

21 October 2024

Dear Shareholder,

RICHMOND VANADIUM TECHNOLOGY LIMITED – 2024 ANNUAL GENERAL MEETING

Richmond Vanadium Technology Limited (Company or Richmond Vanadium) advises that the Annual General Meeting of the Company (Meeting) will be held as follows:

Time and date: Friday, 22 November 2024 at 2.00 pm (WST)

Location: HopgoodGanim Lawyers Boardrooms
Level 27, Allendale Square, 77 St Georges Terrace, Perth

In accordance with Section 110D of the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of General Meeting (Notice) unless individual shareholders have made a valid election to receive documents in hard copy. A copy of the Notice, which was released to the ASX on 21 October 2024 is available for download as follows:

- On the Company's [website](#).
- On the ASX market [announcements page](#) under the Company's code "RVT".
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

Additionally, the Company's [2024 Annual Report](#) is available on our website.

The Company intends to hold a physical meeting. The Company will notify any changes to this by way of an announcement on the ASX and the details will also be made available on our website. The Meeting materials are important and should be read in their entirety. If you are in doubt as to the course of action you should follow, you should consult your stockbroker, investment advisor, accountant, solicitor or other professional adviser.

Proxy voting

Shareholders who are unable to attend the meeting are encouraged to vote online at [Investorvote](#) or by lodging the personalised proxy form attached in accordance with the instructions set out on the proxy form.

Your proxy form must be received by 2.00pm (AWST) on Wednesday, 20 November 2024 being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting.

Online Communications

Richmond Vanadium Technology Limited is committed to promoting positive environmental outcomes and minimising waste. To assist, we are asking all our shareholders to elect to receive communications via email rather than in printed form. This ensures we are providing you with the information you need in the fastest, most cost-effective manner possible, while also significantly reducing our environmental impact. To do this you will need to provide a current email address.

To update your details go online to our shareholder register [Computershare](#) and follow the prompts to update your information, add your e-mail address and update your 'Communications' preferences. Please note you will require your SRN/HIN to create an account if you don't already have one, or to update your details.

BY ORDER OF THE BOARD



Monique Stevens
Company Secretary

For more information:

T: +61 8 6141 9500

E: info@richmondvanadium.com.au

Richmond Vanadium Technology Limited

ACN 617 799 738

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at the HopgoodGanim Lawyers Boardrooms on Level 27, Allendale Square, 77 St Georges Terrace, Perth, Western Australia on Friday, 22 November 2024 at 2.00pm (WST).

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

The Notice of Annual General Meeting should be read in its entirety.

If Shareholders are in doubt as to how to vote, they should seek advice from a suitably qualified professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by email at info@richmondvanadium.com.au.

Shareholders are urged to attend or vote by lodging the Proxy Form

Richmond Vanadium Technology Limited
ACN 617 799 738
(Company)

Notice of Annual General Meeting

Notice is given that the annual general meeting of Richmond Vanadium Technology Limited (**Richmond Vanadium** or **Company**) will be held at the HopgoodGanim Lawyers Boardrooms on Level 27, Allendale Square, 77 St George's Terrace, Perth, Western Australia on Friday, 22 November 2024 at 2.00pm (WST) (**Meeting**).

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

The Directors have determined that pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those persons who are registered Shareholders at 7.00pm (WST) on Wednesday, 20 November 2024.

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2024, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2 Resolutions

Resolution 1 – Remuneration Report

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

'That for the purposes 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 30 June 2024.'

Voting prohibitions

A vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel (details of whose remuneration are included in the Remuneration Report) or a Closely Related Party of a member of Key Management Personnel, unless the vote is cast as proxy for a person entitled to vote on the Resolution, and the voter is:

- (a) appointed as proxy in writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the Chair appointed pursuant to a proxy that does not specify the way the proxy is to vote on the Resolution and expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

Resolution 2 – Re-election of Director – Mr Brendon Grylls

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

'That Mr Brendon Grylls, being a Director of the Company, who retires as Director in accordance with clause 40.1(c) of the Constitution and Listing Rule 14.5, and being eligible for re-election, is re-elected as a Director.'

Resolution 3 – Election of Director – Mr Xiang (Shawn) Lin

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

'That Mr Xiang (Shawn) Lin, being a Director of the Company, who retires as Director in accordance with clause 38(2) of the Constitution and Listing Rule 14.4, and being eligible for re-election, is elected as a Director.'

BY ORDER OF THE BOARD



Monique Stevens
Company Secretary
Richmond Vanadium Technology Limited

Richmond Vanadium Technology Limited

ACN 617 799 738

Explanatory memorandum

1 Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the HopgoodGanim Lawyers Boardrooms on Level 27, Allendale Square, 77 St George's Terrace, Perth, Western Australia on Friday, 22 November 2024 at 2:00 pm (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes information about the following to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attendance information
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Brendon Grylls
Section 6	Resolution 3 – Election of Director – Mr Xiang (Shawn) Lin
Schedule 1	Definitions

A Proxy Form is located at the end of the Explanatory Memorandum.

2 Voting and attendance information

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

2.1 Voting by proxy

Shareholders are encouraged to vote by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form to the Notice of Meeting.

Proxy Forms can be lodged:

Online	At www.investorvote.com.au
By mail	Share Registry – Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne Victoria 3001, Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
By mobile	Scan the QR Code in your Proxy Form and follow the prompts
Custodial voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting instructions

In order for your proxy to be valid, your Proxy Form (and any power of attorney under which it is signed) must be received by 2.00 pm (WST) on Wednesday, 20 November 2024. Proxies received after this time will be invalid.

A member of the Company who is entitled to attend and vote at the Meeting may appoint not more than two proxies to attend and vote for the member at the Meeting. If a member appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a member of the Company.

2.2 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions unless the Shareholder has expressly indicated a different voting intention.

If the Chair is appointed as your proxy (or the Chair is appointed by default) and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

3 Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024.

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

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the [Annual Report](#) which is available online.
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
 - (b) the conduct of the audit;
 - (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (d) the independence of the auditor in relation to the conduct of the audit,
- may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

4 Resolution 1 – Remuneration Report

4.1 General

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, the Directors take the discussion at the Meeting and the outcome of the vote into account when considering the Company's remuneration.

If the Company's Remuneration Report receives a 'no' vote of 25% or more **(Strike)** at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, Shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the directors must stand for re-election.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about or make comments on the Remuneration Report.

Given the personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

Resolution 1 is an ordinary resolution.

5 Resolution 2 – Re-election of Director – Mr Brendon Grylls

5.1 General

Clause 40.1(c) of the Constitution and Listing Rule 14.5 both provide that at least one Director must stand for election or re-election at each annual general meeting.

Clause 40.8 of the Constitution provides that a Director who retires in accordance with clause 40.1 is eligible for re-election.

Mr Brendon Grylls was appointed on 1 April 2022 and as the Director having spent the longest time in office (without re-election) retires at this Meeting and being eligible, seeks re-election pursuant to Resolution 2.

5.2 Brendon Grylls

Mr Grylls brings extensive relationships and networks at all levels of business and government. After 16 years as a state MP and senior cabinet minister in Western Australia, his Brendon Grylls Group business has grown to include strategic consulting work within the iron ore and gold industry, civil contracting, agriculture, First Nations partnership, aviation and innovative research into carbon abatement and developing new carbon offset projects.

5.3 Board recommendation

The Board considers that Mr Grylls has made and continues to make a significant and valuable contribution to the Company through demonstrating a high level of corporate leadership. The Board believes that the skill set and experience of Mr Grylls will continue to enhance the Board's ability to perform its role.

The Board (with Mr Grylls abstaining) support the re-election of Mr Grylls and recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

6 Resolution 3 – Election of Director – Mr Xiang (Shawn) Lin

6.1 General

Clause 38.2 of the Constitution and Listing Rule 14.4 both provide that if a person is appointed as a Director by the Board, either to fill a casual vacancy or as an addition to the Board, that Director must only hold office until the conclusion of the next annual general meeting but is eligible for re-election.

Resolution 3 seeks Shareholder approval for the election of Mr Shawn Lin. Mr Shawn Lin was appointed as a Non-Executive Director on 25 September 2024.

Accordingly, Mr Shawn Lin, having been appointed by the Board on 25 September 2024, retires from office in accordance with the requirements of clause 38.2 of the Constitution and Listing Rule 14.4, and submits himself for election by Shareholders pursuant to Resolution 3.

6.2 Shawn Lin

Shawn holds a Bachelor of Commerce (Honours), majoring in accounting and economics from Carleton University. Shawn began his career at KPMG as a Senior Auditor, progressing to be Investment Manager at Sinocap Investment Holdings Ltd and then as the head of Financial Investment, within the Department of Culture Landmark Investment Ltd. He was then promoted to Executive Director of associated

companies, Champion Technology Holdings Ltd and Kantone Holdings Ltd in 2017. Since then, he has undertaken the Chief Investment Officer and Chief Financial Officer positions within his family office.

6.3 Board recommendation

The Board considers that Mr Lin will make a significant and valuable contribution to the Company, particularly with his extensive expertise in investment and a strong background in international markets. The Board believes that the skill set and experience of Mr Lin is essential to the Company as it progresses and will enhance the Board's ability to perform its role.

The Board (with Mr Lin abstaining) support the election of Mr Lin and recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

Schedule 1 Definitions

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

Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2024.
ASX	means the ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report on the Financial Report.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of Key Management Personnel.
Company or Richmond Vanadium	means Richmond Vanadium Technology Limited ACN 617 799 738.
Constitution	means the constitution of the Company as at the date of the Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Schedule 1 Definitions (Continued)

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.
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 annual general meeting.
Proxy Form	means the proxy form to the Notice.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution referred to in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Strike	means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.
WST	means Western Standard Time, being the time in Perth, Western Australia.

Richmond Vanadium Technology Ltd
ABN 63 617 799 738

RVT

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AWST) on Wednesday, 20 November 2024.**

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 and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at 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

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to 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

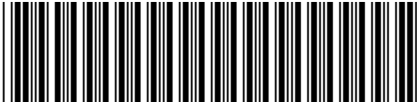


PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **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.



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■ **Proxy Form**

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/we being a member/s of Richmond Vanadium Technology Ltd 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 Richmond Vanadium Technology Ltd to be held at HopgoodGanim Lawyers Boardrooms, Level 27, Allendale Square, 77 St George's Terrace, Perth, WA 6000 on Friday, 22 November 2024 at 2:00pm (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolution: 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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 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	Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director – Brendon Grylls	☐	☐	☐
Resolution 3	Election of Director – Mr Xiang (Shawn) Lin	☐	☐	☐

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

Mobile Number Email Address