
TEMPUS RESOURCES LTD

ACN 625 645 338

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10am (WST)

DATE: 14 February 2024

PLACE: Level 2, 22 Mount Street, Perth, Western Australia

The Directors unanimously recommend Shareholders

VOTE AGAINST

Resolutions 1 - 7 set out in the Notice of Meeting. The Directors do not consider the Resolutions to be in the best interests of the Company or its Shareholders.

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

This Notice of Meeting 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.

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 10am (WST) on 12 February 2024.

PURPOSE OF THE MEETING

On 15 December 2023, the Company received a letter stating an intention to call a general meeting to consider various resolutions relating to the removal of three of the directors of the Company and the election of new directors of the Company (**249D Notice**). The 249D Notice was issued under section 203D of the Corporations Act by the shareholders listed in Schedule 1 (**Requisitioning Shareholders**).

To best of the knowledge of the Company, the Requisitioning Shareholders hold a total of approximately 6.0% of the Company's shares as at the date of this Notice of Meeting. The Company has not been able to precisely identify how many shares are held or controlled by the Requisitioning Shareholders because, despite being asked to do so, they have failed to lodge a substantial holding notice as required by the Corporations Act.

The Company has confirmed that the Requisitioning Shareholders holding the necessary number of Shares have properly given notice under sections 203D and 249D of the Corporations Act. Accordingly, the Company is convening the Meeting in response to the 249D Notice.

Resolutions 1, 2 and 3 are for the appointment of Mr Matthew Bull, Mr Ken Banks and Mr Greg Entwistle as directors of the Company and Resolutions 4, 5, 6 and 7 are for the removal of Ms Melanie Jane Ross, Mr Christopher Hansen, Ms Andrea Betti and any person who is appointed as a director of the Company after the date of the 249D Notice, as directors of the Company.

The Notice of Meeting and Explanatory Statement are important documents and should be read in their entirety. The resolutions to be considered at the Meeting are important and have significant implications for the future of your Company and investment.

If you are unable to attend the Meeting, you are encouraged to complete and return the enclosed Proxy Form by 10:00am (WST) on 12 February 2024.

THE CHAIRMAN OF THE MEETING INTENDS TO VOTE ALL UNDIRECTED PROXIES AGAINST RESOLUTIONS 1 to 7.

Biographies of Directors proposed to be removed

Biographies for Ms Melanie Ross, Mr Christopher Hansen and Ms Andrea Betti are set out in section 1 of the Explanatory Statement.

Statement of Director proposed to be removed

Section 203D(4) of the Corporations Act provides that a director who is the subject of a proposed resolution for their removal from office is entitled to submit a statement for circulation to shareholders. The Directors' statement is included in Schedule 2 to the Explanatory Statement.

Statement of Requisitioning Shareholders

Section 249P of the Corporations Act permits the shareholders who have requisitioned the meeting to submit a statement for circulation to shareholders regarding the resolutions and any other matter that may be properly considered at the meeting.

The Requisitioning Shareholders have not provided the Company with a statement under section 249P and, as a result, such a statement has not been included with the Explanatory Statement.

The Company is not responsible for the content of the Requisitioning Shareholders' Statement.

The Directors recommend Shareholders vote AGAINST Resolutions 1 to 7.

LETTER TO SHAREHOLDERS

4 January 2024

Dear Shareholders,

As announced on 18 December 2023, Tempus Resources Ltd (**Tempus** or the **Company**) received a notice from a group of shareholders (**Requisitioning Shareholders**) that held at the time over 5% of votes in Tempus to requisition an extraordinary general meeting (**Meeting**) under section 249D of the Corporations Act.

The Meeting will be held on 14 February 2024 at Level 2, 22 Mount Street, Perth, Western Australia at 10am (**WST**).

A Notice of Meeting accompanies this letter. The issues to be considered at the Meeting are important and have significant implications for the future of the Company and your investment.

The Requisitioning Shareholders are asking the Company's shareholders (**Shareholders**) to remove the three existing directors of the Company, being Chris Hansen, Andrea Betti and myself, and to elect in our place three nominee directors of the Requisitioning Shareholders.

Your Board strongly recommends that you VOTE AGAINST the appointment of the Requisitioning Shareholders' nominees as directors of the Company for the reasons set out below and in the accompanying Explanatory Statement.

If you are unable to attend the meeting in person, we recommend that you appoint the Chairman of the Company as your proxy to vote against all of the resolutions.

History and conduct of operations under the existing Board

Since the new Tempus Resources Board has been constituted on 29 November 2023, an immediate fundraising plan has been put in place to assist with the continuation of assessing the options for the current exploration projects held in both Canada and Ecuador, and to assist with the search for new and value-adding projects that are in the best interests for all shareholders of the Company. The appointment of Mr Chris Hansen, who has extensive experience as a multidisciplinary metals and mining professional, will assist the Company in sourcing and reviewing of any future strategic project acquisitions.

The Company has also completed the de-listing process from the TSX Venture Exchange in Canada to enable the Company to reduce costs and streamline its business.

Unlike the proposed Board, the current Board has defined an integrated strategy to recapitalise the Company through a fully underwritten entitlement offer, unlock latent value within the existing asset portfolio and assess the acquisition of future assets.

Assessment of proposed Board changes

Unlike the current Board, the proposed Board who requisitioned this Meeting have failed to provide a strategy that will serve to meet the immediate funding requirements of the Company or define how they will create future shareholder value. In fact, the Requisitioning Shareholders and the proposed new directors have not provided the Company with any information at all in relation to their proposed future plans for the Company, including how it will be funded.

Furthermore, the proposed Board have failed to provide the Company with a summary of their industry relevant skills, qualifications or past experience.

Accordingly, we recommend that you read the accompanying material carefully and that you VOTE AGAINST Resolutions 1-7 in the attached Notice.

The Board wishes to thank the majority of Shareholders for their patience and ongoing support during this difficult period for the Company.

Yours sincerely

A handwritten signature in black ink, appearing to read 'MRoss', written in a cursive style.

Melanie Ross
Non-Executive Director

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPOINTMENT OF MR MATTHEW BULL AS DIRECTOR

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

“That, Matthew Bull having consented to act, be appointed as a director of the Company, with immediate effect.”

2. RESOLUTION 2 – APPOINTMENT OF KEN BANKS AS DIRECTOR

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

“That, Ken Banks having consented to act, be appointed as a director of the Company, with immediate effect.”

3. RESOLUTION 3 – APPOINTMENT OF GREG ENTWISTLE AS DIRECTOR

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

“That, Greg Entwistle having consented to act, be appointed as a director of the Company, with immediate effect.”

4. RESOLUTION 4 – REMOVAL OF MELANIE JANE ROSS AS DIRECTOR

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

“That, pursuant to section 203D of the Corporations Act, Melanie Jane Ross be removed as a director of the Company, with immediate effect.”

5. RESOLUTION 5 – REMOVAL OF CHRISTOPHER HANSEN AS DIRECTOR

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

“That, pursuant to section 203D of the Corporations Act, Christopher Hansen be removed as a director of the Company, with immediate effect.”

6. RESOLUTION 6 – REMOVAL OF ANDREA BETTI AS DIRECTOR

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

“That, pursuant to section 203D of the Corporations Act, Andrea Betti be removed as a director of the Company, with immediate effect.”

7. RESOLUTION 7 – REMOVAL OF ANY OTHER DIRECTOR

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

“That, pursuant to section 203D of the Corporations Act, any person who is appointed as a director of the Company after the date of the 249D Notice (other than Matthew Bull, Ken Banks or Greg Entwistle) be removed as a director of the Company, with immediate effect.”

Dated: 4 January 2024

By order of the Board pursuant to requisitions under section 249D of the Corporations Act 2001 (Cth).

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with 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 two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

THE CHAIRMAN OF THE MEETING INTENDS TO VOTE ALL UNDIRECTED PROXIES AGAINST RESOLUTIONS 1 to 7.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on Ph: +61 8 6188 8181.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTIONS 1, 2 AND 3 – APPOINTMENT OF PROPOSED DIRECTORS

The Company's Constitution provides that the Company may appoint a person as a director by an ordinary resolution of security holders.

The Requisitioning Shareholders have given notice of their intentions to move the following resolutions:

- (a) Resolution 1 - Appointment of Matthew Bull as a Director;
- (b) Resolution 2 - Appointment of Ken Banks as a Director; and
- (c) Resolution 3 - Appointment of Greg Entwistle as a Director.

Subject to the passing of Resolutions 1, 2 and 3, the appointment of Mr Matthew Bull, Mr Ken Banks and Mr Greg Entwistle as Directors will take effect from the close of the Meeting.

1.2 Resolution 1 – Appointment of Matthew Bull as a director

No information on Mr Bull's qualifications, experience and expertise has been provided to the Company by the Requisitioning Shareholders.

1.3 Resolution 2 – Appointment of Ken Banks as a director

No information on Mr Banks's qualifications, experience and expertise has been provided to the Company by the Requisitioning Shareholders.

1.4 Resolution 3 – Appointment of Greg Entwistle as a director

No information on Mr Entwistle's qualifications, experience and expertise has been provided to the Company by the Requisitioning Shareholders.

The Directors recommend Shareholders vote AGAINST Resolutions 1, 2 and 3.

2. RESOLUTIONS 4 5, 6 AND 7 – REMOVAL OF EXISTING DIRECTORS

2.1 Background

Under section 203D of the Corporations Act, a company may by resolution remove a director from office.

The Company's Constitution provides that the Company may remove any director from office by resolution passed in general meeting.

The Requisitioning Shareholders have given notice of their intentions to move the following resolutions:

- (a) Resolution 4 – Removal of Melanie Jane Ross as a Director;

- (b) Resolution 5 – Removal of Christopher Hansen as a Director;
- (c) Resolution 6 – Removal of Andrea Betti as a Director; and
- (d) Resolution 7 – Removal of any other Director.

Subject to the passing of Resolutions 4, 5, 6 and 7, the removal of Ms Melanie Jane Ross, Mr Christopher Hansen, Ms Andrea Betti and any person who is appointed as a director of the Company after the date of the 249D Notice, as Directors will take effect from the close of the Meeting.

The existing Directors of the Company have provided a written statement in accordance with section 203D of the Corporations Act which is included at Schedule 2 to the Explanatory Statement.

Biographies for Ms Melanie Jane Ross, Mr Christopher Hansen and Ms Andrea Betti are set out below.

2.2 Melanie Jane Ross

Ms Ross is an accounting and corporate governance professional with over 20 years' experience in financial accounting and analysis, audit, business and corporate advisory services in public practice, commerce and state government. Ms Ross has a Bachelor of Commerce and is a member of the Institute of Chartered Accountants in Australia and New Zealand and an associate member of the Governance Institute of Australia.

Ms Ross is currently a director of a corporate advisory company based in Perth, Western Australia that provides corporate management and other advisory services to public listed companies. Ms Ross continues to hold various roles in this capacity with publicly listed companies.

2.3 Christopher Hansen

Mr Hansen is a multidisciplinary metals and mining professional, combining core technical fundamentals with a strong finance and project development mind-set. Having initially focused on building a solid technical foundation with industry majors such as Fortescue Metals Group and Barrick Gold, Mr Hansen later joined a preeminent London based mining private equity fund developing robust investment skills, project development expertise, market knowledge and strong industry relations.

Since returning to Australia, Mr Hansen has leveraged his experience in both public and private markets, more recently having led mining business development activities for one of Australia's largest private investment groups. Mr Hansen is currently the Managing Director & CEO of Greenstone Resources Limited.

Mr Hansen holds a BSc in Geology from the University of Auckland, and an MSc in Mineral Economics from Curtin University.

2.4 Andrea Betti

Ms Betti is an accounting and corporate governance professional, with over 25 years' experience in accounting, corporate governance, finance and corporate banking.

Ms Betti is currently a director of a corporate advisory firm based in Perth that provides corporate and other advisory services to public listed companies. Ms Betti has also held roles as non-executive director, chief financial officer and company secretary for companies in the private and public listed sector and continues to hold various roles in this capacity with publicly listed companies.

Ms Betti has a Bachelor of Commerce, Graduate Diploma in Corporate Governance, Graduate Diploma in Applied Finance and Investment, and a Master of Business Administration. She is a member of the Institute of Chartered Accountants in Australia and New Zealand and an associate member of the Governance Institute of Australia.

The Directors recommend Shareholders vote AGAINST Resolutions 4, 5, 6 and 7.

GLOSSARY

\$ means Australian dollars.

249D Notice means the section 249D notice received by the Company from the Requisitioning Shareholders on 15 December 2023.

ASIC means the Australian Securities & Investments Commission.

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Tempus Resources Ltd (ACN 625 645 338).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Requisitioning Shareholders means the parties set out in Schedule 1.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – REQUISITIONING SHAREHOLDERS

REQUISITIONING SHAREHOLDER	NUMBER OF SHARES HELD	INTEREST %
Matthew Norman Bull	9,873,507	2.9%
Nicholas Edward Bull	7,478,960	2.2%
98 Investments Pty Ltd <98 Investment A/C>	2,077,823	0.6%
98 Investments Pty Ltd	1,250,000	0.4%
TOTAL		6.0%

The Company has not been able to precisely identify how many shares are held or controlled by the Requisitioning Shareholders because, despite being asked to do so, they have failed to lodge a substantial holding notice as required by the Corporations Act.

SCHEDULE 2 – STATEMENT OF DIRECTORS PROPOSED TO BE REMOVED

Dear Shareholders

As the directors impacted by the Requisitioning Shareholders' proposed resolutions, we are writing to you to provide important information in respect of the forthcoming Meeting.

Melanie Ross, current Non-Executive Director, is also the Company Secretary and has been with the Company since it was incorporated and listed on the ASX in 2018. As a long term servant of the Company, Melanie remains committed and dedicated to the success of the Company going forward.

Chris Hansen, current Non-Executive Director, is a multidisciplinary global metals and mining professional, combining core technical fundamentals with a strong finance and project development mind-set. Importantly, Chris will assist the Company in the sourcing and review of any future strategic project acquisitions, as well as bringing a fresh outlook to the Company's exploration activities for 2024.

Andrea Betti, current Non-Executive Director, comes to the Board with many years of relevant and valuable experience as a corporate executive for companies dealing with new project acquisitions and who may be pivoting in their strategic direction.

We consider that the Company's outlook for the new year 2024 to be positive and the Board remains fully committed to the search for new and value-adding projects that are in the best interests for all shareholders of the Company.

The current Board has commenced an immediate fund-raising plan which consists of a fully underwritten rights issue, to ensure relevant funds are in place to take the Company forward with its strategic plans for the new year.

Unlike the current Board, the proposed new directors, who are nominees of the Requisitioning Shareholders, have failed to provide the Company with a strategy that will serve to meet the immediate funding requirements of the Company or define how they will create future shareholder value. In fact, the Requisitioning Shareholders and the proposed new directors have not provided the Company with any information at all in relation to their proposed future plans for the Company, including how it will be funded.

Furthermore, the proposed new directors have failed to provide the Company with a summary of their industry relevant skills, qualifications or past experience.

Accordingly, we recommend that you read the accompanying material carefully and that you VOTE AGAINST Resolutions 1-7 in the attached Notice.

The Board wishes to thank the majority of Shareholders for their patience and ongoing support during this difficult period for the Company.

Yours sincerely



Melanie Ross
Non-Executive Director



Chris Hansen
Non-Executive Director



Andrea Betti
Non-Executive Director

Your proxy voting instruction must be received by **10.00am (AWST) on Monday, 12 February 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of 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/#/loginsah> or scan the QR code below using your smartphone

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



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