

13 November 2024

## Annual General Meeting – Addendum to Notice and Replacement Proxy Form

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Dear Shareholder,

Western Gold Resources Limited's (ASX: WGR) (“**WGR**” or “**the Company**”) 2024 Annual General Meeting is scheduled to be held at Level 4, 88 William Street, Perth WA 6000 at 10:30am (Perth time) on 29 November 2024 (**Meeting**). The Company has amended the Notice of Meeting announced to ASX on 30 October 2024 to include an additional resolution relating to the proposed issue of securities to the Company's Managing Director, Warren Thorne (**Additional Resolution**). The Additional Resolution, and related explanatory memorandum disclosure, is contained in an addendum to the Notice of Meeting dated 29 October 2024 (**Addendum**), together with a Replacement Proxy Form, announced to ASX on 13 November 2024.

As permitted by the *Corporations Act 2001* (Cth), the Company will not be despatching hard copies of the Addendum unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Addendum is being made available to shareholders electronically.

For those shareholders who have provided an email address and elected to receive electronic communications from the Company, an email has been sent to the nominated email address with a link to an electronic copy of the Addendum and the replacement proxy form/voting instruction form.

For those shareholders who have not made such an election, you are **strongly encouraged** to do so as this will substantially reduce the associated administrative printing and mailing costs. You can however also access the Addendum online via:

1. The Company's website: <https://westerngoldresources.com.au/investor-centre/#asx-announcements>
2. The ASX Announcement Platform website: <https://www.asx.com.au/markets/company/wgr>

Please contact the Company's share registry, Automic, at [hello@automic.com.au](mailto:hello@automic.com.au) to obtain a hard copy if you are unable to access the Addendum online.

Please update your communication preferences online to receive electronic communications from the Company in the future via: <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone.

Yours sincerely

Jessamyn Lyons  
Company Secretary





# Addendum to Notice of Annual General Meeting

## Western Gold Resources Limited ACN 139 627 446

This Addendum forms part of the Company's Notice of Annual General Meeting (including the Explanatory Statement and Proxy Form) dated 30 October 2024 (and released to the ASX on 30 October 2024) (**Notice**).

This Addendum is supplemental to the original Notice and should be read together with it. To the extent of any inconsistency, this Addendum will prevail over the original Notice. Undefined terms in this Addendum have the same meaning as in the Notice. This Addendum 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.

By this Addendum:

- (a) additional Resolution 8 (**Additional Resolution**) as detailed below is added to the Notice of Meeting and will be considered at the Company's upcoming AGM;
- (b) new section 11, Schedule 6 and Schedule 7 are added to the Explanatory Memorandum to the Notice of Meeting in respect of the Additional Resolution as detailed below.

A Replacement Proxy Form is provided with this Addendum. If Shareholders wish to have their votes counted by proxy in respect of the Additional Resolution, Shareholders must use the Replacement Proxy Form to vote on ALL Resolutions.

Replacement Proxy Forms can be lodged electronically at <https://investor.automic.com.au/#/loginsah> or by email, mail or in person using the details on the Replacement Proxy Form.

The deadline for lodging all Proxy Forms, including the Replacement Proxy Form if used, remains 48 hours before commencement of the Meeting i.e. 10:30am (WST) on 27 November 2024. If a shareholder provides a Replacement Proxy Form, any previous proxy form which has been completed by that Shareholder will be disregarded.

If you have already voted by completing and submitting to the Company a proxy form and do not wish to vote on the Additional Resolution, or do not wish to change your proxy vote on any of the resolutions, you do not need to take any action, as the previous proxy form you have already submitted remains valid.

If a shareholder provides the Company with a proxy form as originally provided with the Notice of Meeting and does not subsequently provide a Replacement Proxy Form, the Company reserves the right to accept the proxy form received (notwithstanding the proxy form does not provide for a vote on the Additional Resolution).

Further details regarding the appointment of a proxy are provided in the Notice of Meeting dated 30 October 2024.

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# Western Gold Resources Limited

## ACN 139 627 446

### Notice of Annual General Meeting

The Notice is amended by insertion of the following additional Resolution and Voting Exclusion:

#### 9. Resolution 8 – Issue of Zero Exercise Price Options and Director Options to Warren Thorne

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

*“That, pursuant to and in accordance with Listing Rule 10.11, section 200B of the Corporations Act and for all other purposes, Shareholders approve the issue of:*

*(a) 1,250,000 Zero Exercise Price Options; and*

*(b) 1,250,000 Director Options,*

*to Mr Warren Thorne (and/or his nominees) on the terms and conditions set out in the Explanatory Memorandum.”*

#### Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Warren Thorne (and/or his nominees) and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder); or
- (b) an associate of that person or those persons.

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

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

Dated: 13 November 2024

By order of the Board

**Jessamyn Lyons**

Company Secretary

# Western Gold Resources Limited

## ACN 139 627 446

### Explanatory Memorandum

New Section 11 is added to the Explanatory Memorandum as follows.

#### **11. Resolution 8 – Issue of Zero Exercise Price Options and Director Options to Warren Thorne**

##### **11.1 General**

In accordance with Listing Rule 10.11, Shareholder approval is required for the issue of options to a related party. Mr Warren Thorne is a related party of the Company.

The Company is proposing to issue:

- (a) 1,250,000 Zero Exercise Price Options; and
- (b) 1,250,000 Director Options,

to Mr Warren Thorne (and/or his nominees). As announced on 30 October 2024, Mr Warren Thorne has tendered his resignation effective 31 December 2024. The Company proposes to issue the Director Options and the Zero Exercise Price Options in recognition of Mr Thorne's substantial effort in driving the Company towards gold production at its flagship Gold Duke Project.

Resolution 8 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 8.

##### **11.2 Section 200B of the Corporations Act**

In accordance with section 200B of the Corporations Act, to give a benefit in connection with a person's retirement from an office, the Company must obtain Shareholder approval in the manner set out in section 200E of the Corporations Act.

Section 200B applies where the benefit is given to a person whose details are included in the Director's Report for the previous financial year. Mr Thorne's details were included in the 2024 Director's Report of the Company.

The Company proposes to issue the Director Options and the Zero Exercise Price Options in recognition of Mr Thorne's substantial effort in driving the Company towards gold production at its flagship Gold Duke Project. The Company also announced on 30 October 2024 that Mr Thorne tendered his resignation effective 31 December 2024. Accordingly, the Company considers such issue will constitute a benefit in connection with Mr Thorne's retirement from office. Therefore, the Company seeks Shareholder approval for the issue of Director Options and Zero Exercise Price Options.

##### **11.3 Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation

to do so;

- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Director Options and Zero Exercise Price Options to Mr Thorne falls within Listing Rule 10.11 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 8 seeks the required Shareholder approval to issue the Director Options and Zero Exercise Price Options to Mr Thorne (and/or his nominees) under and for the purposes of Listing Rule 10.11.

If Resolution 8 is passed, the Company will be able to proceed with issue of the Director Options and Zero Exercise Price Options to Mr Thorne (and/or his nominees).

If Resolution 8 is not passed, the Company will not be able to proceed with issue of the Director Options and Zero Exercise Price Options to Mr Thorne (and/or his nominees).

#### **11.4 ASX Listing Rule 10.13 and section 200E of the Corporations Act Information Requirements**

In accordance with the disclosure requirements of Listing Rule 10.13 and section 200E of the Corporations Act, the following information is provided in relation to Resolution 8:

**(a) Name of the related party and category of Listing Rule**

Mr Warren Thorne falls within Listing Rule 10.11.1 as he is a Director. Any nominee(s) of the recipient who receives Zero Exercise Price Options and Director Options may constitute 'associates' for the purposes of Listing Rule 10.11.4.

**(b) Number and class or securities to be issued**

Mr Thorne (and/or his nominees) will be issued:

- (i) 1,250,000 Zero Exercise Price Options; and
- (ii) 1,250,000 Director Options.

**(c) Material term of the securities**

The terms of the:

- (i) Zero Exercise Price Options are set out in Schedule 6; and
- (ii) Director Options are set out in Schedule 7.

**(d) Date of issue of the securities**

The Director Options and Zero Exercise Price Options will be issued on or around 20 December 2024, being no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

**(e) Price or other consideration the entity will receive for the issue**

The Director Options and Zero Exercise Price Options are being issued for nil consideration. No funds will be raised by the issue of the Director Options and Zero Exercise Price Options as they are being issued for nil consideration.

**(f) Purpose of the issue**

The Company proposes to issue the Director Options and Zero Exercise Price Options to remunerate Mr Thorne in his role as Managing Director of the Company for his substantial effort in driving the Company towards gold production at its flagship Gold Duke Project.

**(g) Details of remuneration package**

Mr Thorne is the Managing Director of the Company and his current total remuneration package as at the date of this Notice is as follows:

Salary and Fees	Annual leave movement	Superannuation	Long service leave entitlement	Performance Rights	Total
\$240,000	\$10,993	\$26,400	\$7,596	\$165,000	\$449,989

**(h) Relevant agreements**

The issue of the Director Options and Zero Exercise Price Options was not made under an agreement.

**(i) Value of the Zero Exercise Price Options and Director Options**

The Board has received independent advice on the value of the Director Options and Zero Exercise Price Options and determined on the basis of the assumptions set out below the technical value of the Zero Exercise Price Options and Director Options is as follows:

Securities	Number of Securities	Value Per Security	Total Value
Zero Exercise Price Options	1,250,000	\$0.033	\$41,250
Director Options	1,250,000	\$0.0138	\$17,224

This valuation imputes a total value of \$41,250 to the Zero Exercise Price Options and \$17,224 to the Director Options. The value may go up or down after the date of valuation as it will depend on the future price of a Share. The Black Scholes Pricing Model has been used to value the Zero Exercise Price Options and Director Options, with the following assumptions:

- (i) the risk free rate of 3.987% is the Reserve Bank of Australia's 3-year bond rate;
- (ii) the underlying security spot price of \$0.033 used for the purposes of this valuation is based on the share price of the Company on the day of the report;
- (iii) the estimated volatility used in the valuation is 110.84%;
- (iv) for the purposes of the valuation, no future dividend payments have been forecast; and
- (v) for the purposes of the valuation it is assumed that the Zero Exercise Price Options and Director Options will be issued on date of the valuation, 6 November 2024, and the Zero Exercise Price Options and Director Options will have a life of 2 years from the commencement date.

**(j) Voting exclusion statement**

A voting exclusion statement is included in the Notice for Resolution 8.

**11.5 Section 208 of the Corporations Act**

Under section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections

210 to 216 of the Corporations Act.

Mr Thorne is a Director and is therefore a related party of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Zero Exercise Price Options and Director Options, reached as part of the terms of Mr Thorne's resignation, were negotiated on an arm's length basis.

#### **11.6 Directors' Recommendation**

The Directors (other than Mr Thorne) recommend that Shareholders vote in favour of Resolution 8.



## Schedule 1 – Definitions

The following new definitions are added to Schedule 1 of the Explanatory Memorandum in relation to the Notice of Meeting.

**Addendum** has the meaning in the introductory paragraph of the Notice.

**Additional Resolution** has the meaning in the introductory paragraph of the Notice.

**Director Options** means options to subscribe for Shares on and subject to the terms of such options.

**Zero Exercise Price Options** means options to subscribe for Shares on and subject to the terms of such options.

## Schedule 6 – Terms of Zero Exercise Price Options

The terms of the Zero Exercise Price Options are set out below:

**1 Entitlement**

Each Zero Exercise Price Option entitles the holder to subscribe for one Share on exercise of the Zero Exercise Price Option.

**2 Exercise Price**

Subject to paragraph 10 below, the amount payable on exercise of each Zero Exercise Price Option is \$0.00.

**3 Expiry Date**

The Zero Exercise Price Options will expire at 5:00pm (AWST) on the date that is 2 years after the date of issue of the Zero Exercise Price Options (**Expiry Date**). A Zero Exercise Price Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

**4 Quotation**

The Company will not apply for quotation of the Zero Exercise Price Options on the ASX.

**5 Transferability of Zero Exercise Price Options**

The Zero Exercise Price Options are not transferable.

**6 Participation in new issues**

There are no participation rights or entitlements inherent in the Zero Exercise Price Options and holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.

**7 Exercise Notice**

The Zero Exercise Price Options are exercisable at any time prior to the Expiry Date by the delivery to the registered office of the Company of a duly completed exercise notice (**Exercise Notice**) stating the number of Zero Exercise Price Options being exercised. On exercise, a Zero Exercise Price Option holder agrees to become a member of the Company and be bound by the Constitution.

An exercise is only effective when the Company has received the duly completed Exercise Notice for each Zero Exercise Price Option being exercised. An exercise of only some Zero Exercise Price Options shall not affect the rights of the holders of Zero Exercise Price Options to the balance of the Zero Exercise Price Options held by the holder.

**8 Timing of issue of Shares on exercise**

As soon as practicable after the later of the following:

- (A) the Company receiving an Exercise Notice; and
- (B) excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceasing to be excluded information,
- (C) the Company will:
  - (i) issue the Shares pursuant to the exercise of the Zero Exercise Price Options;
  - (ii) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
  - (iii) apply for official quotation on ASX of Shares issued upon the exercise of the Zero Exercise Price Options.

9        **Shares issued on exercise**

Shares issued on the exercise of a Zero Exercise Price Option rank equally with the then Shares of the Company.

10       **Adjustments for reorganisation**

In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Zero Exercise Price Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.

11       **Adjustments for bonus issues of Shares**

If there is a bonus Share issue (**Bonus Issue**) to the holders of Shares, the number of Shares over which a Zero Exercise Price Option is exercisable will be increased by the number of Shares which the holder of a Zero Exercise Price Option would have received if the Zero Exercise Price Option had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and on issue rank pari passu in all respects with the other Shares of that class on issue at the date of issue of the Bonus Shares.

12       **Dividend rights**

A Zero Exercise Price Option does not entitle the holder to any dividends.

13       **Voting rights**

A Zero Exercise Price Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.

## Schedule 7 – Terms of Director Options

The terms of the Director Options are as follows:

1      **Entitlement**

Each Director Option entitles the holder to subscribe for one Share on exercise of the Director Option.

2      **Exercise Price**

Subject to paragraphs 10 and 12 below, the amount payable on exercise of each Director Option is \$0.07 (**Exercise Price**).

3      **Expiry Date**

The Director Options will expire at 5:00pm (AWST) on the date that is 2 years after the date of issue of the Director Options (**Expiry Date**). A Director Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4      **Quotation**

The Company will not apply for quotation of the Director Options on the ASX.

5      **Transferability of Director Options**

The Director Options are not transferable.

6      **Participation in new issues**

There are no participation rights or entitlements inherent in the Director Options and holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.

7      **Exercise Notice**

The Director Options are exercisable at any time prior to the Expiry Date by the delivery to the registered office of the Company of a duly completed exercise notice (**Exercise Notice**) stating the number of Director Options being exercised, together with payment of the aggregate Exercise Price for the Director Options being exercised. On exercise a Director Option holder agrees to become a member of the Company and be bound by the Constitution.

An exercise is only effective when the Company has received the duly completed Exercise Notice and the full amount of the Exercise Price for each Director Option being exercised in cleared funds. The Exercise Notice will outline the available Exercise Price methods. An exercise of only some Director Options shall not affect the rights of the holders of Director Options to the balance of the Director Options held by the holder.

8      **Timing of issue of Shares on exercise**

As soon as practicable after the later of the following:

- (A) the Company receiving an Exercise Notice; and
- (B) excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceasing to be excluded information,
- (C) the Company will:
  - (i) issue the Shares pursuant to the exercise of the Director Options;
  - (ii) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

- (iii) apply for official quotation on ASX of Shares issued upon the exercise of the Director Options.

9       **Shares issued on exercise**

Shares issued on the exercise of a Director Option rank equally with the then Shares of the Company.

10       **Adjustments for reorganisation**

In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Director Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.

11       **Adjustments for bonus issues of Shares**

If there is a bonus Share issue (**Bonus Issue**) to the holders of Shares, the number of Shares over which a Director Option is exercisable will be increased by the number of Shares which the holder of a Director Option would have received if the Director Option had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and on issue rank pari passu in all respects with the other Shares of that class on issue at the date of issue of the Bonus Shares.

12       **Adjustments for rights issue**

If there is a pro rata issue (other than a Bonus Issue) to the holders of Shares during the currency of, and prior to the exercise of any Director Options, the Exercise Price of a Director Option will be reduced according to the formula provided for in the Listing Rules (whether or not the Company is listed on the ASX at the time).

13       **Dividend rights**

A Director Option does not entitle the holder to any dividends.

14       **Voting rights**

A Director Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.

# 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 **10.30am (AWST) on Wednesday, 27 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:

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