



**NOTICE OF THE ANNUAL GENERAL MEETING AND
EXPLANATORY STATEMENT**

The Annual General Meeting of

ABx Group Limited

ACN 139 494 885

11.00 am (Sydney Time) on Wednesday 25 May 2022

VIRTUAL MEETING

Due to the ongoing COVID-19 related restrictions, the meeting will be held virtually via the Zoom Video Communications online platform

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1. LETTER TO SHAREHOLDERS

20 April 2022

Dear Shareholder,

Enclosed with this letter are the Notice of Annual General Meeting (**Notice**) and Explanatory Memorandum detailing the proposed Resolutions for consideration by Shareholders. Shareholders should consider all this material before determining how they will vote at the Annual General Meeting (**AGM**).

In light of changing public health restrictions relating to the spread of COVID-19 the Company has made the decision to hold the AGM as a fully virtual meeting. This meeting will take place on 25 May at 11:00 am Sydney Time.

PARTICIPATION AT THE VIRTUAL MEETING

All Shareholders will have the opportunity to participate in the Meeting online via an internet connection (using a computer, laptop, tablet or smartphone).

The Meeting will be broadcast via the Zoom Video Communications online platform.

If you wish to watch and attend the virtual AGM, you must register at:

https://us02web.zoom.us/join/register/tZUpcuCuqDkiHNCN4MrWfNILUIA6-ygMRnL_

at least 24 hours prior to the meeting. You will then be sent a link to the Meeting webcast.

VOTING OPTIONS

Direct voting online during the Meeting

Due to the virtual nature of the Meeting, Computershare, the Company's Share Registry will be facilitating voting during the Meeting. If you wish to cast your vote during the meeting, you will need to visit <https://meetnow.global/M7GGF59> on your computer, tablet or smartphone (using the latest version of Chrome, Safari, Edge and Firefox). Online registration will open 30 minutes before the Meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact the call centre before the Meeting to obtain their login details.

To vote in the Meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the Meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can cast votes at the appropriate times while the Meeting is in progress.

For full details on how to log on and vote online, please refer to the user guide www.computershare.com.au/onlinevotingguide.

Voting via proxy

If you are unable to attend the virtual AGM, you are urged to complete the attached Proxy Form and return it, marked attention to the Secretary, so that it is received not later than 11.00 a.m. (Sydney Time) on 23 May 2023:

By facsimile within Australia 1800 783 447 (or from outside Australia +61 3 9473 2555)

By mail to:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Vic 3001

By hand to:

Computershare Investor Services Pty Limited "Yarra Falls"
452 Johnston Street
Abbotsford Vic 3067

Via our online facility:

Please visit www.investorvote.com.au to submit your voting intentions (if any). To use this online facility, you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and the six-digit Control Number shown on the Proxy Form.

Custodian voting - For Intermediary online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Shareholders are strongly encouraged to lodge a proxy form to vote at the Meeting at least 48 hours before the Meeting.

QUESTIONS

We will provide an opportunity to ask questions at the Meeting however there may be connectivity and other issues during the video conference. Accordingly, we recommend that any Shareholder questions be submitted at the time of registration in advance of the meeting.

Details of the Resolutions in the Notice of General Meeting are contained in the Explanatory Memorandum that accompanies the Notice. The Explanatory Memorandum should be read together with, and forms part of, the Notice.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Paul Lennon', with a stylized flourish at the end.

Paul Lennon
Chairman

NOTICE OF THE ANNUAL GENERAL MEETING

ABx Group Limited
ACN 139 494 885

Notice is hereby given that the Annual General Meeting of members of ABx Group Limited (the **Company**) will be held on 25 May 2022 at 11.00am (Sydney Time) by teleconference.

If Shareholders have any questions regarding the meeting or seek further information, please contact the Company Secretary at hkinstlinger@abxgroup.com.au.

Ordinary Business

1. Financial Statements and Reports

To receive the Company's financial statements and the reports of the Directors and the Auditors thereon for the financial year ended 31 December 2021.

2. Remuneration Report

Resolution 1: Non-binding resolution to adopt the Remuneration Report

To consider and, if thought fit, pass the following resolution as a **non-binding resolution**.

"That the Directors' Remuneration Report for the year ended 31 December 2021 be and is hereby adopted for the purposes of the Corporations Act 2001 (Cth)".

Note: this Remuneration Report is set out on pages 12 to 14 of the Directors' Report contained in the 2021 ABX Group Limited Annual Statutory Accounts in accordance with Section 250R(3) of the *Corporations Act 2001 (Cth)*.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 1. The Company will disregard any votes cast (in any capacity whether as proxy or as shareholder) by any of the following:

- (a) Key Management Personnel
- (b) Closely Related Parties of Key Management Personnel; and
- (c) As a proxy by a member of Key Management Personnel or a Key Management Personnel's Closely Related Party

However, the Company need not regard a vote if it is:

- Cast by a person as proxy appointed in accordance with the directions on the proxy form that specify how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a), (b) and (c) above; or
- Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report, and the vote is not cast on behalf of a person described in subparagraphs (a), (b) and (c) above.

3. Election of Directors

Resolution 2: Ordinary resolution to elect Mr Ian Levy as a Director of the Company

To consider, and if thought fit, pass the following resolution as an **ordinary resolution**:

"That Ian Levy, retiring in accordance with ASX Listing Rule 14.5 and Article 49.1.3 of the Company's Constitution, be elected as a Director of the Company".

Note: the qualifications and experience of Mr Levy is provided in the 2021 Annual Report tabled at this Annual General Meeting.

4. Adoption of Employee Share Option Plan

Resolution 3: Ordinary resolution to adopt the Employee Share Option Plan (ESOP)

To consider, and if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.2 (Exception 13), and for all other purposes, approval is given to the Company to adopt an Employee Incentive Option Plan (ESOP) and for the issue of 2,225,000 options under the ESOP in accordance with the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

A voting exclusion applies to this Resolution 3. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- A person who is eligible to participate in the employee incentive scheme; or
- Any associate of those persons.

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

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 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.

5. Issue of Related Party Options to Directors under the proposed Company's ESOP

Resolution 4: Ordinary resolution to approve the issue of ESOP options to Director, Paul Lennon

To consider, and if thought fit, pass the following resolution **as an ordinary resolution**:

"That, subject to the passing of Resolution 3, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14, and for all other purposes, approval is given for the Company to issue up to 150,000 Related Party Options to Paul Lennon (or his nominee) under the Company's Employee Share Option Plan (ESOP) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

A voting exclusion applies to this Resolution 4. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Paul Lennon (or his nominees), or other person 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);
- A person referred to in LR 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the ESOP; or
- Any associate of those persons.

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

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 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.

Resolution 5: Ordinary resolution to approve the issue of ESOP options to Director, Ken Boundy

To consider, and if thought fit, pass the following resolution **as an ordinary resolution**:

“That, subject to the passing of Resolution 3, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14, and for all other purposes, approval is given for the Company to issue up to 150,000 Related Party Options to Ken Boundy (or his nominee) under the Company’s Employee Share Option Plan (ESOP) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

A voting exclusion applies to this Resolution 5. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Ken Boundy (or his nominees), or other person 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);
- A person referred to in LR 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the ESOP; or
- Any associate of those persons.

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

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 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.

Resolution 6: Ordinary resolution to approve the issue of ESOP options to Director, Ian Levy

To consider, and if thought fit, pass the following resolution **as an ordinary resolution**:

“That, subject to the passing of Resolutions 2 and 3, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14, and for all other purposes, approval is given for the Company to issue up to 150,000 Related Party Options to Ian Levy (or his nominee) under the Company’s Employee Share Option Plan (ESOP) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

A voting exclusion applies to this Resolution 6. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Ian Levy (or his nominees), or other person 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);
- A person referred to in LR 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the ESOP; or
- Any associate of those persons.

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

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 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 Statement applicable to Resolution 4 to 6:

A vote on Resolution 4 to 6 must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the voter is the Chair and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on this Resolution; and
 - expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

6. Additional Placement Capacity

Resolution 7: Special resolution to approve an additional 10% placement capacity

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

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, approval is given by the shareholders to allow the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the explanatory statement attached hereto.”

Note: this resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, vote in favour.

Other Business

To transact any other business that in accordance with the Company’s Constitution and the Corporations Act, may be legally brought before an Annual General Meeting.

By Order of the Board of Directors

Henry Kinstlinger
Company Secretary

20 April 2022

This Notice of Meeting is accompanied by an Explanatory Statement that explains the purpose of the Meeting and the resolutions to be considered at the Meeting.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders of ABx Group Limited (**the Company**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company or your professional advisor.

1. Financial Statements and Reports

The Corporations Act 2001 (Cth) requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the *Corporations Act 2001* (Cth) nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 31 December 2021.

In addition, shareholders may, at the meeting, ask questions of the auditor in relation to the following matters:

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's Annual Financial Report on the Company's website:
<https://www.abxgroup.com.au/site/investor-information/financial-results>.

2. Resolution 1: Remuneration Report

Resolution 1 – Adoption of Directors' Remuneration Report

In accordance with Section 250R(2) of the *Corporations Act 2001* (Cth) a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in pages 12 to 14 of the Directors' Report contained in the 2021 ABX Group Limited Annual Statutory Accounts and is also available from the Company's website
<https://www.abxgroup.com.au/site/investor-information/financial-results>.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the difference between the bases for remunerating non-executive directors and senior executives, including the Chief Executive Officer.

If the Company's Remuneration Report resolution receives 'NO' votes of 25% or more of the votes cast at the meeting, the Company's subsequent remuneration report will include a report on actions taken by the Board in the Company's next annual report.

The Board will take the outcome of the vote, even if it received a less than 25% 'NO' vote into consideration when reviewing the Company's remuneration policy. A 'NO' vote of 25% or more **was not** received at the Company's 2020 Annual General Meeting.

3. Resolution 2: Re-Election of Directors

Resolution 2 – Re-Election of Mr Ian Levy as a Director

General: Mr Ian Levy retires in accordance with ASX Listing Rule 14.5 which states that an entity which has directors must hold an election of directors at each annual general meeting and Article 49.1.3 of the Company's Constitution, which provides that one third of the directors automatically retire at the end of each Annual General Meeting of the Company.

Mr Levy stepped aside as Managing Director of the Company on 31 January 2022 and accordingly is no longer exempt under Listing

Rule 14.4 (Rotation Rule) and offers himself for re-election.

Qualifications: Mr Levy was appointed director on 23 September 2009. He has more than thirty years senior management experience with small to large mining companies, including WMC, Pancontinental Mining, Gympie Gold and CEO of Allegiance Mining, involving development of bauxite, gold, coal, base metals, nickel and industrial minerals projects from discovery to marketing. He was a former founding Director of Gloucester Coal. He was a member of the Joint Ore Reserves Committee (JORC) for 11 years including 4 years as Vice Chairman and Federal President, Australian Institute of Geoscientists.

Independence: If re-elected the Board does not consider Mr Levy to be an independent Director.

Board recommendation: The Board has reviewed Mr Levy's performance since his appointment to the Board and considers that Mr Levy's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Levy and recommends that Shareholders vote in favour of Resolution 2.

4. Adoption of Employee Share Option Plan

Resolution 3 – Ordinary resolution to adopt the Employee Share Option Plan (ESOP)

General: The Company first established an Employee Share and Option Plan (**ESOP**) in 2010, prior to the Company listing on the ASX.

The objective of the ESOP is to attract, motivate and retain key employees and the Company considers that the adoption of the ESOP and the future issue of securities under the ESOP will provide selected employees with the opportunity to participate in the future growth of the Company, which will likely encourage them in carrying out their respective roles for the Company. Further, the ESOP gives the Company the flexibility to retain its cash reserves during the current uncertain economic and financial environment.

Resolution 3 seeks Shareholder approval for the adoption of the ESOP, and for the issue of securities under the ESOP, in accordance with Listing Rule 7.2 (Exception 13(b)).

ASX Listing Rule 7.1 and 7.2 (Exception 13): ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive plan if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of Equity Securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of Equity Securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 3 is passed, the Company will be able to issue securities under the ESOP to eligible participants over a period of 3 years. The issue of any securities to eligible participants under the ESOP (up to the maximum number of securities stated in Section 3.4 below) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the ESOP to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 3 is not passed, the Company will be able to proceed with the issue of securities under the ESOP to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the securities.

Board recommendation: The Directors recommend that Shareholders vote in favour of Resolution 3.

Technical information required by ASX Listing Rule 7.2 (Exception 13(b)): Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 3:

- a) A summary of the terms and conditions of the ESOP is set out in Schedule A. In addition, a copy of the ESOP is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the ESOP can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.
- b) The Company issued 380,000 Options under the ESOP since the Company was admitted to the Official List of ASX in 2010.
- c) The maximum number of Options proposed to be issued under the ESOP, following Shareholder approval, is 2,225,000 Options and will be in accordance with the terms and conditions set out in Schedule A. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.

Voting exclusion: A voting exclusion statement for Resolution 3 is included in this Notice.

4. Issue of Related Party Options to Directors under the proposed Company's ESOP

General: The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 150,000 Options (**Related Party Options**) to each of Mr Paul Lennon, Mr Ken Boundy and Mr Ian Levy (together, the **Related Parties**) pursuant to the ESOP on the terms and conditions set out below.

The Directors, being Mr Paul Lennon, Mr Ken Boundy and Mr Ian Levy are all entitled to participate in the ESOP.

Resolutions 4 to 6 seek Shareholder approval for the issue of the Related Party Options to the Related Parties.

Chapter 2E of the Corporations Act: Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Related Party Options constitutes the giving of a financial benefit and Mr Paul Lennon, Mr Ken Boundy and Mr Ian Levy are Related Parties of the Company by virtue of being Directors of the Company.

As the Related Party Options are proposed to be issued to all the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Related Party Options.

Accordingly, Shareholder approval for the issue of Related Party Options to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

ASX Listing Rule 10.14: Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

10.14.1 a director of the entity;

10.14.2 an associate of a director of the entity; or

10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of Related Party Options to the Related Parties falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolutions 4 to 6 seek the required Shareholder approval for the issue of the Related Party Options under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.14.

ASX Listing Rule 14.1A: If Resolutions 4 to 6 are passed, the Company will be able to proceed with the issue of Related Party Options to the Related Parties under the ESOP within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Related Party Options (because approval is being obtained under Listing Rule 10.14), the issue of the Related Party Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 4 to 6 are not passed, the Company will not be able to proceed with the issue of the Related Party Options and may need to find an alternative method to incentivise and motivate the Directors.

Technical information required by section 219 of the Corporations Act and ASX Listing Rule 10.15: Pursuant to and in accordance with the requirements of sections 219 of the Corporations Act and ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Related Party Options to the Related Parties:

- a) the Related Party Options will be issued to the following persons:
 - (i) Mr Paul Lennon (or their nominee) pursuant to Resolution 4;
 - (ii) Mr Ken Boundy (or their nominee) pursuant to Resolution 5;
 - (iii) Mr Ian Levy (or their nominee) pursuant to Resolution 6; and
- b) the maximum number of Related Party Options to be issued to the Related Parties (or their nominees) is:
 - (i) 150,000 Related Party Options to Mr Paul Lennon pursuant to Resolution 4;
 - (ii) 150,000 Related Party Options to Mr Ken Boundy pursuant to Resolution 5; and

- (iii) 150,000 Related Party Options to Mr Ian Levy pursuant to Resolution 6;
each of whom falls within the category set out in Listing Rule 10.14.1 by virtue of being a Director;
- c) the Related Party Options will be issued on the terms and conditions as set out in Schedule B;
- d) a summary of the material terms and conditions of the ESOP is set out in Schedule A;
- e) no loan will be provided to the Related Parties with respect to the Related Party Options;
- f) no Related Party Options have previously been issued under the ESOP;
- g) the Related Party Options will be issued to the Related Parties no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Options will be issued on one date; the Related Party Options will be granted for nil cash consideration, accordingly no funds will be raised and the Company will not receive any other consideration in respect of the issue of the Options (other than in respect of funds received on exercise of the Related Party Options);
- h) the value of the Related Party Options and the pricing methodology is set out in Schedule C;
- i) the Related Party Options are unquoted Options. The Company has agreed to issue the Related Party Options to the Related Parties subject to Shareholder for the following reasons:
- (i) the Related Party Options are unquoted; therefore, the issue of the Related Party Options has no immediate dilutionary impact on Shareholders;
 - (ii) the deferred taxation benefit which is available to the Related Parties in respect of an issue of Related Party Options is also beneficial to the Company as it means the Related Parties are not required to immediately sell the Related Party Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Options on the terms proposed;
- j) the number of Related Party Options to be issued to each of the Related Parties has been determined based upon a consideration of:
- (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the remuneration of the Related Parties; and
 - (iii) incentives to attract and retain the service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.
- k) the Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Options upon the terms proposed;
- l) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares ¹	Options ²
Mr Paul Lennon	3,984,869	300,000
Mr Ken Boundy	2,553,089	300,000
Mr Ian Levy	6,301,316	400,000

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: ABX).
 2. Unquoted Options exercisable at \$0.20 each on or before 31 May 2023 (ASX: ABX).
- m) the total remuneration package paid from the Company to the Related Parties and their associates for the previous two financial years are set out below.

Related Party	2021 Financial Year ¹	2020 Financial Year ²
Mr Paul Lennon	\$174,250	\$179,000
Mr Ken Boundy	\$50,000	\$80,000

Mr Ian Levy	\$31,250	\$291,250
TOTAL	\$255,500	\$550,250

Notes:

1. Comprising Directors' fees/salary of \$255,500.
2. Comprising Directors' fees/salary of \$30,000 and share-based payments of \$520,250.

If the maximum number of Related Party Options are issued to the Related Parties are exercised, a total of 450,000 Shares would be issued. This will increase the number of Shares on issue from 223,590,814 to 224,040,814 (assuming that assuming that no Shares are issued, and no other options are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate 0.20% comprising 0.067% by Mr Lennon, 0.067% by Mr Boundy and 0.067% by Mr Levy.

The market price for Shares during the term of the Related Party Options would normally determine whether the Related Party Options are exercised. If, at any time any of the Related Party Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Related Party Options, there may be a perceived cost to the Company.

- n) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.21	23 March 2022
Lowest	\$0.097	3 December 2021
Last	\$017.5	14 April 2022

- o) the primary purpose of the grant of the Related Party Options to the Related Parties is to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward the performance of the Related Parties in their respective roles as Directors;
- p) Details of any securities issued under the ESOP will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14;
- q) Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule;
- r) each Director has a material personal interest in the outcome of Resolutions 4 to 6 on the basis that all of the Directors (or their nominees) are to be issued Related Party Options should Resolutions 4 to 6 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 4 to 6 of this Notice; and
- s) in forming their recommendations, each Director considered the experience of each other Related Party, the existing and proposed contribution of each Related Party to the Company and the current market practices when determining the number of Related Party Options to be issued; and
- t) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 4 to 6.

Voting exclusion: A voting exclusion statement for Resolutions 4-6 is included in this Notice.

5. Additional Placement Capacity

Resolution 7 – Special Resolution – Additional 10% Placement Capacity

The Company previously obtained the same approval under ASX Listing Rule 7.1A at the previous AGM and **issued 14,600,000 Shares using the 10% Placement Facility** since the previous AGM. The company currently has no plans to use this additional placement capacity. This special resolution is put to members so that the Company retains a high level of capital raising flexibility to meet significant opportunity.

Listing Rule 7.1A enables "eligible entities" to seek the approval of shareholders to issue Equity Securities of up to 10% of its issued share capital through placement over a 12-month period after the Annual General Meeting. The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1 and will only be issued if Resolution 7 is passed at the Annual General Meeting.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

If Resolution 7 is approved as a **special resolution**, the Company will be able to issue 'equity securities' under Listing Rule 7.1 and 7.1A without further shareholder approval such that the Company's total annual placement capacity will be up to 25% of its issued capital.

If Resolution 7 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 7.1 and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

The proposed allottees of any Equity Securities under the 10% Placement Facility are not as yet known or identified. In these circumstances, Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

Description of Listing Rule 7.1A

a) General

- **Shareholder Approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. Hence, at least 75% of votes cast by Shareholders present and eligible to vote at the Annual General Meeting must be in favour of Resolution 7 for it to be passed.

- **Equity Securities**

Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A = The number of fully paid ordinary shares on issue at the commencement of the 12 months immediately preceding the date of issue or agreement to issue:

- plus the number of fully paid ordinary securities issued in the 12 months under an exception to ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid ordinary securities issued in the 12 months period prior to the proposed date of issue (**Relevant Period**) on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue the convertible securities was approved or taken under these rules to have been approved under ASX Listing Rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the Relevant Period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the Relevant Period; or
 - the agreement or issue was approved, or taken under these rules to have been approved under ASX Listing Rule 7.1 or rule 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the relevant period,
- less the number of fully paid ordinary securities cancelled in the Relevant Period

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D = 10%

E = the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the last

12 months immediately preceding the date of issue of the shares where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4

The following information is provided to shareholders for the purposes of obtaining shareholder approval pursuant to ASX Listing Rule 7.3A:

(b) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average market price (“VWAP”) of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded and immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the securities; or
- if the Equity Securities are not issued within 10 Trading Days of the date in the paragraph above, the date on which the Equity Securities are issued.

(c) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur to the following:

- the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- the time and date of the Company’s next annual general meeting; or
- the time and date of the approval by shareholders of ordinary securities of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(d) Risk of Voting Dilution

If Resolution 7 is approved by shareholders and the Company issues equity securities under the 10% Placement Facility, existing shareholders voting power in the Company will be diluted as shown in the table below. There is a risk that:

- the market price for the Company’s equity securities may be significantly lower on the date of the issue of the equity securities than on the date of this approval under rule 7.1A; and
- the equity securities may be issued at a price that is at a discount to the market price for the Company’s equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of the equity securities.

As at the date of this Notice, the Company would have capacity to issue:

- **33,538,622 (223,590,814 x 15%)** ordinary shares; or
- **22,359,081 (223,590,814 x 10%)** ordinary shares on the basis that Resolution 7 is approved pursuant to ASX Listing Rule 7.1A,

The table below shows examples of possible dilution of existing shareholders, on the basis of the market price of \$0.19 per share on 8 April 2022 and the current number of fully-paid ordinary shares on issue of **223,590,814** as at the date of this Notice pursuant to the definition of variable “A” under ASX Listing Rule 7.1A;

Variable A as per ASX Listing Rule 7.1A2		Dilution		
		\$0.095 50% decrease in issue price	\$0.19 issue price	\$0.36 100% increase in issue price
Current Variable A 223,590,814 shares	10% Voting Dilution	22,359,081 shares	22,359,081 shares	22,359,081 shares
	Funds Raised	\$ 2,124,112	\$ 4,248,225	\$ 8,496,450
50% Increase in Current Variable A 335,386,221 shares	10% Voting Dilution	33,538,622 shares	33,538,622 shares	33,538,622 shares
	Funds Raised	\$ 3,186,169	\$ 6,372,338	\$ 12,744,676

100% Increase in Current Variable A 447,181,628 shares	10% Voting Dilution	44,718,163 shares	44,718,163 shares	44,718,163 shares
	Funds Raised	\$ 4,248,225	\$ 8,496,450	\$ 16,992,901

This table has been prepared on the following assumptions:

- All shares have been issued.
- the Company issues the maximum number of equity securities available under the 10% Placement Facility.
- the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% Placement Capacity under ASX Listing Rule 7.1.

(e) Expiry of approval

The Company will only issue and allow the Equity Securities during the 10% Placement Period detailed in paragraph (c).

(f) Purpose of new issues

The Company may seek to issue the equity securities for cash consideration. As disclosed in recent ASX announcements and reports, the Company is actively pursuing further growth opportunities. Any funds raised using this additional 10% capacity may be used to grow the business and/or additional working capital to fund growth opportunities.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A (4) and 3.10.3 upon issue of any equity securities. In the event Resolution 7 is approved, when the Company issues Equity Securities pursuant to the 10% Placement Facility, it will:

- state in its announcement of the proposed issue under rule 3.10.3 or in its application for quotation of the securities under rule 2.7 that the securities are being issued under rule 7.1A; and
- give to ASX immediately after the issue a list of names of the persons to whom the entity issued the equity securities and the number of equity securities issued to each. This list is not for release to the market.

(g) Allocation Policy

Allocations will be made by the Company dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. Allocations will be made considering, amongst other factors, the following:

- The time frame over which the Company will make placements under the approval;
- any specific intentions in relation to parties that it may approach to participate in a placement of equity securities;
- whether the Company will offer securities to existing security holders or any class or group of existing holders; and
- whether the securities will be offered exclusively to new investors who have not previously been security holders in the Company.

The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including, but not limited to, the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broker advisers (if applicable).

The allottees under this facility have not been determined as at the date of this notice but may include new or existing shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement

Facility will be the vendors of the new assets or investments.

(h) Detail of new issues under Listing Rule 7.1A for previous year

- The Company previously obtained approval for its Shareholders pursuant to ASX Listing Rule 7.1A at its Annual General Meeting. The Company has issued 14,600,000 fully paid ordinary shares pursuant to this previous approval representing 9.7% of the number of equity securities on issue at the commencement of that period.
- The shares were issued to 65 unrelated sophisticated investors who participated in the Placement. The investors are clients of the Lead Manager, CPS Capital, who were invited to participate in the Placement. The Lead Manager proposed the Placement to existing clients who qualify as sophisticated investors and have previously shown an interest in offers of this nature.
- 14,600,000 Fully Paid Ordinary shares were issued.
- The price paid for the shares was 10 cents representing a discount of 33% to the closing market price on the date of issue. The shares were trading in the range of 11-12 cents (a discount of 9-16%) in the 2 weeks prior to the issue date.
- The total amount received (before costs) was \$1,460,000 (under LR 7.1A). An additional 16,900,000 shares were placed under the Company's LR 7.1 capacity (LR 7.1) for a total 31,500,000 shares or \$3,150,000.

The funds will be spent on Aluminium Fluoride development at the Company's subsidiary, Alcore Limited, an aggressive program planned for Rare Earth Elements discovery strategy and continued bauxite exploration and mine development.

Funds have been spent to date from proceeds of funds received from the issue of shares under R 7.1.

No funds have been spent to date from the funds received from the issue of shares under LR 7.1A, accordingly \$1,460,000 remains.

The shares issued under R 7.1A were issued on 27 May 2021

- The Company has not agreed to issue any further shares under LR 7.1A.2.

(i) Voting Exclusion Statement

A voting exclusion statement is included in the Notice for the purpose of Resolution 7.

8. Voting Information:

Voting Entitlement at the Annual General Meeting in accordance with Regulation 7.11.37 of the Corporations Regulations 2001.

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), persons holding shares at 7:00 pm (Sydney time) on 23 May 2022 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the meeting.

Electronic Voting: In light of changing public health restrictions relating to the spread of COVID-19, the Company has made the decision to hold the Meeting as a fully virtual meeting.

All Shareholders will have the opportunity to vote at the Meeting online via an internet connection (using a computer, laptop, tablet or smartphone). Virtual meetings are accessible on both desktop and mobile devices. In order to vote at the Meeting online you will need to:

- a) Visit <https://meetnow.global/M7GGF59> on your computer, tablet or smartphone (using the latest version of Chrome, Safari, Edge and Firefox); and
- b) use your Shareholder Registration Number "SRN" or Holder Identification Number "HIN", which can be found on the Proxy Form.

For assistance with the voting platform, please contact (03) 9415 4024. This line will be active for one hour before the commencement of the Meeting and all calls to this number will be given top priority.

Details of how to vote 'virtually' are also provided in the accompanying Online Meeting Guide which can also be downloaded at www.computershare.com.au/onlinevotingguide. Shareholders are encouraged to review this guide before the Meeting.

As noted above, Shareholders will require the meeting ID – which is <https://meetnow.global/M7GGF59> as well as their Shareholder Registration Number "SRN" or Holder Identification Number "HIN", which can be found on their Proxy Form, for verification purposes. If a person is nominated as a proxy by a Shareholder, the proxy holder will need to obtain the proxy holder username and password to enable the proxy holder to vote. The proxy holder username and password can be obtained by contacting

Computershare on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Voting by proxy: To vote by proxy, please complete and sign the enclosed Proxy Form and return it in accordance with the instructions set out in the Voting form so it is received no later than 11:00 am (Sydney time) on 23 May 2022.

Pursuant to section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in pursuant to section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

If a Proxy Form is signed by an attorney, the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed must be provided to the Company's share registry in the manner specified in the Proxy Form by no later 11:00 am (Sydney time) on 23 May 2022.

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. The representative should provide evidence of his or her appointment to the Company's share registry by the time and in the manner specified in the Proxy Form.

Voting by attorney: Pursuant to Article 34 of the Company's Constitution 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 does not need to 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 (or certified copy) must also be returned in the same manner and time as specified for Proxy Form.

Schedule A

Summary of Employee Share Option Plan (ESOP) Terms and Conditions

The Company has established the Employee Share Option Plan (ESOP) in order to provide an incentive for employees to participate in the future growth of the Company. The ESOP will be administered in accordance with the ESOP rules, which are summarised below.

Eligibility	<p>Participants in the ESOP may be:</p> <ul style="list-style-type: none"> (i) a Director (whether executive or non-executive) of the Company and any associated body corporate of the Company (each a Group Company); (ii) a full or part time employee of any Group Company; (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 as amended or replaced (Class Order); or (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under paragraphs (i), (ii), or (iii) above, <p>who is declared by the Board to be eligible to receive grants of Options under the ESOP (Eligible Participants).</p>
Offer	<p>The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant (including an Eligible Participant who has previously received an offer) to apply for up to a specified number of Options, upon the terms set out in the ESOP and upon such additional terms and conditions as the Board determines.</p>
Plan limit	<p>The Company must have reasonable grounds to believe, when making an offer in reliance of the Class Order, that the number of Shares to be received on exercise of Options offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.</p>
Issue price	<p>Unless the Options are quoted on the ASX, Options issued under the ESOP will be issued for no more than nominal cash consideration.</p>
Vesting Conditions	<p>An Option may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Option.</p>
Vesting	<p>The Board may in its absolute discretion by written notice to a Participant (being an Eligible Participant to whom Options have been granted under the ESOP or their nominee where the Options have been granted to the nominee of the Eligible Participant (Relevant Person)), resolve to waive any of the Vesting Conditions applying to Options due to:</p> <ul style="list-style-type: none"> (i) Special Circumstances arising in relation to a Relevant Person in respect of those Performance Rights, being: <ul style="list-style-type: none"> (A) a Relevant Person ceasing to be an Eligible Participant due to: <ul style="list-style-type: none"> (I) death or total or permanent disability of a Relevant Person; or (II) retirement or redundancy of a Relevant Person; (B) a relevant person suffering severe financial hardship; (C) any other circumstance stated to constitute “special circumstances” in the terms of the relevant Offer made to and accepted by the Participant; or (D) any other circumstances determined by the Board at any time (whether before or after the Offer) and notified to the relevant Participant which circumstances may relate to the Participant, a class of Participant,

including the Participant or particular circumstances or class of circumstances applying to the Participant; or

- (ii) a change of control occurring; or
the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.

Lapse of an Option

An Option will lapse upon the earlier to occur of:

- (i) an unauthorised dealing in the Option;
- (ii) a Vesting Condition in relation to the Option is not satisfied by its due date, or becomes incapable of satisfaction, unless the Board exercises its discretion to waive the Vesting Conditions and vest the Option in the circumstances set out in paragraph relating to Vesting and Vesting Conditions or the Board resolves, in its absolute discretion, to allow the unvested Options to remain unvested after the Relevant Person ceases to be an Eligible Participant;
- (iii) in respect of unvested Option only, an Eligible Participant ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Option in the circumstances set out in paragraph relating to Vesting and Vesting Conditions or the Board resolves, in its absolute discretion, to allow the unvested Options to remain unvested after the Relevant Person ceases to be an Eligible Participant;
- (iv) in respect of vested Options only, a relevant person ceases to be an Eligible Participant and the Option granted in respect of that person is not exercised within one (1) month (or such later date as the Board determines) of the date that person ceases to be an Eligible Participant;
- (v) the Board deems that an Option lapses due to fraud, dishonesty or other improper behaviour of the Eligible Participant;
- (vi) the Company undergoes a change of control or a winding up resolution or order is made and the Board does not exercise its discretion to vest the Option;

the expiry date of the Option.

Shares

Shares resulting from the exercise of the Options shall, subject to any Sale Restrictions from the date of issue, rank on equal terms with all other Shares on issue.

Sale Restrictions

The Board may, in its discretion, determine at any time up until exercise of Options, that a restriction period will apply to some or all of the Shares issued to an Eligible Participant (or their eligible nominee) on exercise of those Options up to a maximum of seven (7) years from the grant date of the Options. In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive any such restriction period determined.

Not transferrable

Subject to the ASX Listing Rules, Options are only transferrable in Special Circumstances with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death, to the Participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.

No Participation Rights

There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

Change in exercise price of number of underlying securities

Unless specified in the offer of the Options and subject to compliance with the ASX Listing Rules, an Option does not confer the right to a change in exercise price or in the number of underlying Shares over which the Option can be exercised.

Reorganisation

If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of an Option are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganization

Trust

The Board may, at any time, establish a trust for the sole purpose of acquiring and holding Shares in respect of which a Participant may exercise, or has exercised, vested Options, including for the purpose of enforcing the disposal restrictions and appoint a trustee to act as trustee of the trust. The trustee will hold the Shares as trustee for and on behalf of a Participant as beneficial owner upon the terms of the trust. The Board may at any time amend all or any of the provisions of the ESOP to effect the establishment of such a trust and the appointment of such a trustee.

Amendments

Subject to express restrictions set out in the ESOP and complying with the Corporations Act, ASX Listing Rules and any other applicable law, the Board may, at any time, by resolution amend or add to all or any of the provisions of the ESOP, or the terms or conditions of any Option granted under the ESOP including giving any amendment retrospective effect.

Schedule B

ABx Group Limited Related Party Option Conditions

Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
Exercise Price	The amount payable upon exercise of each Option will be the volume weighted average sale price for the five (5) trading days before approval by shareholders.
Vesting Conditions	25% vest following 12 months of continuous service as a director following the date of issue of the Options. The balance vest quarterly over the following three years (9,375 Options vest each quarter).
Expiry Date	Each Option will expire at 5:00 pm (Sydney Time) on the date that is six (6) years from the date of approval. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
Exercise Period	The Options are exercisable at any time on and from the satisfaction of the relevant vesting condition set out in paragraph (c) above until the Expiry Date.
Notice of Exercise	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
Exercise Date	A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds.
Timing of issue of Shares on exercise	<p>Within 15 Business Days after the later of the following:</p> <ul style="list-style-type: none"> (i) the Exercise Date; and (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information, but in any case no later than 20 Business Days after the Exercise Date, the Company will: <ul style="list-style-type: none"> (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. <p>If a notice delivered under paragraph (ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

Lapse of an Option	If the holder ceases to be engaged by the Company any unexercised options will lapse, unless exercised, within three months of the holder ceasing to be engaged by the Company unless the Board resolves otherwise.
Reconstruction of capital	If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
Change in exercise price	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Schedule C

Valuation and Methodology of Related Party Options

Assumptions

Valuation date	10 April 2022
Market price of Shares	\$0.19
Exercise price	\$0.19
Expiry date (length of time from issue)	6 years
Risk free interest rate	0.51%
Volatility (discount)	40%

Indicative value per Related Party Option \$0.0732

Total Value of Related Party Options \$29,287

Mr Paul Lennon (Resolution 4) \$10,982

Mr Ken Boundy (Resolution 5) \$10,982

Mr Ian Levy (Resolution 6) \$10,982

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ACN 139 494 885



ABX

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Sydney time) on Monday, 23 May 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of ABx Group Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of ABx Group Limited to be held as a virtual meeting on Wednesday, 25 May 2022 at 11:00am (Sydney time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman. **Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4, 5 and 6 by marking the appropriate box in step 2.

Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Non-binding resolution to adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ordinary resolution to elect Mr Ian Levy as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ordinary resolution to adopt the Employee Share Option Plan (ESOP)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ordinary resolution to approve the issue of ESOP options to Director, Paul Lennon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ordinary resolution to approve the issue of ESOP options to Director, Ken Boundy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Ordinary resolution to approve the issue of ESOP options to Director, Ian Levy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Special resolution to approve an additional 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

ABX

999999A



Computershare

