **2. Retention Plan**

For the reasons above, the Company proposes to establish the Retention Plan. The key terms of the Retention Plan are:

- (a) **Available Pool:** An amount equal to the sum of money received by Atrum from the Government of Alberta as a result of the settlement of, or payment of damages awarded in relation to, the Claim *less* legal costs (including experts fees) and *less* costs associated with the reclamation of the Elan and Isolation tenements in Alberta and Panorama and Groundhog tenements in British Columbia.
- (b) **Cap:** The aggregate amount paid to Eligible Participants will not exceed C\$8,000,000.
- (c) **Threshold:** If the Available Pool does not exceed C\$50,000,000, no Retention Incentive Payments will be made.
- (d) **Eligible Participants:** Each Director at the time Atrum receives the settlement or damages monies (as the case may be) and other key personnel (who are not Directors or related parties of the Company).
- (e) **Retention Incentive Payment:** Each Eligible Participants' entitlement to receive an amount equal to a percentage of the Available Pool is that Eligible Participants' Retention Incentive Payment subject to the Cap.

The amount of the Retention Incentive Payment is variable based on (1) whether monies are received by Atrum as a result of settlement of, or payment of damages awarded after the trial of, the Claim and (2) that Eligible Participant's position(s).

- (i) Where monies are received by Atrum as a result of settlement of the Claim (provided always the Available Pool exceeds the Threshold and is subject to the Cap):

Name	Position	Retention Incentive Payment (as a % of the Available Pool)	Proportional entitlement
Glen Koropchuk	Chair of Atrum	0.315%	9%
	Non-executive Director	0.56%	16%
Anita Perry	Non-executive Director	0.56%	16%
Konrad de Kerloy	Non-executive Director	0.56%	16%
Michael Fry	Non-executive Director	0.56%	16%
Other personnel	Consultant	0.945%	27%
<b>TOTAL</b>		<b>3.5%</b>	<b>100%</b>

- (i) Where monies are received by Atrum as a result of the payment of damages awarded after the trial of the Claim (provided always the Available Pool exceeds the Threshold and is subject to the Cap):

Name	Position	Retention Incentive Payment (as a % of the Available Pool)	Proportional entitlement
Glen Koropchuk	Chair of Atrum	0.225%	9%
	Non-executive Director	0.40%	16%
Anita Perry	Non-executive Director	0.40%	16%
Konrad de Kerloy	Non-executive Director	0.40%	16%
Michael Fry	Non-executive Director	0.40%	16%
Other key personnel	Consultant	0.675%	27%
<b>TOTAL</b>		<b>2.5%</b>	<b>100%</b>



Notes to the tables in (i) and (ii) above:

- The identity of the Eligible Participants is based on the composition of the Board as at the date of this this Explanatory Memorandum.
  - Proportional entitlement refers to the proportion that Eligible Participant's Retention Incentive Payments bears to the aggregate Retention Incentive Payment.
- (f) **Timing for payment:** The Retention Incentive Payments shall be paid as follows:
- (i) Each Eligible Participant shall be paid 80% of his or her Retention Incentive Payment within 14 days of the settlement sum, or the damages awarded, in relation to the Claim (as the case may be, and not subject to appeal) being received by Atrum from the Government of Alberta.
  - (ii) Each Eligible Participant shall be paid the remaining 20% of his or her Retention Incentive Payments within 14 days of the Atrum (or Elan as the case may be) either:
    - (A) completing all of the physical reclamation of the Elan and Isolation tenements in Alberta and Panorama and Groundhog tenements in British Columbia held Atrum or Elan in accordance with the requirements of the relevant Regulators; or
    - (B) having no continuing or further liability for the reclamation of the Elan and Isolation tenements in Alberta and Panorama and Groundhog tenements in British Columbia held by Atrum or Elan.

A shareholder approval for the purposes of section 208 of the Corporations Act permits the financial benefit to be conferred within 15 months of Shareholder approval. To the extent not conferred during that period, the approval becomes stale and must be refreshed. A benefit is conferred by entry into a contract providing an entitlement to the financial benefit. Accordingly, if approved, the Retention Incentive Payments will be conferred on the terms and conditions detailed in this Explanatory Memorandum within 15 months of Shareholder approval (irrespective of when the Retention Incentive Payment is paid, if at all).

### **3. Listing Rule 10.17 and clause 11.7 of the Constitution**

In accordance with Listing Rule 10.17 and clause 11.7 of the Constitution, the Company must not increase the total amount of non-executive Directors' fees payable by it and any of its child entities without the approval of Shareholders.

Listing Rule 10.17 also provides that the notice must include the amount of the increase, the maximum amount that may be paid to the Directors as a whole, and a voting exclusion statement.

Resolution 4 seeks Shareholder approval for the increase the aggregate amount of fees available to be paid to non-executive Directors by the Retention Incentive Payment (if any) from the current A\$400,000 per annum to an aggregate amount of A\$400,000 per annum plus the Retention Incentive Payment (if any).

### **4. Specific information required by Listing Rule 10.17**

Information must be provided to Shareholders for the purposes of obtaining Shareholder approval as follows:

- (a) Shareholder approval is being sought to increase the fee pool by the Retention Incentive Payment (if any), which would increase the annual remuneration pool from A\$400,000 to A\$400,000 plus the Retention Incentive Payment (if any). The terms and

conditions of the Retention Incentive Payment are set out above. The aggregate amount paid to Eligible Participants under the Retention Incentive Payment will not exceed C\$8,000,000.

- (b) Subject to Shareholders approving Resolution 4, the maximum aggregate amount of Directors fees that may be paid to all of the Company's non-executive Directors will be A\$400,000 per annum plus the Retention Incentive Payment (if any). The aggregate amount of the Retention Incentive Payment is subject to the Cap. Excluding any Retention Incentive Payments which may be made to persons other than non-executive Directors, the maximum aggregate Retention Incentive Payment which may be paid to all of the Company's non-executive Directors may be C\$5,840,000.
- (c) In the last 3 years, no securities have been issued to Directors (including non-executive Directors) under Listing Rule 10.11 or 10.14 (with Shareholder approval).
- (d) A voting exclusion statement is included in the Notice for Resolutions 4 to 8.

## 5. Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Some of the potential recipients of the Retention Incentive Payments are Directors. Directors are related parties of the Company. "Financial benefit" has a wide meaning and includes a cash payment. Accordingly, the grant of an entitlement to a Payment Incentive Payment to each Director constitutes giving a financial benefit to each Director for the purposes of section 208 of the Corporations Act.

Under section 195 of the Corporations Act, a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered. With respect to Resolutions 4 to 8, there is no quorum of the Board capable of forming the view that the exception for reasonable remuneration in section 211 of the Corporations Act applies, due to each of the Directors having a material personal interest in the outcome of Resolutions 4 to 8. Accordingly, the Directors seek to exercise their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve.

A purpose of Resolutions 4 to 8 is to seek Shareholder approval for the purposes of sections 195(4) and 208 of the Corporations Act.

## 6. Sections 217 to 227 of the Corporations Act

Pursuant to Sections 217 to 227 of the Corporations Act, the Company provides the following information to Shareholders:

- (a) **Identity of the related party:** The related parties to whom the financial benefit will be given is the Eligible Participants. Each of the Eligible Participants, by virtue of their position as Directors, are related parties. The identity of the Eligible Participants as at the date of this Explanatory Memorandum are Glen Koropchuk, Anita Perry, Konrad de Kerloy, and Michael Fry.
- (b) **Nature of the financial benefit:** The nature of the financial benefit is the potential payment of the Retention Incentive Payment (if any) in cash.

Refer to the terms of the Retention Plan detailed in subsection 2 above for details of how the financial benefit is calculated and the circumstances in which the financial benefit is to be given.

ASIC in reviewing documents lodged under section 218 relating to the giving of financial benefits to related parties of public companies requires explanatory information regarding the value of the benefits proposed to be provided. The value of the Retention Incentive Payment (and therefore the financial benefit) is subject to the outcome of the Claim. To provide Shareholders with an indication of the potential dollar value of the financial benefit, the following tables calculate the dollar value of the Retention Incentive Payment payable to Directors assuming an Available Pool of C\$100,000,000. This hypothetical amount does not reflect the Company's views on the strength or likely award of damages in relation to the Claim. The hypothetical amount is provided as a simple representative example only.

- (i) As an example only, where monies are received by Atrum as a result of settlement of the Claim (provided always the Available Pool exceeds the Threshold):

			Available Pool
			C\$100,000,000
Name	Position	Retention Incentive Payment (as a % of the Available Pool)	Retention Incentive Payments to Directors (as a dollar value)
Glen Koropchuk	Chair of Atrum	0.315%	C\$315,000
	Director	0.560%	C\$560,000
Michael Fry	Director	0.560%	C\$560,000
Anita Perry	Director	0.560%	C\$560,000
Konrad de Kerloy	Director	0.560%	C\$560,000
<b>TOTAL</b>			<b>\$2,555,000</b>

- (ii) As an example only, where monies are received by Atrum as a result of the payment of damages awarded after the trial of the Claim (provided always the Available Pool exceeds the Threshold):

			Available Pool
			C\$100,000,000
Name	Position	Retention Incentive Payment (as a % of the Available Pool)	Retention Incentive Payments to Directors (as a dollar value)
Glen Koropchuk	Chair of Atrum	0.225%	C\$225,000
	Director	0.400%	C\$400,000
Michael Fry	Director	0.400%	C\$400,000
Anita Perry	Director	0.400%	C\$400,000
Konrad de Kerloy	Director	0.400%	C\$400,000
<b>TOTAL</b>			<b>C\$1,825,000</b>

- (c) **Directors' total remuneration package:** The financial benefits proposed to be conferred by Resolutions 4 to 8 are by way of Director remuneration. To enable Shareholders to assess the value of each Director's total remuneration package, those details for the current financial year are set out as follows:

Director	Salary and Superannuation	STI Bonus	LTI Bonus	Total
Glen Koropchuk	A\$95,897	Nil	Nil	A\$95,897 plus the Retention Incentive Payment (if any)
Anita Perry	A\$70,309	Nil	Nil	A\$70,309 plus the Retention Incentive Payment (if any)
Konrad de Kerloy	A\$62,500	Nil	Nil	A\$62,500 plus the Retention Incentive Payment (if any)
Michael Fry	A\$62,500	Nil	Nil	A\$62,500 plus the Retention Incentive Payment (if any)
<b>TOTAL</b>	<b>A\$291,206</b>	<b>Nil</b>	<b>Nil</b>	<b>A\$291,206</b> plus the aggregate of each Retention Incentive Payment to Directors (if any)

Further, the remuneration of each Director for the year ended 31 December 2023 is detailed in the Annual Financial Report.

- (d) **Director's interests in the Company:** None of the Director hold any interests in the Company.
- (e) **Alternative option to the related party transactions:** The related party transactions contemplated by Resolutions 4 to 8 are unique. Alternative options are limited, if available at all, given the value the Directors provide is (i) their familiarity with the particulars of the Claim and (ii) their retention avoids the Claim being jeopardised by a lack of continuity in the Board.

The Board considered engaging additional persons (who are not related parties). However, on balance this option was not preferred. To advance its claim on an efficient basis and be in the best position to present its case at trial, the Board considered it preferable to focus on retention of those persons with a deep understanding of the Claim and its context already.

- (f) **Directors' recommendations and interests:** Each of the Directors are excluded from voting on Resolution 4 pursuant to the ASX Listing Rules and as such the Directors decline to make a recommendation to Shareholders on this Resolution. Further:
- (i) Glen Koropchuk has an interest in Resolution 5 and therefore believes it inappropriate to make a recommendation;
  - (ii) Anita Perry has an interest in Resolution 6 and therefore believes it inappropriate to make a recommendation;
  - (iii) Konrad de Kerloy has an interest in Resolution 7 and therefore believes it inappropriate to make a recommendation; and
  - (iv) Michael Fry has an interest in Resolution 8 and therefore believes it inappropriate to make a recommendation.

As a matter of best practice, the Directors have each determined not to make a recommendation in relation to Resolutions relating to each other's remuneration as the Director may have an interest in those Resolutions.

## Enquiries

Shareholders are asked to contact the Company Secretary via email at [Hasaka.martin@automicgroup.com](mailto:Hasaka.martin@automicgroup.com) or via phone at +61 4 2468 5041, if they have any queries in respect of the matters set out in these documents.

# Glossary

**A\$** means Australian dollars.

**AEST** means Australian Eastern Standard Time as observed in Sydney, New South Wales.

**Annual Financial Report** means the 2023 Annual Report to Shareholders for the period ended 31 December 2023 as lodged by the Company with ASX.

**Annual General Meeting** or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Auditor's Report** means the auditor's report of 31 December 2023 dated 28 March 2024 as included in the Annual Financial Report.

**Available Pool** has the meaning given in section 2(a) of the Explanatory Memorandum.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**C\$** means Canadian dollars.

**Chair** means the person chairing the Meeting.

**Claim** means the claim filed on 14 September 2022 by Atrum and its wholly owned subsidiary Elan Coal Limited against the Government of Alberta for de facto expropriating Elan's coal leases and seeking monetary compensation pursuant to the doctrines of private nuisance and unjust enrichment.

**Closely Related Party** of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

**Company** means Atrum Coal Limited ACN 153 876 861.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

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

**Directors' Report** means the report of Directors as included in the Annual Financial Report.

**Elan** means Elan Coal Limited.

**Eligible Participant** has the meaning given in section 2(d) of the Explanatory Memorandum.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

**MDT** means Mountain Daylight Time as observed in Alberta Canada.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

**Option** means an option which, subject to its terms, could be exercised into a Share.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Performance Right** means a performance right which, subject to its terms, could convert to a Share.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Remuneration Report** means the remuneration report as set out in the Annual Financial Report.

**Retention Incentive Payment** has the meaning given in section 2(e) of the Explanatory Memorandum.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Restricted Voter** means a member of the Company's KMP and any Closely Related Parties of those members.

**Securities** mean Shares and/or Options (as the context requires).

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

**Shareholder** means a holder of a Share.

**Share Registry** means Automatic Registry Services.

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Spill Meeting** means the meeting that will be convened within 90 days of the 2024 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2024 AGM.

**Spill Resolution** means the resolution required to be put to Shareholders at the 2024 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2024 AGM.

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

**Threshold** has the meaning given in section 2(b) of the Explanatory Memorandum.

Your proxy voting instruction must be received by **09.00am (AEST) on Wednesday, 29 May 2024**, 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 Key Management Personnel.

### 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/#/loginsah> or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

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

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

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

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)



