



NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting: Wednesday, 24 May 2023
Time of Meeting: 10:00am (AEST)
Place of Meeting: Hybrid meeting held at the offices of Norton Rose Fulbright, Level 21, 111 Eagle Street, Brisbane, QLD, 4000 and online at <https://meetings.linkgroup.com/SMR23>.

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

This Notice and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

Should you wish to discuss the matters in this Notice, please contact the Company Secretary on email cosec@stanmore.net.au or by phone +61 7 3238 1000.

Business of the Annual General Meeting

Notice is given that the Annual General Meeting for Stanmore Resources Limited (ACN 131 920 968) (**Company**) will be held by way of a hybrid meeting on Wednesday, 24 May 2023 at 10:00am (AEST) at the offices of Norton Rose Fulbright, Level 21, 111 Eagle Street, Brisbane, QLD 4000 and online at <https://meetings.linkgroup.com/SMR23>.

Terms used in this Notice are defined in the Glossary forming part of the Explanatory Memorandum. The Explanatory Memorandum and the Proxy Form accompanying this Notice are incorporated in and comprise part of this Notice.

Instructions for Attendance at Meeting & Voting

Shareholders can attend the General Meeting physically or online at the following link:
<https://meetings.linkgroup.com/SMR23>.

Shareholders (or proxyholders) who wish to attend the Meeting in person must register their attendance by 5:00pm (AEST) on Friday, 19 May 2023 by emailing the Company Secretary at cosec@stanmore.net.au including your name, address and Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**). Please note that to ensure appropriate social distancing, physical attendance at the Meeting will be limited to 50 persons, including the Directors.

The Company therefore strongly encourages Shareholders to attend the Meeting virtually. If doing so, the Company's share registry, Link Market Services Limited, recommends logging onto our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- Enter <https://meetings.linkgroup.com/SMR23> into a web browser on your computer or online device;
- Shareholders will need their SRN or HIN, which is printed at the top of the Voting Form; and
- Proxyholders will need their proxy code which Link Market Services Limited will provide via email no later than 24 hours prior to the Meeting.

Shareholders electing to attend the General Meeting virtually are requested to participate via the Company's virtual General Meeting platform at <https://meetings.linkgroup.com/SMR23> or via the appointment of a proxy.

Further information on how to participate and vote virtually is set out in this Notice and the "Online Platform Guide" at <https://stanmore.net.au/investors/agm>.

AGM Considerations and Shareholder Questions

Discussion will take place on all items of business to be considered at the General Meeting.

All Shareholders will have a reasonable opportunity to ask questions during the General Meeting in person or via the virtual General Meeting platform.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following protocols:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting;
- if a Shareholder has more than one question on an item of business, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Meeting relating to any matters that are personal to the Shareholder or commercial in confidence.

Shareholders who prefer to register questions in advance of the General Meeting are invited to do so. A "Shareholder Question Form" is also available on the Company's website:

<https://stanmore.net.au/investors/agm>. Written questions from Shareholders for the auditor must be received by the Company or Link Market Services Limited by no later than 5:00pm (AEST) on Wednesday, 17 May 2023. All other written questions from Shareholders must be received by the

Stanmore Resources Limited

ACN 131 920 968

Company or Link Market Services Limited by no later than 5:00pm (AEST) on Friday, 19 May 2023. Written questions (whether for the auditor or otherwise) can be submitted online, by mail, by fax or in person (as set out on the top of the "Shareholder Question Form" available on the Company's website: <https://stanmore.net.au/investors/agm>).

Ordinary Business

Reports and Accounts for the year ended 31 December 2022

To receive and consider the annual Financial Report of the Company for the year ended 31 December 2022, together with the Directors' Report, the Remuneration Report and the Auditor's Report.

Resolution 1: Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding Ordinary Resolution:

'That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report for the year ended 31 December 2022 be adopted.'

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting Exclusions' section of the Notes to this Notice.

Resolution 2: Re-election of Director – Mr Dwi Suseno

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

'That Mr Dwi Suseno, who retires by rotation in accordance with rule 11.7(a) of the Constitution and, being eligible, offers himself for re-election as a Director of the Company, be re-elected as a Director of the Company.'

Resolution 3: Re-election of Director – Mr Marcelo Matos

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

'That Mr Marcelo Matos, who retires by rotation in accordance with rule 11.7(a) of the Constitution and, being eligible, offers himself for re-election as a Director of the Company, be re-elected as a Director of the Company.'

Resolution 4: Re-election of Director – Mr Mark Trevan

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

'That Mr Mark Trevan, who retires by rotation in accordance with rule 11.7(a) of the Constitution and, being eligible, offers himself for re-election as a Director of the Company, be re-elected as a Director of the Company.'

Resolution 5: Re-election of Director – Mr Richard Majlinder

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

'That Mr Richard Majlinder, who retires by rotation in accordance with rule 11.7(a) of the Constitution and, being eligible, offers himself for re-election as a Director of the Company, be re-elected as a Director of the Company.'

Resolution 6: Approval of an increase in Non-Executive Directors' fee pool

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

'That, for the purposes of ASX Listing Rule 10.17, rule 11.9 of the Constitution and for all other purposes, the maximum aggregate amount of directors' fees payable by the Company to its Non-Executive Directors be increased by \$250,000 from \$750,000 to \$1,000,000 per annum.'

Stanmore Resources Limited

ACN 131 920 968

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting Exclusions' section of the Notes to this Notice.

The attached Explanatory Memorandum is incorporated into and forms part of this Notice. Detailed explanations of the background and reasons for the proposed resolutions are set out in the Explanatory Memorandum.

By order of the Board.

Rees Fleming
Company Secretary

Dated 21 April 2023

Notes

Eligibility to Vote

Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) permits the Company to specify a time, not more than 48 hours before a general meeting, at which a 'snap-shot' of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Board has determined that the registered holders of fully paid ordinary shares at 7:00pm (AEST) on Tuesday, 23 May 2023 will be taken to be holders of ordinary shares for the purposes of the Meeting and accordingly, will be entitled to attend and vote at the Meeting.

How to Vote

Shareholders may vote by:

- (a) Attending the Meeting in person. You must register your attendance with the Company (see '*Instructions for Attendance at Meeting & Voting*' above) in order to attend in person. To ensure appropriate social distancing, it is possible that all Shareholders wishing to attend in person may not be able to attend in person. Therefore, the Company recommends that you attend the Meeting virtually.
- (b) Using the online platform. We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:
 - Enter <https://meetings.linkgroup.com/SMR23> into a web browser on your computer or online device;
 - Securityholders will need their SRN or HIN, which is printed at the top of the Voting Form; and
 - Proxyholders will need their proxy code which Link Market Services Limited will provide via email no later than 24 hours prior to the Meeting.

Online voting will be open between the commencement of the Meeting at 10:00am (AEST) on Wednesday, 24 May 2023 and the time at which the Chair announces the closure of voting.

More information about online participation in the Meeting is available in the "Online Platform Guide" at <https://stanmore.net.au/investors/agm>.

- (c) Appointing a proxy to attend and vote on their behalf, using the enclosed Proxy Form.

Voting by Proxy

An eligible Shareholder can vote in person at the Meeting or appoint a proxy or, where a Shareholder is entitled to two or more votes, two proxies. Where two proxies are appointed, a Shareholder may specify the number or proportion of votes to be exercised by each proxy appointed. If no number or proportion of votes is specified, each proxy appointed will be taken to exercise half of that Shareholder's votes (disregarding fractions).

An appointed proxy need not themselves be a Shareholder.

To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 10:00am (AEST) on Monday, 22 May 2023.

Proxy Forms can be submitted in four ways:

- **Online** at www.linkmarketservices.com.au
- By **mail** to Link Market Services Limited at the following postal address:
Stanmore Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia
- By **facsimile** to +61 2 9287 0309 in Australia

Stanmore Resources Limited

ACN 131 920 968

- By hand to:
Link Market Services Limited
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150
or
Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000

Instructions on how to complete the Proxy Form are on the reverse of the Proxy Form attached to this Notice.

If a Proxy Form is signed by an attorney, a Shareholder must also send in the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed.

Undirected Proxies

The Chair of the Meeting intends to vote undirected proxy votes in favour of all resolutions (subject to the voting exclusions below).

Voting by Corporate Representative

A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act and evidence of the appointment must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

Voting by Attorney

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney need not themselves be a Shareholder.

The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

Voting Exclusions

The Corporations Act and the ASX Listing Rules require that certain persons must not vote in particular ways, and the Company must disregard particular votes cast by or on behalf of certain persons, on the below resolution to be considered at the Meeting. These voting exclusions are described below.

Resolution 1: Remuneration Report

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 1:

- by or on behalf of any KMP member whose remuneration details are included in the Remuneration Report, or any of their closely related parties, regardless of the capacity in which the votes are cast; or
- by any person who is a KMP member as at the time the resolution is voted on at the Meeting, or any of their closely related parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on the resolution:

- in accordance with a direction in the proxy appointment; or

Stanmore Resources Limited

ACN 131 920 968

- by the Chair of the Meeting in accordance with an express authorisation in the proxy appointment to cast the votes as the Chair of the Meeting decides even though the resolution is connected with the remuneration of a KMP member.

Resolution 6: Approval of an increase in Non-Executive Directors' fee pool

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of any Director or any of their associates.

However, the Company need not disregard a vote cast in favour of Resolution 6 if:

- it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on Resolution 6 in that way; or
- it is cast by the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6 as the Chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

In addition to the voting exclusion described above, under section 250BD of the Corporations Act, a vote must not be cast on Resolution 6 by any member of the Company's KMP or their closely related parties, as proxy, if the proxy form does not specify the way the proxy is to vote on this Resolution. However, this does not apply if the proxy is the Chair of the meeting and the proxy form expressly authorises the Chair to exercise the proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP.

Resolutions

Resolutions 1, 2, 3, 4, 5 and 6 require Ordinary Resolutions, which means that, to be passed, the item needs the approval of a simple majority of the votes cast by Shareholders entitled to vote on the resolution.

Explanatory Memorandum

This Explanatory Memorandum (including any annexures) forms part of the Notice convening the Annual General Meeting of Stanmore Resources Limited to be held at 10:00am (AEST) on Wednesday, 24 May 2023. The Directors recommend that Shareholders read the Explanatory Memorandum in full before making any decision in relation to the following resolutions.

Financial Statements and Reports

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company and its consolidated entities for the most recent financial year (namely the year ended 31 December 2022) will be laid before the Meeting. Shareholders will be provided with the opportunity to ask questions about the reports.

The Company will not provide a hard copy of the Company's 2022 annual report for the year to 31 December 2022 (**2022 Annual Report**) to Shareholders unless specifically requested to do so. The Company's 2022 Annual Report is available on its website at www.stanmore.net.au.

There is no requirement for a Shareholder resolution on this item. Accordingly, there will be no resolution put to the Meeting.

In addition to asking questions at the Meeting, Shareholders may address written questions to the Chair about the management of the Company or to the Company's auditor, Ernst & Young, if the question is relevant to:

- the content of the auditor's report; or
- the conduct of the audit of the annual Financial Report to be considered at the Meeting.

Written questions from Shareholders for the auditor must be received by the Company or Link Market Services Limited by no later than 5:00pm (AEST) on Wednesday, 17 May 2023. All other written questions from Shareholders must be received by the Company or Link Market Services Limited by no later than 5:00pm (AEST) on Friday, 19 May 2023. Written questions (whether for the auditor or otherwise) can be submitted online, by mail, by fax or in person (as set out on the top of the "Shareholder Question Form" available on the Company's website: <https://stanmore.net.au/investors/agm>).

1 Resolution 1: Remuneration Report

The Remuneration Report is required to be considered by Shareholders in accordance with section 250R of the Corporations Act.

The Remuneration Report for the year ended 31 December 2022:

- explains the Board's policy for determining the nature and amount of remuneration of Directors and other KMP;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the other KMP; and
- details and explains any performance conditions applicable to the remuneration of Directors and other KMP.

The Remuneration Report, contained in the Company's 2022 Annual Report, is available on the Company's website at www.stanmore.net.au.

Shareholders will have an opportunity to ask questions and make comments about the Remuneration Report at the Meeting. Shareholders will be asked to vote on a resolution to adopt the Remuneration Report. Under the Corporations Act, the vote on the resolution is advisory only and does not bind the Board or the Company. However, the Board will take the discussion at the Meeting and the outcome of the vote into consideration when determining the Company's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

Directors' recommendation: *Noting that each Director has a personal interest in their own remuneration from the Company (as described in the Remuneration Report) and that each*

Director (or any closely related party of a Director) is excluded from voting their shares on the resolution (as described in the 'Voting Exclusions' section of the Notes to the Notice), the Directors unanimously recommend that Shareholders vote in favour of the adoption of the Remuneration Report.

2 Resolutions 2 to 5: Re-election of Directors

2.1 General

The ASX Listing Rules and the Constitution require that directors (other than a managing director) must retire within three years after their appointment or by the conclusion of the third annual general meeting after their appointment, whichever is longer.

In accordance with ASX Listing Rule 14.4 and rules 11.7(a), 11.7(d) and 11.7(f) of the Constitution, Mr Dwi Suseno, Mr Marcelo Matos, Mr Mark Trevan and Mr Richard Majlinder will retire at the Meeting and, being eligible, offer themselves for re-election. The Board has concluded that each of Mr Suseno, Mr Matos, Mr Trevan and Mr Majlinder have skills and experience that are valuable to the Board and sufficient capacity to undertake the duties expected of a director of the Company.

2.2 Resolution 2: Mr Dwi Suseno

Mr Dwi Suseno was appointed to the Board of the Company on 15 May 2020.

Mr Suseno is the Executive Director and Group Chief Executive Officer of Golden Energy and Resources Limited (**GEAR**) (SGX: AUE), a SGX Mainboard listed international mining and resources company. Mr Suseno is responsible for managing operations for GEAR, including mining, logistics and coal marketing, as well as leading the strategic initiatives and expansions.

Mr Suseno began his career in Australia, where he was raised and educated, and he has over 26 years of experience in management, commercial and finance in mining resources as well as oil and gas related industries in both Australia and internationally. Mr Suseno was previously an Executive Director and Chief Financial Officer of Straits Corporation Group, which was then part of the SGX-listed coal mining company Straits Asia Resources Limited. Mr Suseno has previously worked with Baker Hughes Inc. (Fortune 500 NYSE listed oilfield services company), Arthur Andersen Australia and Ernst & Young LLP.

Mr Suseno is a Certified Public Accountant in both Australia and Singapore, graduated with a Bachelor of Commerce Degree from the University of Western Australia, Graduate Diploma in Tax from the University of Melbourne's Law Masters program, as well as a Postgraduate Diploma in Business from Curtin University. He also holds an executive Masters in Business Administration from the Kellogg School of Management, and Hong Kong University of Science and Technology.

The Directors do not consider Mr Suseno to be an independent Director.

Directors' recommendation: *The Directors (other than Mr Dwi Suseno, who is the subject of this resolution) unanimously recommend that Shareholders vote in favour of Mr Dwi Suseno's re-election as a Director.*

2.3 Resolution 3: Mr Marcelo Matos

Mr Marcelo Matos was appointed to the Board of the Company on 27 November 2020.

Mr Matos has circa 25 years of experience in general management in the mining sector in roles overseeing operations, projects, business development, marketing and sales, strategy and planning roles in Australia, Asia (China and Singapore), Mozambique and Brazil. Mr Matos

Stanmore Resources Limited

ACN 131 920 968

worked for Vale for close to 20 years in various senior roles, including as its Chief Marketing and Strategy Officer for Coal as well as its Managing Director in Australia. Prior to his appointment as Chief Executive Officer of the Company, Mr Matos was already a Director of the Company and the Chief Commercial Officer for M Resources Pty Ltd.

Mr Matos holds a Bachelor of Business Administration degree from the Pontifical Catholic University of Rio de Janeiro (Brazil) and an Executive Masters in Business Administration from IBMEC Business School.

The Directors do not consider Mr Matos to be an independent Director.

Directors' recommendation: *The Directors (other than Mr Marcelo Matos, who is the subject of this resolution) unanimously recommend that Shareholders vote in favour of Mr Marcelo Matos's re-election as a Director.*

2.4 Resolution 4: Mr Mark Trevan

Mr Mark Trevan was appointed to the Board of the Company on 18 May 2020.

Mr Trevan has extensive experience in the coal mining industry in Queensland and internationally. Most recently, he was a director and Deputy Chairman of the Wiggins Island Coal Export Terminal, a director and consultant at Caledon Coal Pty Ltd (**Caledon**) and a non-executive director of Ncondezi Energy Limited (a London listed, Mozambique focused coal mine development company). Prior to those appointments, he was the Managing Director of Caledon Resources Plc, based in Brisbane, where under his management the Cook underground coking coal mine was recommissioned and the Minyango underground coking coal project was advanced. Mr Trevan also oversaw the takeover of Caledon by Guandong Rising Asset Management, and the delisting of the company. Prior to joining Caledon in 2006, Mr Trevan spent 25 years with Rio Tinto in senior executive roles in the areas of marketing, general commercial, corporate strategy and project feasibility.

Mr Trevan holds a Diploma in Business from the Preston Institute of Technology (now Latrobe University) and a Graduate Diploma in Applied Finance and Investment from the Securities Institute.

The Directors consider Mr Trevan to be an independent Director.

Directors' recommendation: *The Directors (other than Mr Mark Trevan, who is the subject of this resolution) unanimously recommend that Shareholders vote in favour of Mr Mark Trevan's re-election as a Director.*

2.5 Resolution 5: Mr Richard Majlinder

Mr Richard Majlinder was appointed to the Board of the Company on 15 May 2020.

Mr Majlinder is the Chief Investment Officer at Maranello Capital, an Australian-owned private wealth fund. He was previously Chief Commercial Officer for Madison Group Enterprises, a manufacturer and B2B distributor of communications technology. Prior to this, he held a number of roles with PricewaterhouseCoopers (PwC), including as a Partner in Private Clients Advisory, leading client projects across mergers and acquisitions, consulting and financial management.

Mr Majlinder has a Bachelor of Science (Honours) in Economic History from the London School of Economics, and is a Fellow of the Institute of Chartered Accountants in England and Wales. He is also a Member of the Institute of Chartered Accountants in Australia & New Zealand, and a Member of the Australian Institute of Company Directors (AICD).

The Directors consider Mr Majlinder to be an independent Director.

Directors' recommendation: *The Directors (other than Mr Richard Majlinder, who is the subject of this resolution) unanimously recommend that Shareholders vote in favour of Mr Richard Majlinder's re-election as a Director.*

3 **Resolution 6: Approval of an increase in Non-Executive Directors' fee pool**

Under rule 11.9 of the Constitution and in accordance with ASX Listing Rule 10.17, the maximum aggregate amount payable by way of fees to Non-Executive Directors in any financial year is determined by Shareholders from time to time in general meeting (the **NED Fee Pool**). The current NED Fee Pool of \$750,000 was approved by Shareholders at the Company's 2019 annual general meeting.

Shareholder approval is sought to increase the NED Fee Pool by \$250,000 from \$750,000 to \$1,000,000 per annum. In accordance with ASX Listing Rule 10.17, the NED Fee Pool is inclusive of superannuation contributions made by the Company for the benefit of Non-Executive Directors and any fees which a Non-Executive Director agrees to sacrifice for other benefits on a pre-tax basis.

The Directors are seeking Shareholder approval to increase the NED Fee Pool for the following reasons:

- to ensure that the Company has the ability to set fees at a competitive level so that it can attract and retain the services of Non-Executive Directors of the highest calibre;
- the structure of the Board has changed and there are now additional Non-Executive Directors since the NED Fee Pool was previously approved;
- the size, complexity and risks associated with the Company have all significantly increased requiring fees to be set at commensurate levels;
- the increase in the number of Board committees and the composition of existing Board committees;
- to ensure that the Company continues to maintain a high standard of corporate governance oversight; and
- to allow for some growth in Non-Executive Director fees in the future to reflect market competitiveness for Non-Executive Directors with the skills and experience that are appropriate for the Company's business.

The remuneration provided to Non-Executive Directors is reviewed annually. Details of non-Executive Director remuneration for the financial year ended 31 December 2022 are contained within the Remuneration Report in the Company's 2022 Annual Report. The total aggregate value of the remuneration provided to all Non-Executive Directors during FY22 was \$664,189. Based on the current fee schedule, total remuneration in FY23 will be approximately \$700,000.

No securities have been issued to any Non-Executive Director under ASX Listing rule 10.11 or 10.14 with Shareholder approval within the last three years.

Directors' recommendation: *As the Non-Executive Directors have an interest in the outcome of Resolution 6, the Board does not believe it is appropriate to make a recommendation to Shareholders as to how to vote in relation to this Resolution.*

Stanmore Resources Limited

ACN 131 920 968

Glossary

The following terms used in the Notice and Explanatory Memorandum are defined as follows:

ASX means the ASX Limited or the securities exchange operated by it (as the case requires).

ASX Listing Rules means the official listing rules of the ASX as amended from time to time.

Auditor's Report means the auditor's report prepared by the Company pursuant to section 317 of the Corporations Act.

Board means the board of Directors of the Company from time to time.

Chair means the person appointed chair of the Meeting.

Company means Stanmore Resources Limited ACN 131 920 968.

Constitution means the constitution of the Company as amended from time to time.

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

Directors means the directors of the Company from time to time.

Directors' Report means the directors' report prepared by the Company pursuant to section 317 of the Corporations Act.

Explanatory Memorandum means this explanatory memorandum.

Financial Report means the financial report prepared by the Company pursuant to section 317 of the Corporations Act.

KMP means key management personnel.

Meeting or **General Meeting** means the Annual General Meeting of Shareholders to be held on 24 May 2023 as convened by the accompanying Notice.

Non-Executive Directors means the non-executive directors of the Company from time to time.

Notice means the notice of meeting giving notice to Shareholders of the Meeting, accompanying this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by those entitled to vote on the resolution.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' Report section of the 2022 Annual Report.

Shareholder means a holder of Shares.

Shares means fully paid ordinary shares in the Company.

Voting Form means the voting form accompanying the Notice.



Stanmore Resources Limited

ABN 27 131 920 968

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

Stanmore Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Stanmore Resources Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY

☐ the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

Or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEST) on Wednesday, 24 May 2023** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at the Offices of Norton Rose Fulbright, **Level 21, 111 Eagle Street, Brisbane, QLD, 4000** or logging in online at <https://meetings.linkgroup.com/SMR23> (refer to details in the Virtual Annual General Meeting Online Guide). The **Notice of Annual General Meeting** can be viewed and downloaded at the Company's website at www.stanmore.net.au.

Important for Resolutions 1 & 6: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 1 & 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

For Against Abstain*

1 Remuneration Report

☐ ☐ ☐

5 Re-election of Director –
Mr Richard Majlinder

☐ ☐ ☐

2 Re-election of Director –
Mr Dwi Suseno

☐ ☐ ☐

6 Approval of an increase in
Non-Executive Directors' fee pool

☐ ☐ ☐

3 Re-election of Director –
Mr Marcelo Matos

☐ ☐ ☐

4 Re-election of Director –
Mr Mark Trevan

☐ ☐ ☐

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

SMR PRX2301N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO 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 those 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 Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Monday, 22 May 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Stanmore Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*During business hours Monday to Friday (9:00am - 5:00pm)