



Chrysos Corporation
ABN 76 613 131 141

Notice of 2023 Annual General Meeting

Explanatory notes

Proxy form

Time: 12:30pm (Adelaide time)

Date: Monday, 27 November 2023

Place: Chrysos Corporation
2A Venture Road
Tonsley SA 5042

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Details of the Meeting

The 2023 Annual General Meeting (**Meeting**) will be held at 12:30pm (Adelaide time) on Monday, 27 November 2023 at Chrysos Corporation, 2A Venture Road, Tonsley SA 5042.

Important voting information

The business of the Meeting affects your shareholding and your vote is important. The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered shareholders at 7:00pm (Adelaide time) on Saturday, 25 November 2023.

Voting by proxy

To vote by proxy, either:

1. complete and sign the enclosed proxy form and deliver the proxy form:
 - (a) by hand to:
Link Market Services Limited,
Parramatta Square, Level 22,
Tower 6, 10 Darcy Street,
Parramatta NSW 2150/ Level 12, 680 George Street,
Sydney NSW 2000;
 - (b) by post to:
C/-Link Market Services,
Locked Bag A14,
Sydney South NSW 1235; or
2. visit <https://investorcentre.linkgroup.com/Login/Login>:
 - select Investor & Employee Login and in the Single Holding section enter Chrysos Corporation Limited or the ASX code C79 in the Issuer name field, your Security Reference Number (**SRN**) or Holder Identification Number (**HIN**) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click Login; and
 - select the Voting tab and then follow the prompts.

You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

If you wish to appoint a proxy to vote for you at the Meeting, your proxy form must be received not later than 48 hours before the commencement of the Meeting. Proxy forms received later than this time will be invalid.

There may be restrictions on how your proxy can vote on certain resolutions to be considered at the Meeting. Further details of when these restrictions apply, and what you can do to ensure that your proxy can vote as you intend, are set out in the section of this document headed Voting Exclusions.

The Chair intends to vote all proxies given to the Chair in favour of the resolutions in Items 2 to 7.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of shareholders of Chrysos Corporation Limited ABN 76 613 131 141 will be held at 12:30pm (Adelaide time) on Monday, 27 November 2023 at Chrysos Corporation, 2A Venture Road, Tonsley SA 5042.

Items of business

1. Financial report, directors' report and auditor's report

To receive and to consider the financial report, the directors' report and the auditor's report for the financial year ended 30 June 2023.

Note: this item of business is for discussion only and is not a resolution. However, shareholders will be given a reasonable opportunity at the meeting to ask questions or make comments about each of these reports.

2. Adoption of remuneration report

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

"That, for the purposes of section 250R(2) of the Corporations Act, the Company's remuneration report for the year ended 30 June 2023 be adopted."

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion applies to this resolution – see Voting Exclusions below.

3. Re-election of Greg Holt as Director

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

"That Greg Holt, a director appointed to fill a casual vacancy retires in accordance with the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election, be re-elected as a director of the Company."

4. Re-election of Brett Boynton as Director

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

"That Brett Boynton, a director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election, be re-elected a director of the Company."

5. Re-election of Kerry Gleeson as Director

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

"That Kerry Gleeson, a director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers herself for re-election, be re-elected a director of the Company."

6. Approval of potential termination benefits for Dirk Treasure

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

"That, for the purposes of satisfying the procedural requirements in sections 200B and 200E of the Corporations Act, approval is given for the Company to provide potential termination benefits to Dirk Treasure related to Mr Treasure's LTI awards and in connection with Mr Treasure's loss of position from a managerial or executive office with the Company or a related

body corporate, on the terms described in the explanatory notes.”

Note: a voting exclusion applies to this resolution – see Voting Exclusions below.

7. Approval of potential termination benefits for Brett Coventry

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

“That, for the purposes of satisfying the procedural requirements in sections 200B and 200E of the Corporations Act, approval is given for the Company to provide potential termination benefits to Brett Coventry related to Mr Coventry’s LTI awards and in connection with Mr Coventry’s loss of position from a managerial or executive office with the Company or a related body corporate, on the terms described in the explanatory notes.”

Note: a voting exclusion applies to this resolution – see Voting Exclusions below.

Dated: 23 October 2023

By order of the Board

Anand Sundaraj

Company Secretary

Voting exclusions

Item 2 – Adoption of remuneration report

In accordance with the Corporations Act, votes on Item 2 may not be cast in any capacity by or on behalf of a member of the Company's Key Management Personnel (**KMP**) whose remuneration details are included in the remuneration report for the year ended 30 June 2023 or any of that person's Closely Related Parties (as defined in the Glossary) unless:

- the vote is cast by such a person as a proxy for a person who is entitled to vote on Item 2 and in accordance with a direction on the proxy form specifying the way the proxy is to vote on the resolution;
- the vote is cast by the Chair as a proxy for a person who is entitled to vote on Item 2 and the proxy form expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP; or
- the vote is cast by a person acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
 - the beneficiary provides written confirmation to the person that the beneficiary is not excluded from voting on this Item 2; and
 - it is cast in accordance with a direction given by the beneficiary to the person.

If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Item 2. If you appoint the Chair as your proxy, and you do not direct your proxy how to vote on Item 2, you will be expressly authorising the Chair to exercise the proxy even though the resolution is connected with the remuneration of members of the KMP.

Item 6 – Approval of termination benefits for Dirk Treasure

In accordance with the Corporations Act, the Company will disregard any votes cast in favour of this Item by or on behalf of:

- Dirk Treasure; or
- any associate of Dirk Treasure.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction 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.

In addition, and in accordance with section 200E(2A) of the Corporations Act, a vote must not be cast on this resolution (in any capacity) by or on behalf of Mr Treasure or his associates. However, a vote may be cast by such person if the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on the resolution, and the vote is not cast on behalf of Mr Treasure or his associate.

Item 7 – Approval of termination benefits for Brett Coventry

In accordance with the Corporations Act, the Company will disregard any votes cast in favour of this Item by or on behalf of:

- Brett Coventry; or
- any associate of Brett Coventry.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction 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.

In addition, and in accordance with section 200E(2A) of the Corporations Act, a vote must not be cast on this resolution (in any capacity) by or on behalf of Mr Coventry or his associates. However, a vote may be cast by such person if the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on the resolution, and the vote is not cast on behalf of Mr Coventry or his associate.

Explanatory notes

These explanatory notes have been prepared for shareholders in connection with the business to be conducted at the Annual General Meeting (**Meeting**) to be held at 12:30pm (Adelaide time) on Monday, 27 November 2023 at Chrysos Corporation, 2A Venture Road, Tonsley SA 5042.

These notes provide information which the Directors believe to be material to shareholders in deciding how to vote on the resolutions to be put to the Meeting.

If you are in any doubt about what to do in relation to this document or about how to vote on the resolutions to be put to the Meeting, you should seek advice from an accountant, solicitor or other professional advisor.

Item 1 – Financial report, directors’ report and auditor’s report

As required by the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2023 together with the director’s report, the remuneration report and the auditor’s report. These reports are all included in the Company’s Annual Report, which was lodged with the ASX on 29 August 2023.

The Company is no longer required to send a copy of the Annual Report to shareholders unless shareholders specifically elect to receive a copy.

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on the reports. In addition, the Company’s auditor, Paul Cenko of KPMG, will be present at the Meeting and shareholders will have an opportunity to ask questions of the auditor in relation to the conduct of the audit and the content of the financial report and auditor’s report.

Item 2 – Adoption of remuneration report

Section 250R of the Corporations Act requires a listed company to put a resolution to shareholders to adopt its remuneration report for the relevant financial year. The Company’s remuneration report for the financial year ended 30 June 2023 can be found at pages 28 to 43 of the Company’s Annual Report.

The remuneration report explains the Board’s policies in relation to the nature and level of remuneration paid to the Company’s Key Management Personnel (including the Company’s Chief Executive Officer and other senior executives, as well as the Company’s Non-Executive Directors).

The vote on the remuneration report is advisory only and does not bind the Directors or the Company. However, under the Corporations Act:

- if at least 25% of the votes cast at any AGM on a resolution to adopt the remuneration report are cast against the adoption of the remuneration report, the Company’s next remuneration report must explain the Board’s proposed action in response or explain why no action has been taken; and
- if, at the AGM in the following year, at least 25% of the votes cast on a resolution to adopt the remuneration report are cast against the adoption of the remuneration report, a resolution must be put to the shareholders (**Spill Resolution**) that another meeting be held within 90 days at which all the Directors who were directors when the resolution to approve the Directors’ report for that year was passed, excluding any managing director, would need to stand for re-election (**Spill Meeting**).

Item 3 – Re-election of Greg Holt

Re-election of Director appointed as an addition to the Board

The Company’s Constitution requires that an election of Directors, other than a managing director, must be held each year. In addition, the Constitution and Listing Rule 14.4 stipulate that any Director appointed to fill a casual vacancy or as an addition to the Board must only hold office until the next annual general meeting of the Company where they shall then be eligible for re-election.

Greg Holt was elected as a Director of the Company on 14 June 2023 and has served as an additional Director of the Company since that date. Mr Holt now accordingly retires and seeks re-election at this Meeting.

Information about Greg Holt

Mr Holt is a senior executive with an international career spanning over 40 years across the logistics, industrial services, mining contracting and engineering industries. He is also an experienced company Director (GAICD) and Board member, having previously held Board positions with Brambles companies in the United Kingdom, and Swire companies in Australia and the United States. Mr Holt's strong track record includes driving and finalising successful global expansion and business optimisation projects.

Mr Holt is currently the CEO of Swire Water Holdings, which is a member of the Swire Group of Companies, a business with which Mr Holt has held Managing Director or Chief Executive Officer positions since 2010. Prior to Swire, Mr Holt worked within Brambles in senior executive positions across several of its subsidiaries and helped lead the transition of Brambles into BIS as part of the KKR acquisition.

Board recommendation

The Board (except Greg Holt) recommends that shareholders vote **in favour** of this Item.

Item 4 – Re-election of Brett Boynton

Re-election of Director retiring by rotation

The Company's constitution requires that an election of Directors, other than a managing director, must be held each year. In addition, the constitution specifies that a Director, other than a managing director, may not hold office for more than three years or beyond the third annual general meeting following the Director's appointment (whichever is the longer period) without submitting for re-election.

Brett Boynton was last elected as a Director of the Company on 21 June 2016 and has served as a Director of the Company since that date. Mr Boynton now retires by rotation, and being eligible, offers himself for re-election.

Information about Brett Boynton

Appointed as a founding Director in June 2016, Mr. Boynton brings extensive expertise in corporate strategy and the commercialisation of technology to the Chrysos Board. With a background in international investment banking and private equity, he has successfully advised on corporate transactions and raised growth capital for energy, resources, and technology sector companies during his tenure at UBS in London and New York, as well as Credit Suisse in Australia.

In addition to his role at Chrysos, Mr. Boynton holds key positions in several private equity backed businesses. He is the co-founder and Chief Strategy Officer of Alpha Vista, an AI-powered risk analytics startup and also serves as the founder and CEO of UK listed exploration technology group Tectonic Gold Ltd. He is an Executive Director at DE Investments and serves on the boards of several private companies.

Within Chrysos, Mr. Boynton serves as the Chair of the Audit, Risk, and Finance Committee, contributing his expertise in financial oversight and risk management. Additionally, he is an active member of the Environment, Safety, Social, and Governance Committee, demonstrating his commitment to responsible business practices.

Board recommendation

The Board (except Brett Boynton) recommends that shareholders vote **in favour** of this Item.

Item 5 – Re-election of Kerry Gleeson

Re-election of Director retiring by rotation

The Company's constitution requires that an election of Directors, other than a managing director, must be held each year. In addition, the constitution specifies that a Director, other than a managing director, may not hold office for more than three years or beyond the third annual general meeting following the Director's appointment (whichever is the longer period) without submitting for re-election.

Kerry Gleeson was last elected as a Director of the Company on 15 June 2021 and has served as a Director of the Company since that date. Ms Gleeson now retires by rotation, and being eligible, offers herself for re-election.

Information about Kerry Gleeson

Ms Gleeson is an experienced Chair and Non-Executive Director in the mining industry following a 25-year career as a senior executive and as a lawyer in both the UK and Australia. She has significant experience in international governance, strategic mergers and acquisitions, complex corporate finance transactions, as well as risk and crisis management.

In her executive career, Ms Gleeson was a member of the Group Executive at Incitec Pivot Limited for 10 years until 2013, including as Company Secretary and General Counsel, with oversight over the Group's international operations in mining, explosives, chemicals, transport and logistics. Ms Gleeson led Incitec Pivot's Corporate Affairs function across government, media and regulatory affairs as well as leading international crises responses and major environmental remediation projects, and the Group's Culture & Values and Diversity programs.

Earlier in her career, Ms Gleeson practised as a corporate lawyer, with Blake Dawson Waldron (now Ashurst) in Melbourne after a 10-year legal career in the UK, including as a corporate finance and transactional partner in an English law firm, focusing on mergers and acquisitions and initial public offerings.

Board recommendation

The Board (except Kerry Gleeson) **recommends** that shareholders vote **in favour** of this Item.

Items 6 and 7 – Approval of LTI termination benefits for Dirk Treasure and Brett Coventry

Background

Dirk Treasure is the Company's Managing Director and Chief Executive Officer and Brett Coventry is the Chief Financial Officer and joint company secretary. This resolution relates to potential LTI—related termination benefits that may be given to Mr Treasure and/or Mr Coventry if their employment is terminated.

The Company's remuneration arrangements with Mr Treasure and Mr Coventry include Long-Term Incentives (**LTI**) which are a performance-based executive remuneration component intended to align total remuneration outcomes for Mr Treasure and Mr Coventry with longer term group performance and shareholder values. LTI awards are at the discretion of the Board and involve the award of performance rights under the Company's Employee Equity Plan (**Performance Rights**).

Under the Employee Equity Plan, if Mr Treasure or Mr Coventry's employment is terminated in circumstances that fall within the 'Good Leaver' category, all the Performance Rights held by the relevant person that have not vested (due to non-satisfaction of the underlying performance-related vesting conditions attached to those Performance Rights) will be automatically forfeited and automatically lapse. Notwithstanding, the Board has discretion under the Employee Equity Plan to determine to treat any unvested Performance Rights other than in the manner set out above including, but not limited to:

- (a) accelerating the vesting of any unvested Performance Rights; and/or
- (b) waiving one or more performance conditions attached to the unvested Performance Rights (including continuous service requirements).

Under the Corporations Act, a company may not give a termination payment or benefit to directors or senior managers which is above a certain amount (in general terms, equal to one year's salary) without shareholder approval.

In the event that:

- (c) Mr Treasure or Mr Coventry's employment is terminated in circumstances that fall within the 'Good Leaver' category; and
 - (d) the Board exercises its discretion under the Employee Equity Plan to vary the treatment of any unvested Performance Rights held by Mr Treasure or Mr Coventry at the time of termination,
- the Board may be providing termination benefits and the value of these benefits may exceed the cap of one year's salary. Accordingly, the purpose of this resolution is to seek shareholder approval for the potential exercise of this discretion and the associated potential termination benefits in respect of the number Performance Rights described below.

Requirement to obtain shareholder approval

Under section 200B of the Corporations Act, the Company must not give a person a benefit in connection with the person's retirement from an office, or position of employment, in a company or related body corporate if:

- (a) the office or position is a managerial or executive office; or
- (b) the person has, at any time during the last three years before his or her retirement, held a managerial or executive office in the company or related body corporate,

unless shareholder approval is obtained under section 200E of the Corporations Act for the giving of the benefit (or unless a specified exception applies).

A 'benefit' is defined broadly in the Corporations Act to include a payment or other valuable consideration. It also includes the accelerated or automatic vesting of share-based payments on or as a result of retirement from an office or position.

There are exceptions for the provision of certain kinds of benefits, such as statutory entitlements to accrued annual and long service leave and certain benefits within a monetary cap. This monetary cap is, in broad terms, equivalent to one year's annual average base salary of the relevant person over the period during which that person held a managerial or executive office (up to a period of three years).

If a termination benefit is given in excess of what is permitted under the Corporations Act, a breach of the Corporations Act can occur even if the person receiving the benefit is entitled to the benefit under his or her contractual arrangements.

Details of Performance Rights

As at the date of this notice, Mr Treasure has been issued with an aggregate of 319,002 Performance Rights under the LTI. None of these Performance Rights have vested. Additionally, pursuant to a waiver from Listing Rule 10.14 obtained as part of Company's admission to ASX, the Company may issue a maximum of 1,250,000 Performance Rights to Mr Treasure and the other Directors under the Employee Equity Plan without Shareholder approval if the following conditions are met:

- (a) the Company's IPO prospectus contained the information required by Listing Rule 10.15 in respect of the proposed issue of the Performance Rights;
- (b) in each case, the date of issue of the Performance Rights under the Employee Equity Plan must be no later than 3 years from the date of the Company's admission to the official list of ASX;
- (c) details of any Performance Rights issued to the Directors (and their associates) under the Employee Equity Plan must be published in the Company's annual report relating to the period in which they were issued; and

- (d) provision of the full terms and conditions, satisfactory to ASX, of the Employee Equity Plan pursuant to which the Performance Rights are proposed to be issued as a condition of admission and pre-quotation disclosure,

(the **LR 10.14 Waiver**).

As at the date of this notice, Mr Coventry has been issued with an aggregate of 153,515 Performance Rights, all of which have not yet vested.

Value of termination benefits

The amount and value of the potential termination benefits and entitlements of Mr Treasure and Mr Coventry arising from the Board's exercise of its discretion to vary the treatment of the abovementioned unvested Performance Rights or any future issue of Performance Rights cannot be determined in advance. This is due to a number of factors that will, or are likely to, affect that value.

The value of the potential termination benefits will depend on factors such as the Company's share price at the time of vesting and the number of shares that will vest or otherwise be affected under the Employee Equity Plan. Furthermore, the following matters may also affect the potential benefits:

- (a) the date when and circumstances in which Mr Treasure or Mr Coventry (as applicable) ceases employment, including the length of service and status of the vesting conditions attaching to the unvested Performance Right on issue at the time his employment ceases and the extent to which he serves the applicable notice period;
- (b) the number of unvested Performance Rights held by Mr Treasure or Mr Coventry (as applicable) that the Board determines to vest, lapse or leave on foot;
- (c) the Company's share price when the value of any future Performance Rights are determined and the terms of those interests;
- (d) the Company's share price on the date any Shares are provided to Mr Treasure or Mr Coventry on exercise of any Performance Rights that vested due to the Board's discretion; and
- (e) any changes in laws, regulations or market practice up until Mr Treasure or Mr Coventry (as applicable) ceases employment.

What approvals are being sought?

The Company is seeking Shareholder approval under the resolution in Item 6 to, on the termination or cessation of Mr Treasure's employment as a 'Good Leaver' within the meaning of Employee Equity Plan, exercise their discretion under the Employee Equity Plan to vary the treatment of the 319,002 unvested Performance Rights currently held by Mr Treasure and any future unvested Performance Rights issued to Mr Treasure:

- (a) pursuant to the LR 10.14 Waiver; and
- (b) in connection with his long-term incentive payable for the financial year ended 30 June 2024.

The Company is seeking Shareholder approval under the resolution in Item 7 to, on the termination or cessation of Mr Coventry's employment as a 'Good Leaver' within the meaning of Employee Equity Plan, exercise their discretion under the Employee Equity Plan to vary the treatment of the 153,515 unvested Performance Rights currently held by Mr Coventry and any unvested Performance Rights issued to Mr Coventry in connection with his long-term incentive payable for the financial year ended 30 June 2024.

Recommendation

The Directors (other than Dirk Treasure) recommend that shareholders vote **in favour** of Items 6 and 7.

Enquiries

Shareholders are asked to contact Mr Anand Sundaraj, Company Secretary, on +61 2 8880 5130 if they have any queries in respect of the matters set out in these documents.

Glossary

Annual General Meeting or **AGM** or **Meeting** means an annual general meeting of the Company and, unless otherwise indicated, means the annual general meeting convened by this notice of meeting.

Annual Report means the 2023 Annual Report to Shareholders for the period ended 30 June 2023 as lodged by the Company with ASX on 29 August 2023.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires.

ASX Listing Rules means the official listing rules of ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or
- (e) a company the member controls.

Company means Chrysos Corporation Limited ABN 76 613 131 141.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a current director of the Company.

Employee Equity Plan means the Company's employee equity plan. A summary of the terms of the plan was set out in the Company's IPO prospectus.

KMP means key management personnel of the Company.

LTI means long-term incentives included in the Company's remuneration arrangements with Dirk Treasure and Brett Coventry.

LR 10.14 Waiver means the waiver from Listing Rule 10.14 granted to the Company as part of its admission to the ASX, details of which are set out in the pre-quotation disclosure dated 5 May 2022.

Meeting means the annual general meeting convened by this notice of meeting.

Performance Rights means performance rights issued under the Employee Equity Plan.

Remuneration Report means the remuneration report, a copy of which is included in the Annual Report.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

Chrysos Corporation
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X00074574378

PROXY FORM

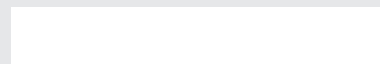
I/We being a member(s) of Chrysos Corporation and entitled to participate in and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **12:30pm on Monday, 27 November 2023 at the Offices of Chrysos Corporation, 2A Venture Road, Tonsley SA 5042 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 2, 6 & 7: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2, 6 & 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

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

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

Resolutions

2 Adoption of remuneration report

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Re-election of Greg Holt as Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Re-election of Brett Boynton as Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Re-election of Kerry Gleeson as Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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6 Approval of potential termination benefits for Dirk Treasure

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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7 Approval of potential termination benefits for Brett Coventry

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

C79 PRX2301C

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:30pm on Saturday, 25 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://investorcentre.linkgroup.com>

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



BY MOBILE DEVICE

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

QR Code



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



BY MAIL

Chrysos Corporation
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**