

17 March 2023

Dear Shareholder

### **General Meeting – Notice and Proxy Form**

Notice is hereby given that an Extraordinary General Meeting (“Meeting”) of Shareholders of Silver Mines Limited (“Silver Mines” or “the Company”) will be held at 10:00 am (AEST) on Monday, 17 April 2023 at Level 5, 126 Phillip Street, Sydney NSW 2000 Australia.

In accordance with recent modifications to the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting and the accompanying Explanatory Memorandum (“Notice of Meeting”) to shareholders unless a shareholder has requested a hard copy. The Notice of Meeting can be viewed and downloaded from the link set out below.

<https://www.silvermines.com.au/news-announcements/>

Alternatively, the Notice will also be available on the ASX website, ticker code: SVL, at the following link:

<https://www2.asx.com.au/markets/trade-our-cash-market/historical-announcements>

If you are unable to attend the Meeting, you can lodge a proxy vote online via our Share Registry by taking the following steps:

1. Go to <https://investor.automic.com.au/#/loginsah>
2. Log on using your unique shareholder identification number and enter your Australian postcode as well as the Company’s ASX code (if you are an overseas resident please amend the country name to the country in which you reside).
3. Select on the “I’m not a robot” box and follow the prompt.
4. Click on the “Meetings” button.
5. Click on the “vote” button.

Alternatively, you can complete and lodge the personalised Proxy Form for the Meeting enclosed with this letter.

In order for your proxy to count, you will need to either complete an online proxy, or lodge your completed hard copy Proxy Form as per the instructions on the enclosed Proxy Form, by no later than 10:00 am (AEST) on 15 April 2023.

The Company strongly encourages all shareholders to lodge their directed proxy votes prior to the Meeting and appoint the Chair as their proxy. All voting at the Meeting will be conducted by poll.

If it becomes necessary or appropriate to make alternative arrangements to those set out in the Notice of Meeting, the Company will notify shareholders accordingly via the Company’s web-site and the ASX Market Announcements Platform. In order to receive electronic communications from the Company in the future, please update your Shareholder details online at <https://investor.automic.com.au/#/home> and log in with your unique shareholder identification number and postcode (or country for overseas residents).



The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Automic on 1300 288 664.

Yours faithfully

Trent Franklin  
Company Secretary  
Silver Mines Limited

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**SILVER MINES LIMITED****ACN 107 452 942****Notice of Extraordinary General Meeting**

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**TIME: 10:00 am (AEST)****DATE: Monday, 17 April 2023****PLACE: Level 5, 126 Phillip Street, Sydney, NSW 2000 Australia**

*This Notice of Meeting and the attached Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this notice please do not hesitate to contact the Company Secretary on +61 2 8316 3997.*

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**TIME AND PLACE OF MEETING AND HOW TO VOTE**

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**VENUE**

The Meeting of the Shareholders of Silver Mines Limited ACN 107 452 942 (ASX:SVL) (**Company**) to which this Notice relates, will be held at **10:00am (AEST) Monday, 17 April 2023** at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 Australia.

The Notice is also being made available to Shareholders electronically and can be viewed and downloaded online at the following link:

<https://www.silvermines.com.au/news-announcements/>

**VOTING BY PROXY**

A member entitled to attend and vote at the meeting may appoint a proxy.

The person appointed as a proxy may be an individual or a body corporate. If entitled to cast two or more votes, the member may appoint one or two proxies.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. If the proportion is not specified, each proxy may exercise half of the member's voting rights. Fractional votes will be disregarded. Please carefully read the instructions on the Proxy Form and consider how you wish to direct the proxy to vote on your behalf. You may direct the proxy to vote "for", "against" or "abstain" from voting on each resolution or you may leave the decision to the appointed proxy after discussion at the meeting.

A proxy need not be a member of the Company.

To vote by proxy, please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
<b>By Post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By Email</b>	<a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

Proxy instructions must be received no later than 48 hours before the commencement of the Meeting.

**Proxy forms received later than this time will be invalid.**

**Voting Intention of the Chair for all Resolutions**

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his voting intention on any resolution, in which case an ASX announcement will be made.

**Questions**

Shareholders are also encouraged to submit questions in advance of the Extraordinary General Meeting to the Company. Questions must be submitted in writing to the Company Secretary, at [info@silvermines.com.au](mailto:info@silvermines.com.au) at least 48 hours before the Meeting. However, shareholders will be given an opportunity to ask questions on the day of the meeting.

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## NOTICE OF MEETING

Notice is given that the Meeting of Shareholders will be held at **10:00am (AEST) on Monday, 17 April 2023** at Level 5, 126 Phillip Street, Sydney NSW 2000 Australia.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. It is recommended that this Notice and the Explanatory Statement are carefully read in full. The Explanatory Statement and the Proxy Form are part of this Notice.

The Directors have determined, pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that the persons eligible to vote at the Meeting are those who are registered shareholders of the Company at 7:00pm (AEST) on 15 April 2023.

The Company encourages all Shareholders to vote by proxy in advance of the Meeting.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

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## Agenda

### 1. RESOLUTION 1 - RATIFICATION OF PLACEMENT SHARES

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 112,187,500 Shares (at an issue price of \$0.16 per share) on 16 February 2023 to Sophisticated Investors, institutional and professional investors, and otherwise on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who participated in the issue which is the subject of this Resolution and any person who is an Associate of those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair 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 this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### 2. RESOLUTION 2 – ISSUE OF PLACEMENT SHARES TO KRISTEN PODAGIEL

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

*“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the issue of 312,500 Shares at a price of \$0.16 per Share to Kristen Podagiel on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Kristen Podagiel, any other person who may obtain a benefit as a result of the passing of this Resolution (other than a benefit solely in the capacity as a security holder in the Company), and any Associate of any of the foregoing persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair 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 this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **3. OTHER BUSINESS**

To consider any other business that may be validly brought before the Meeting.

**DATED: 17 March 2023**

**BY ORDER OF THE BOARD**

**TRENT FRANKLIN  
COMPANY SECRETARY  
SILVER MINES LIMITED**

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## ENTITLEMENT TO VOTE

### **Who may vote?**

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that for the purpose of the Meeting, all shares in the Company shall be taken to be held by the persons who held them as registered Shareholders at 7:00pm (AEST) on 15 April 2023 (**Entitlement Time**).

All holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the Meeting.

Transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

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## PROXIES

Please note that:

- (a) a Shareholder of the Company who is entitled to attend and cast a vote at the Meeting has a right to appoint a proxy;
- (b) the appointment may specify the proportion or number of votes that the proxy may exercise;
- (c) a Shareholder who is entitled to cast two or more votes at the Meeting may appoint two proxies and must specify the proportional number of votes each proxy is appointed to exercise;
- (d) if the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half the votes;
- (e) a proxy need not be a Shareholder of the Company;
- (f) if a Shareholder wishes to appoint two proxies, they should contact the Company for another proxy form; and
- (g) unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.

If a Shareholder wishes to appoint a proxy, they should complete the attached 'Appointment of Proxy' form and comply with details set out in that form for lodgement of the form with the Company.

If the Shareholder is a corporation, either under the seal of the corporation (in accordance with its Constitution) or under the hand of an attorney duly authorised in writing or otherwise signed in accordance with the Corporations Act.

If any attorney or authorised officer signs the proxy form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the proxy form.

The proxy form must be received **not less than 48 hours** before the time for holding the Meeting (i.e. by no later than 10:00am (AEST) on 15 April 2023) in the following manner:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
<b>By Post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By Email</b>	<a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide to the Share Registry prior to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

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## EXPLANATORY STATEMENT

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This Explanatory Statement is included in and forms part of the Notice of Meeting. It contains background information pertaining to the Resolutions to be considered and voted upon at the Meeting as well as information required to be given to Shareholders under the Listing Rules in relation to the Resolutions.

It is given to Shareholders to help them determine how to vote on the Resolutions set out in the Notice of Meeting.

Shareholders should read this Explanatory Statement in full and in conjunction with the other sections of this Document, in order to gain a more complete understanding of the Resolutions proposed in the Notice of Meeting.

If a Shareholder is in doubt about what to do in relation to a Resolution, it should consult its financial or other professional adviser.

### 1. RESOLUTION 1 –RATIFICATION OF ISSUE OF PLACEMENT SHARES

#### 1.1 Background

On 10 February 2023, the Company announced that it had completed a placement of 112,500,000 Shares at an issue price of \$0.16 per share to raise total funds of \$18 million (before costs) (**Placement**) to institutional, professional and Sophisticated Investors. Demand for the Placement was well in excess of funds raised by the Company.

The Placement was strongly supported by both existing shareholders and new investors.

Kristen Podagiel, a Director of the Company participated in the Placement, and the issue of these Shares to Kristen Podagiel (or her nominee) will be subject to shareholder approval under Resolution 2 of this Notice.

The Placement was Lead Managed by Canaccord Genuity (Australia) Limited (**Lead Manager**).

The 112,187,500 Shares (**Placement Shares**) issued under the Placement to Sophisticated Investors who are not directors or related parties of the Company were issued using the Company's capacity under ASX Listing rule 7.1. The issue of these Placement Shares occurred on 16 February 2023. The Company now seeks shareholder approval to ratify the issue of the Placement Shares pursuant to Listing Rule 7.4.

#### 1.2 Subsequent approval of an issue of Securities under Listing Rule 7.4 and 7.5

Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company where such issue represents more than 15% of the Company's securities then on issue within the 12-month period immediately prior to the date of that issue or the date of agreement to effect that issue (**15% Threshold**). Listing Rule 7.4 permits the ratification of previous issues of securities made without Shareholder approval, provided such issue, in aggregate with any other applicable issues of Equity Securities by the Company, did not breach the 15% Threshold.

Shareholder ratification of an issue of securities under Listing Rule 7.4 enables the Company capacity to issue further securities up to the 15% Threshold, without additional Shareholder approval (but still subject to any other approval required under the Listing Rules), to the extent of the securities that were the subject of that ratification.

Listing Rule 7.4 stipulates that an issue of Equity Securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with it is subsequently approved by Shareholders.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it uses part of the Company's 15% capacity in Listing Rules 7.1, and if this Resolution is not approved it reduces the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Placement Shares.

### **1.3 Additional disclosure**

The following information in relation to the Shares the subject of Resolution 1 is provided to the Shareholders for the purposes of Listing Rule 7.5:

*(a) Equity Securities issued*

112,187,500 fully paid ordinary shares.

*(b) Issue price*

The Shares were issued at \$0.16 per Share. The Company received an aggregate \$17,950,000 (before costs) as consideration for the issue of the Shares which are the subject of this Resolution.

*(c) Issue date*

The Shares were issued on 16 February 2023.

*(d) Terms*

The Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.

*(e) Persons to whom Equity Securities were issued*

The Shares were issued to Sophisticated Investors, professional and institutional investors who are not Related Parties of the Company.

The participants in the Placement were introduced by Canaccord Genuity (Australia) Limited who acted as lead managers to the Placement, or were prospective investors already known to the Company. The recipients were identified through a bookbuild process, which involved the lead managers seeking expressions of interest from Sophisticated Investors, professional and institutional investors to participate in the Placement.

*(f) Use of funds raised*

The funds raised under the Placement the subject of Resolution 1 will be used primarily for progression of and pre-development expenses including exploration associated with the Company's flagship Bowdens Silver Project. Funding will also be made available for the exploration activities of the Company's other projects and for corporate and general working capital purposes.

*(g) Material Terms of an agreement to which securities were issued*

The Shares were not issued under an agreement. The Shares were issued to Sophisticated Investors, professional and institutional investors who subscribed for the shares under the Placement.

### **1.4 Voting Exclusion Statement**

A description of the persons not permitted to vote on Resolution 1, and whose votes will be disregarded if cast on Resolution 1, is set out in the Notice.

### **1.5 Recommendation of Directors**

Each Director recommends that Shareholders vote **in favour** of Resolution 1.  
Each Director confirms that they have no personal interest in the outcome of Resolution 1.

## **2. RESOLUTION 2 – ISSUE OF PLACEMENT SHARES TO KRISTEN PODAGIEL**

### **2.1 Background**

See Section 1.1 above.

As noted above in Section 1.1, the Company received the support of Company Director, Kristen Podagiel in the Placement, and the issue of the portion Shares to Kristen Podagiel is subject to Shareholder Approval.

Kristen Podagiel has subject to shareholder approval agreed to invest collective total of \$50,000.00 under the Placement being 312,500 New Shares.

The Company is now seeking Shareholder approval under Resolution 2 to issue 312,500 New Shares to Kristen Podagiel pursuant to Listing Rule 10.11.

## **2.2 Requirement for Shareholder Approval**

Listing Rule 10.11 requires that unless an exception applies, an entity must not without the prior approval of its shareholders, issue or agree to issue Equity Securities to:

- (a) a Related Party of the entity;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;
- (c) a person who is or was at any time in the 6 months before the issue or agreement a substantial (10%) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives then a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c) above; or
- (e) a person whose relationship with the entity or a Related Party is, in ASX's opinion, such that approval of shareholders should be obtained.

Kristen Podagiel is a Related Party of the Company by virtue of being a Director.

Should Resolution 2 not be approved, the Company will not issue the New Shares to Kristen Podagiel and the Company will be required to refund funds deposited to Director as part of her participation under the Placement and this may affect the Company's exploration plans.

Should Resolution 2 be passed, the Company will be able to proceed with the issue 312,500 New Shares to Kristen Podagiel.

## **2.3 Information required by Listing Rule 10.13**

For the purpose of Listing Rule 10.13, the following information in relation to the Shares the subject of this Resolution 2 is provided:

- (a) *Parties to whom the securities will be issued*

Kristen Podagiel or her nominee.

- (b) *Maximum number of securities to be issued*

312,500 fully paid ordinary shares.

- (c) *Date of issue*

The Company intends to issue the Shares the subject of Resolution 2 on the day immediately after the date of upon which Resolution 2 is duly approved, or in any event within one month from the date Resolution 2 is approved.

- (d) *Relationship of Related Party and Listing Rule Category*

Kristen Podagiel is a Director of the Company and is therefore a related party under 10.11.1 of the ASX Listing Rules.

*(e) Issue price and terms of issue*

The Shares to be issued to the Director will be issued at \$0.16 per Share (the same price as the Placement). The Shares to be issued will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares.

The Company received \$50,000.00 (before costs) from Kristen Podagiel as consideration for the issue of the Shares which is the subject of Resolution 2.

*(f) Use of funds raised*

The funds raised under the Placement the subject of Resolution 1 will be used primarily for progression of and pre-development expenses including exploration associated with the Company's flagship Bowdens Silver Project. Funding will also be made available for the exploration activities of the Company's other projects and for corporate and general working capital purposes.

*(g) Material Terms of an agreement to which securities were issued*

The Shares which are the subject of Resolution 2 were not subject to an agreement. The Shares will be issued to the director named above or her nominees as part of their subscription under the Placement.

**2.4 Voting Exclusion Statement**

A description of the persons not permitted to vote on Resolution 2 and whose votes will be disregarded if cast on Resolution 2, are set out in the Notice.

**ENQUIRIES**

Shareholders are advised to contact Trent Franklin, the Company Secretary, on 02 8316 3997 if they have any queries in respect of the matters set out in this Document.

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## GLOSSARY

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For the purposes of this Document, the following terms have the meanings prescribed below:

<b>\$</b>	Australian dollars.
<b>AEST</b>	Australian Eastern Standard Time.
<b>Extraordinary General Meeting</b>	means the extraordinary general meeting of Shareholders convened by the Company pursuant to the Corporations Act.
<b>Associate</b>	has the meaning given in Listing Rule 19.12
<b>ASX</b>	ASX Limited ACN 008 624 691 or the securities exchange market operated by it, as the context requires.
<b>Board</b>	the board of directors of the Company as constituted from time to time.
<b>Bowdens, Bowdens Silver or Bowdens Silver Project Chair</b>	The Bowdens Silver Project, located in Lue, New South Wales. the person chairing the Meeting.
<b>Company or Silver Mines Constitution</b>	Silver Mines Limited ACN 107 452 942. means the constitution adopted by the Company.
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	a director of the Company as at the date of this Document.
<b>Document</b>	this document entitled “Notice of Extraordinary General Meeting”, including any annexures or schedules to or of this document.
<b>Equity Security or Securities Explanatory Statement</b>	has the meaning given to that term in chapter 19 of the Listing Rules. the section entitled “Explanatory Statement” of this Document, forming part of the Notice.
<b>Listing Rules</b>	the listing rules of the ASX as amended from time to time.
<b>Meeting</b>	the Extraordinary General Meeting of the Company convened pursuant to the Notice.
<b>Notice or Notice of Meeting Ordinary Resolution</b>	the notice convening this Meeting as set out in this Document. a resolution of Shareholders that is approved by a simple majority of the votes cast by Shareholders present at the Meeting (whether in person or by proxy) and entitled to vote on that resolution.
<b>Proxy Form</b>	the ‘Appointment of Proxy’ form mailed out to all Shareholders. A blank proxy form is attached to this Document.
<b>Related Party</b>	has the meaning given to that term in Listing Rule 19.12.
<b>Resolution</b>	a resolution set out in the Notice.
<b>Share</b>	a fully paid ordinary share in the issued share capital of the Company.
<b>Shareholder</b>	a person recorded on the register of members maintained by the Company pursuant to sections 168 and 169 of the Corporations Act as a holder of one or more Shares.

**Share Registry**

Automic Registry Services Pty Ltd

**Sophisticated Investor**

a person to whom an offer of the Company's Equity Securities may be made without disclosure in reliance on section 708(8) or section 708(11) of the Corporations Act and that is not already a Related Party of the Company.

**INTERPRETATION**

In this Notice, headings are for convenience only and do not affect interpretation and except where the context otherwise requires:

- (a) the singular includes the plural and vice versa and a gender includes other genders;
- (b) other grammatical forms of a defined word or expression have a corresponding meaning;
- (c) a reference to a section, paragraph, schedule or annexure is to a section or paragraph of or schedule or annexure to this Notice and a reference to this Notice includes any schedule and annexure;
- (d) a reference to a document or agreement includes the document or agreement as novated, altered, supplemented or replaced from time to time;
- (e) a reference to A\$, \$A, dollar or \$ is to Australian currency;
- (f) a reference to a year (other than a financial year) or a month means a calendar year or calendar month respectively;
- (g) a reference to a party to a document includes the party's executors, administrators, successors and permitted assigns and substitutes;
- (h) a reference to a person includes a natural person, partnership, firm, body corporate, trust, joint venture, association, governmental or local authority or agency or other entity;
- (i) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (j) any authorities, associations, bodies and entities, whether statutory or otherwise, will, in the event of such authority, association, body or entity ceasing to exist or being reconstituted, replaced or the powers or functions thereof being transferred to or taken over by any other authority, association, body or entity, be deemed to refer respectively to the authority, association, body or entity established, constituted or substituted in lieu thereof which exercises substantially the same powers or functions; and
- (k) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

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

## ANNEXURE A - PROXY FORM

Holder Number:

Your proxy voting instruction must be received by **10:00am (AEST) Saturday, 15 April 2023**, 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 KMP.

#### 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://automic.com.au>.

#### Lodging your Proxy Voting Form:

##### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



##### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

##### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

##### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

##### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

**WEBSITE:** <https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)



## **CORPORATE DIRECTORY**

### **Board of Directors**

Keith Perrett, Non-Executive Chairman  
Anthony McClure, Managing Director  
Jonathan Battershill, Non-Executive Director  
Kristen Podagiel, Non-Executive Director

### **Company Secretary**

Trent Franklin

### **Registered Office**

Level 28, 88 Phillip Street  
Sydney NSW 2000  
Australia

### **Company Website**

[www.silvermines.com.au](http://www.silvermines.com.au)

### **Share Registry**

Automic Registry Services Pty Ltd  
Level 5, 126 Phillip Street  
Sydney NSW 2000  
Australia

Phone: 1300 288 664  
International: +61 2 9698 5414