

# **PVW Resources Limited**

ACN 124 541 466

## **Notice of Annual General Meeting**

10.00am (AWST)

Thursday, 28 November 2024

At the offices of Pathways Corporate Pty Ltd  
Level 3, 101 St Georges Terrace, Perth, Western Australia

***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.***

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 411 649 551.***

## Time and place of Meeting and how to vote

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### Time and place of Meeting

Notice is given that the Company's Annual General Meeting will be held at 10am (AWST) on Thursday, 28 November 2024 at the offices of Pathways Corporate Pty Ltd, Level 3, 101 St Georges Terrace, Perth, Western Australia.

### Your vote is important

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

The Explanatory Statement accompanying this Notice provides additional information on the matters to be considered at the Meeting. The Explanatory Statement and Proxy Form each form part of this Notice of Meeting.

### Voting eligibility

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 Shareholders at 10.00am (AWST) on Tuesday, 26 November 2024.

### Voting in person

To vote in person, attend the Meeting at the time, place and date set out above.

### Voting by proxy

In accordance with section 249L of the Corporations Act, members are advised that:

- (a) each member has a right to appoint a proxy;
- (b) the proxy need not be a member of the Company; and
- (c) a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of these sections, as they will apply to this Meeting. Broadly, the sections mean that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these legislative requirements are set out below.

### ***Proxy vote if appointment specifies way to vote***

An appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and

- (c) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

***Transfer of non-chair proxy to chair in certain circumstances***

If:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
  - (i) the proxy is not recorded as attending the meeting;
  - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

## Business of the Meeting

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### Financial Statements and Reports

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To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024, together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

### Resolution 1 – Adoption of Remuneration Report

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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 for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024."*

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

#### Voting exclusion:

The Company will disregard any vote cast on this Resolution:

- (a) by or on behalf of a member of the Key Management Personnel named in the Remuneration Report, or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or that member's Closely Related Parties,

unless the vote is cast as a proxy for a person who is entitled to vote on this Resolution:

- (c) in accordance with their directions on how to vote as set out in the proxy appointment; or
- (d) by the Chair pursuant to an express authorisation to exercise the proxy as the Chair thinks fit even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### Resolution 2 – Re-election of Director – Mr Colin McCavana

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

*"That, for the purposes of Listing Rule 14.4 and Article 6.3 of the Constitution, and for all other purposes, Mr Colin McCavana, a Director, who retires by rotation, and being eligible, is re-elected as a Director."*

### Resolution 3 – Election of Director – Mr Giuseppe Graziano

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

*"That, for the purposes of Listing Rule 14.4 and Article 6.3 of the Constitution, and for all other purposes, Mr Giuseppe Graziano, a Director, who was appointed on 16 October 2024 in accordance with Article 6.2(b) of the Constitution, being eligible, is elected as a Director."*

#### **Resolution 4 – Election of Director – Mr Luis Azevedo**

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

*"That, for the purposes of Listing Rule 14.4 and Article 6.3 of the Constitution, and for all other purposes, Mr Luis Azevedo, a Director, who was appointed on 16 October 2024 in accordance with Article 6.2(b) of the Constitution, being eligible, is elected as a Director."*

#### **Resolution 5 – Approval of Additional Placement Capacity**

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

*"That the Company have the additional capacity to issue Equity Securities provided for in Listing Rule 7.1A."*

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**Dated: 24 October 2024.**

**By order of the Board**



**Joe Graziano**  
**Company Secretary**

## **Explanatory Statement**

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

## **Financial Statements and Reports**

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In accordance with the Constitution, the business of the Meeting will include the receipt and consideration of the Company's annual financial report for the financial year ended 30 June 2024, together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.pvwresources.com.au](http://www.pvwresources.com.au).

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

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### ***General***

The Corporations Act requires a resolution that the remuneration report be adopted be put to shareholders at a listed company's annual general meeting. However, such a resolution is advisory only and does not bind the company or the directors of 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 Company's annual financial report for the financial year ended 30 June 2024.

The Chair must allow a reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

### ***Voting consequences***

Under the Corporations Act, if, at consecutive annual general meetings:

- (a) at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report; and
- (b) at the first of those annual general meetings a Spill Resolution was not put to vote,

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 required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, 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 of the company is approved will be the directors of the company.

### ***Previous voting results***

At the Company's annual general meeting for the year ended 30 June 2023, 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.

### ***Proxy voting restrictions***

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

- (a) If you appoint a member of the 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, as your proxy: **you must direct your proxy how to vote** on this Resolution. 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.
- (b) If you appoint the Chair as your proxy (where the Chair 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): **you do not need to direct your proxy how to vote** on this Resolution. However, if you do **not** direct the Chair how to vote, you **must** mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his or her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.
- (c) If you appoint any other person as your proxy: **you do not need to direct your proxy how to vote** on this Resolution, and you do **not** need to mark any further acknowledgement on the Proxy Form.

### ***Directors recommendation***

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

## **Resolution 2 – Re-election of Director – Mr Colin McCavana**

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### ***General***

Listing Rule 14.4 and Article 6.3 of the Constitution require that, at the Company's annual general meeting each year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following their appointment, whichever is the longer, without submitting themselves for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under Article 6.3 of the Constitution is eligible for re-election.

The Company currently has 3 Directors and, accordingly, 1 must retire. Mr Colin McCavana retires by rotation and seeks re-election.

### ***Qualifications and other material directorships***

Mr. McCavana has over 40 years' experience in the mining and resources sector and has extensive experience in exploration, project development, construction, corporate management, capital raising, financing, and operations. Mr. McCavana has experience in rare earths exploration and development through his involvement in Northern Minerals over 11 years including Founding Director. He also has gold exploration and gold project

development including the successful development and operation of several carbon in pulp and heap leach gold projects in Western Australia.

Mr McCavana is chairman of ASX-listed Reward Minerals Limited and a non-executive director of ASX-listed Empire Resources Limited.

#### ***Independence***

Mr McCavana is considered to be independent as he is not a member of the management of the Company.

#### ***Directors recommendation***

The Directors (other than Mr McCavana who, given his interest in the Resolution, declines to make a recommendation) support the election of Mr McCavana and recommend that Shareholders vote in favour of Resolution 2.

### **Resolution 3 – Election of Director – Mr Giuseppe Graziano**

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#### ***General***

Article 6.2(b) of the Constitution provides that the Board may at any time appoint a person to be a Director. Listing Rule 14.4 provides that any person so appointed automatically retires at the next annual general meeting and is eligible for election by that annual general meeting but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Graziano, who was appointed as a Director by the Board on 16 October 2024 in accordance with Article 6.2(b) and who retires in accordance with Listing Rule 14.4, being eligible, seeks election at the Annual General Meeting.

#### ***Qualifications and other material directorships***

Mr Graziano has over 35 years' experience providing a wide range of business, financial and strategic advice to small cap listed public companies and privately owned businesses in Western Australia's resource-driven industries. Over the past 10 years he has been focused on corporate advisory and strategic planning with listed corporations and private businesses in the next phase of their growth strategy. Mr Graziano is an executive director of Pathways Corporate Pty Ltd, a specialised corporate advisory business. He holds a Bachelor of Commerce and Economics degree and is a graduate member of the Australian Institute of Company Directors.

Mr Graziano is currently a non-executive director of ASX-listed companies Patronus Resources Limited (formerly Kin Mining NL), Protean Energy Limited, Ozz Resources Limited and Tyranna Resources Limited.

#### ***Independence***

Mr Graziano is considered independent as he is not a member of the management of the Company.

#### ***Board recommendation***

The Directors (other than Mr Graziano who, given his interest in the Resolution, declines to make a recommendation) supports the election of Mr Graziano and recommends that Shareholders vote in favour of Resolution 3.

### **Resolution 4 – Election of Director – Mr Luis Azevedo**

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Article 6.2(b) of the Constitution provides that the Board may at any time appoint a person to be a Director. Listing Rule 14.4 provides that any person so appointed automatically retires at the next annual general meeting and is eligible for election by that annual general meeting but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.



Mr Azevedo, who was appointed as a Director by the Board on 16 October 2024 in accordance with Article 6.2(b) and who retires in accordance with Listing Rule 14.4, being eligible, seeks election at the Annual General Meeting.

***Qualifications and other material directorships***

Mr Azevedo has a BSc in Geology from Rio de Janeiro State University, a Law Degree from Candido Mendes University in Rio de Janeiro and a Post Graduate Degree from Pontificia Universidade Católica of Rio de Janeiro. He is a resource industry professional with over 30 years of international experience and is specialized in the Brazilian Mining Code.

Mr Azevedo is the founder of FFA Legal Ltda, a law firm located in Rio de Janeiro. FFA Legal Ltda was established to focus on assisting natural resource companies, including environmental licensing support, management of land and mineral rights, accounting, financial reporting, HR and other administrative activities.

***Independence***

Mr Azevedo is not considered independent as he is a technical expert and a member of the management of the Company.

***Board recommendation***

The Directors (other than Mr Azevedo who, given his interest in the Resolution, declines to make a recommendation) support the election of Mr Azevedo and recommend that Shareholders vote in favour of Resolution 4.

## **Resolution 5 – Approval of Additional Placement Capacity**

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***General***

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

Under Listing Rule 7.1A, however, an Eligible Entity can seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**Additional Placement Capacity**).

An **Eligible Entity** is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) which has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation as at 16 October 2024 of approx. \$4.6m.

Resolution 5 seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without shareholder approval.

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

**Listing Rule 7.1A**

Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity under Listing Rule 7.1.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: PVW).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

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

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of Shares issued in the previous 12 months under an exception in Listing Rule 7.2;
  - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
  - (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4;
  - (iv) less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under Listing Rule 7.1 or 7.4.

**Technical information required by Listing Rule 7.1A**

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 5:

**(a) Minimum price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in paragraph (a)(i) above, the date on which the Equity Securities are issued.

**(b) Date of issue**

The Equity Securities may be issued under the Additional Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) the Company's next annual general meeting
- (ii) 12 months after the date of the Meeting; and
- (iii) the date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (for a significant change to the nature or scale of the Company's activities) or 11.2 (for the disposal of

the Company's main undertaking), after which date, an approval under Listing Rule 7.1A ceases to be valid.

(c) **Risk of voting dilution**

Any issue of Equity Securities under the Additional Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the Additional Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable 'A' in the formula set out above) changes and the economic dilution where there are changes in the issue price of Shares issued under the Additional Placement Capacity.

Number of Shares on Issue (Variable 'A' in Listing Rule 7.1A.2)	Dilution				
	Number of Shares issued under Additional Placement Capacity	Dilutionary effect of issue of Shares under Additional Placement Capacity	Funds raised based on issue price of \$0.0115 (50% decrease in current issue price)	Funds raised based on issue price of \$0.023 (issue price based on current market price)	Funds raised based on issue price of \$0.046 (50% increase in current issue price)
199,704,778 (Current)	19,970,478	10%	\$229,660	\$459,321	\$918,462
299,557,167 (50% increase)*	29,955,717	10%	\$344,491	\$688,981	\$1,377,963
399,409,556 (100% increase)*	39,940,955	10%	\$459,321	\$918,642	\$1,837,284

\*The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

**The table above uses the following assumptions:**

1. The current shares on issue are the Shares on issue as at 16 October 2024.
2. The issue price set out above of \$0.023 is the closing price of the Shares on the ASX on at 16 October 2024.
3. The Company issues the maximum possible number of Equity Securities under the Additional Placement Capacity.
4. The issue of Equity Securities under the Additional Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

7. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

**(d) Purpose of Issue under Additional Placement Capacity**

The Company may issue Equity Securities under the Additional Placement Capacity for the following purposes:

- (i) as cash consideration, in which case the Company intends to use funds raised for its ongoing expenditure requirements in respect of its existing assets and the acquisition of new assets and investments (including expenses associated with such an acquisition) and general working capital; or
- (ii) as non-cash consideration for the acquisition of new assets and investments which will complement the Company's existing projects and add value to the Company's Shareholders where the directors consider it appropriate to do so, in which case the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

**(e) Allocation under the Additional Placement Capacity**

The allottees of the Equity Securities to be issued under the Additional Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the Additional Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the Company's circumstances, including, but not limited to, its financial position and solvency;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

**(f) Previous approval under Listing Rule 7.1A**

The Company previously obtained Shareholder approval under Listing Rule 7.1A on 29 November 2023. In the 12 months preceding the date of the Annual General Meeting, the Company made no share issues pursuant to Listing Rule 7.1A.2.

**Compliance with Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the Additional Placement Capacity, it will give to ASX:

- (i) a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and

- (ii) the information required by Listing Rule 3.10.5A for release to the market.

***Voting exclusion***

Listing Rule 14.11 requires that, if at the time approval is sought for the purposes of Listing Rule 7.1, the entity is proposing to make an issue of Equity Securities under rule 7.1A.2, the vote of any person (or that person's associates) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of +ordinary securities in the entity) must be disregarded.

As at the date of this Notice, the Company has not invited any Shareholder to participate in an issue of Equity Securities under Listing Rule 7.1A. Accordingly, no Shareholders will be excluded from voting on Resolution 5.

***Directors recommendation***

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

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## **Glossary**

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In this document the following definitions apply:

<b>\$</b>	means Australian dollars.
<b>Annual General Meeting or Meeting</b>	means the annual general meeting convened by this Notice.
<b>AWST</b>	means Australian Western Standard Time.
<b>ASX</b>	means ASX Limited ACN 008 624 691 or, as the context requires, the Australian Securities Exchange operated by ASX Limited.
<b>Board</b>	means the current board of Directors.
<b>Business Day</b>	means a day (other than a Saturday or a Sunday) on which banks in Western Australia are open for business.
<b>Chair</b>	means the chairman of the Meeting.
<b>Closely Related Party</b>	has the meaning given in section 9 of the Corporations Act.
<b>Company or PVW</b>	means PVW Resources Limited ACN 124 541 466.
<b>Constitution</b>	means the Company's constitution.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Equity Securities</b>	has the meaning given in the Listing Rules.
<b>Explanatory Statement</b>	means the explanatory statement accompanying this Notice.
<b>Key Management Personnel</b>	has the meaning given in the Corporations Act.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Notice or Notice of Meeting</b>	means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.
<b>Ordinary Securities</b>	has the meaning set out in the Listing Rules.
<b>Proxy Form</b>	means the proxy form accompanying this Notice.
<b>Remuneration Report</b>	the remuneration report contained in the Directors' report in the Company's annual financial report for the financial year ended 30 June 2024.
<b>Resolutions</b>	means the resolutions to be considered by Shareholders at the Meeting, as set out in this Notice of Meeting.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Share Sale Agreements</b>	has the meaning given in the Explanatory Statement.
<b>Shareholder</b>	means a registered holder of Shares.

# Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **10.00am (AWST) on Tuesday, 26 November 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://automicgroup.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)

